

No. 01/21/S3-HĐQT

Da Nang, 29th January 2021

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY
OF THE YEAR 2020**

To: - *The State Securities Commission;*
- *Ho Chi Minh Stock Exchange.*

- *Organization name* : Song Ba Joint Stock Company (SBA)
- *Head office address* : 573 Nui Thanh, Hai Chau District, Da Nang City.
- *Telephone* : 0236.365 3592 – 0236.221 5592
- *Fax* : 0236.365 3593
- *Email* : sba2007@songba.vn
- *Charter capital* : VND 604.882.610.000
- *Securities Symbol* : SBA

I. Activities of the General Meeting of Shareholders.

No.	Resolution/Decision No.	Date	Content
1	Resolution No. 01/2020/NQ-DHDCD	30 th June 2020	Resolution of the Annual General Meeting of Shareholders of 2020.

II. Board of Management's report of 2020.

1. Information about the members of the Board of Management (BOM).

No.	BOM's member	Position	Day becoming / no longer member of the BOM	Number of attendance	Percent -age	Reasons for absence
1	Mr Dinh Chau Hieu Thien	Chairman	Chairman of the Board on 30 th June 2020	3	100%	
2	Mr. Thai Van Thang	Vice Chairman	30 th June 2020	2	100%	End of term on 30 th June 2020
3	Mr. Pham Phong	Member – General	30 th June 2020	3	100%	

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		Director				
4	Mr. Truong Thanh Nam	Member	30 th June 2020	2	100%	End of term on 30 th June 2020
5	Mr. Pham Si Huan	Member	30 th June 2020	2	100%	End of term on 30 th June 2020
6	Mr. Thai Hong Quan	Member	30 th June 2020	1	100%	Appointed on 30 th June 2020
7	Mr. Nguyen Quang Hung	Member	30 th June 2020	1	100%	Appointed on 30 th June 2020
8	Mr. Hoang Nam Son	Member	30 th June 2020	1	100%	Appointed on 30 th June 2020

2. Supervision by the BOM over the Board of Directors: In accordance with the Operating Regulations of the Board of Management of SBA.

3. Resolutions/Decisions of the Board of Management of 2020.

No.	Resolution/Decision No.	Date	Content
1	Resolution No. 01/20/NQ-HDQT	21 st Jan 2020	Approval on the Operation Result of Quarter IV/2019 and of the year 2019; the business plan for 2019, Quarter I/2020 and other important relevant points.
2	Resolution No. 02/20/NQ-HDQT	19 th Feb 2020	Holding the Annual General Meeting of Shareholders of 2020.
3	Resolution No. 03/20/NQ-HDQT	08 th April 2020	Delaying the time to organize the Annual General Meeting of Shareholders 2020 of Song Ba JSC.
4	Resolution No. 04/20/NQ-HDQT	18 th May 2020	Approval on the Operation Result of Quarter I/2020 and the business plan for Quarter II/2020
5	Resolution No. 05/20/NQ-HDQT	18 th May 2020	Time to hold the 2020 Annual General Meeting of Shareholders Song Ba Joint Stock Company
6	Resolution No. 06/20/NQ-HDQT	21 st August 2020	Approval on the Operation Result of Quarter II/2020; the company's business plan Quarter III/2020
7	Resolution No. 07/20/NQ-HDQT	30 th October 2020	Approval on the Operation Result of Quarter III/2020 ; the business plan Quarter IV/2020 and other important relevant points.
8	Decision No. 01/20/QĐ-HDQT	1 st April 2020	Approval on plans, repair costs of Khe Dien and Krong H'ngang hydropower plants in 2020
9	Decision No. 02/20/QĐ-HDQT	8 th May 2020	Approval on the organizing the



			implementation's regulation "Bidding Regulations" at Song Ba Joint Stock Company.
10	Decision No. 03/20/QĐ-HĐQT	9 th July 2020	Selection of an auditor company to audit the Financial Statements 2020
11	Decision No. 04/20/QĐ-HĐQT	27 th July 2020	Rewards for Company's Management year 2019
12	Decision No. 05/2020/QĐ-HĐQT	27 th August 2020	Issuance of the operational regulations of the Board of Directors of Song Ba Joint Stock Company
13	Decision No. 06/20/QĐ-S3-HĐQT	07 th October 2020	Appointment of Deputy General Director of Song Ba Joint Stock Company
14	Decision No. 07/20/QĐ-S3-HĐQT	04 th November 2020	Cash dividend payment of 2019.
15	Decision No. 08/20/QĐ-HĐQT	09 th November 2020	Approval on the technical design - Estimation of works connected to the national 110kV grid - Khe Dien hydropower plant after expansion.

III. Supervisory Board of 2020.

1. Information about members of Supervisory Board.

No.	Supervisory Board's member	Position	Day becoming/no longer member of the Supervisory Board	Number of attendance	Percent -age	Reasons for absence
1	Ms. Phan Thi Anh Dao	Head of Supervisory Board	30/06/2020	2	100%	
2	Ms. Nguyen Thi Tran Thao	Member of Supervisory Board	06/04/2020	1	100%	Dismissed member of Supervisory Board on 06 th April 2020
3	Mr. Tran Quang Can	Member of Supervisory Board	30/06/2020	1	100%	End of term on 30th June 2020
4	Ms. Huynh Thi Long	Member of Supervisory Board	30/06/2020	1	100%	Appointed on 30 th June 2020
5	Mr. Do Dat Quang	Member of Supervisory Board	30/06/2020	1	100%	Appointed on 30 th June 2020

2. **Surveillance activities of the Supervisory Board toward the Board of Management, Board of Directors and shareholders:** In accordance with the Organization and Operation Regulations of SBA.
3. **The coordination among the Supervisory Board with the Board of Management, Board of Directors and different managers:** In accordance with the Organization and Operation Regulations of SBA.
4. **Other activities of the Supervisory Board (if any):** No.

IV. Directors Board

No.	Member of Directors Board	Position	Date of birth	Qualification	Appointment
1	Mr. Pham Phong	General Director	1958	Masters - Mechanical Engineer - Electrical Engineer	01/06/2018
2	Mr. Thai Hong Quan	Vice General Manager	1965	Electrical Engineer	02/10/2020
3	Mr. Nguyen The Duy	Vice General Manager	1980	Electrical Engineer	01/06/2019
4	Mr. Phan Dinh Thanh	Vice General Manager	1982	Mechanical Engineer	01/10/2019

V. Chief accountant

Name	Date of birth	Qualification	Appointment
Mr. Pham Thai Hung	1979	Master of Finance – Banking; Bachelor of Economics, major in accounting	01/07/2019

VI. Training on corporate governance:

Training courses on corporate governance which members of Board of Management, members of the Supervisory Board, Director (CEO), other managers and company secretary was involved in accordance with regulations on corporate governance in detail: No.

VII. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (of 2020 report) and transactions of affiliated person of the Company with the Company:

- 1. List of affiliated persons of the Company:** List of internal person and their affiliated person until 31/12/2020 attached.
- 2. Transactions between the company and the affiliated persons or between the company and major shareholders, internal person and related person of internal person:** No.
- 3. Transaction between internal person of listed company and company's subsidiaries, or the company in which listed company takes controlling power:** No.
- 4. Transactions between the company and other objects**

4.1. Transactions between the company and the company that members of Board of Management, members of the Supervisory Board, Director (CEO) has been a founding member or a members of Board of Management, Director (CEO) in three (03) years (calculated at the time of reporting): **Yes.**

On 18th May 2020, the Board of Management of Song Ba Joint Stock Company issued the Document No.11/20/CV-HDQT: Signing the contract of construction supervision consultancy and equipment's installation supervision with Bao Phuc Tam Limited Company in regard with The Tam Phuc hydropower plant project, worth 411,600,000 VND.

4.2. Transactions between the company and the company that related person of members of Board of Management, members of the Supervisory Board, Director (CEO) as a member of Board of Management, Director (CEO): **No.**

4.3. Other transactions of the company (if any) may be beneficial material or immaterial for members of Board of Management, members of the Supervisory Board, Director (CEO): **No.**

VI. Transactions of internal person and related person of internal person (of the year 2020 report): No.

- 1. List of internal person and their affiliated person:** List of internal person and their affiliated person until 31/12/2020 attached.



2. Transactions of internal person and affiliated person on shares of the listed company: No.

VII. Other significant issues: No.

Recipients:

- As above;
- BOM member;
- Posted on SBA website;
- Saved at: Documentary department.

FOR AND ON BEHALF OF
THE BOARD OF MANAGEMENT
CHAIRMAN



DINH CHAU HIEU THIEN



SONG BA
JOINT STOCK COMPANY

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSON UNTIL 31/12/2020

*(Attached to REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY OF 2020
NO. 01/21/S3-HĐQT dated 29th January 2021)*

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
A. INTERNAL PERSONS LIST						
I. BOARD OF MANAGEMENT						
1	Dinh Chau Hieu Thien	Chairman		21.600	0,0357	Chairman of the Board on 30 th June 2020
2	Thai Van Thang	Vice Chairman		84.000	0,1389	End of term on 30 th June 2020
3	Pham Phong	Member - General Director		325.175	0,5376	Appointed on 30 th June 2020
4	Truong Thanh Nam	Member		-	-	End of term on 30 th June 2020
5	Pham Si Huan	Member		5.250	0,0087	End of term on 30 th June 2020
6	Thai Hong Quan	Member		-	0,0000	Appointed on 30 th June 2020
7	Nguyen Quang Hung	Member		4.620	0,0076	Appointed on 30 th June 2020
8	Hoang Nam Son	Member		44.909	0,0742	Appointed on 30 th June 2020
II. SUPERVISORY BOARD						
1	Phan Thi Anh Dao	Head of Supervisory Board		2.550	0,0042	Head of Supervisory Board on 30 th June 2020
2	Nguyen Thi Tran Thao	Member		-	-	Dismissed member of Supervisory Board on 06 th April 2020
3	Tran Quang Can	Member		-	-	End of term on 30 th June 2020
4	Huynh Thi Long	Member				Appointed on 30 th June 2020

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
5	Do Dat Quang	Member				<i>Appointed on 30th June 2020</i>
III. BOARD OF DIRECTORS						
1	Pham Phong	Member of BOM - General Director		-	-	<i>Number of shares owned the member of the BOM</i>
2	Thai Hong Quan	Vice General Director		-	0,0000	<i>Reappointed on 02/10/2020</i>
2	Nguyen The Duy	Vice General Director of Business		4.596	0,0076	
3	Phan Dinh Thanh	Vice General Director of Technology		8.350	0,0138	
IV. CHIEF ACCOUNTANT						
1	Pham Thai Hung	Chief Accountant - The disclosure of SBA		3.600	0,0060	
B. THE LIST OF AFFILIATED PERSONS						
I. The list of affiliated persons of EVNCPC - Founding shareholder						
1	Dinh Chau Hieu Thien	Chairman of the BOM		11.822.500	19,5451	<i>Representative founding shares holder EVNCPC on 06/04/2020</i>
2	Thai Hong Quan	Member		7.093.500	11,7271	<i>Representative founding shares holder EVNCPC on 06/04/2020</i>
3	Nguyen Quang Hung	Member		4.729.000	7,8180	<i>Representative founding shares holder EVNCPC on 06/04/2020</i>
II. The list of affiliated persons of Mr. Dinh Chau Hieu Thien - Chairman of the BOM						
1	Dinh Tho		Father	-	-	
2	Chau Thi Hoa		Mother	-	-	<i>Dead</i>
4	Phan Van Khiem		Father-in-law			
5	Nguyen Thi Thi		Mother-in-law			
3	Nguyen Thi Hong		Stepmother	-	-	
4	Phan Thi Dieu Anh		Wife	-	-	
5	Dinh Chau Minh Phuc		Daughter	-	-	

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
6	Dinh Chau Minh Tri		Son	-	-	
7	Dinh Chau Hieu Tam		Brother	-	-	
10	Nguyen Hai Quynh		Sister-in-law			
8	Dinh Chau Tam Hao		Sister	-	-	
12	Lê Nguyen Huan		Brother-in-law			
9	Dinh Chau Tam Huong		Young sister	-	-	
14	Lê Van Quang		Brother-in-law			
10	Dinh Chau Hieu Thuan		Young brother	-	-	
16	Nguyen Thị Be		Sister-in-law			
11	Dinh Chau Tam Hanh		Young sister	-	-	
18	Đang Ba Lam		Brother-in-law			
12	Dinh Chau Hieu Toan		Young brother	-	-	
20	Đinh Thị Liễu		Sister-in-law			
13	Dinh Chau Tam Huong		Young sister	-	-	
22	Vũ Hồng Hà		Brother-in-law			
14	Dinh Chau Hieu Nguyen		Young brother	-	-	
24	Nguyễn Trần Uyên Thảo		Sister-in-law			
III. List of affiliated persons of Mr. Thai Van Thang - Vice Chairman of the BOM						
1	Thai Van Son	-	Father	-	-	<i>Dead</i>
2	Nguyen Thi Hoa	-	Mother	-	-	<i>Dead</i>
3	Pham Thi Thu Trang	-	Wife	26.250	0,0434	
4	Thai Nhu Quynh	-	Daughter	-	-	
5	Thai Nguyen Thao	-	Daughter	-	-	
6	Thai Minh Nhan	-	Daughter	-	-	
7	Thai Thi Mua	-	Sister	-	-	

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
IV. List of affiliated persons of Mr. Pham Phong - Member of the BOM cum General Director						
1	Pham Luong	-	Father	-	-	<i>Dead</i>
2	Dinh Thi Lot	-	Mother	-	-	
3	Ho Quang Phuoc	-	Father-in-law			
4	Vo Thi Thu Ha		Mother-in-law			
3	Ho Thi Thu Huong	-	Wife	-	-	
4	Pham Quang Phuc Bao	-	Son	-	-	
5	Pham Ho Khanh Nhu	-	Daughter	-	-	
6	Pham Thi Ngoc	-	Young sister	-	-	
7	Pham Thi Phe	-	Young sister	-	-	
8	Pham Van Manh	-	Young brother	-	-	
9	Pham Minh Chau	-	Young sister	-	-	
10	Pham Dinh Khanh	-	Young brother	-	-	
11	Pham Thi Anh Nguyet	-	Young sister	-	-	
12	Pham Quoc Hung	-	Young brother	-	-	
V. List of affiliated persons of Mr. Truong Thanh Nam - Member of the BOM						
1	Truong Su		Father	-	-	<i>Dead</i>
2	Nguyen Thi Phuoc		Mother	-	-	
3	Dinh Thi Nga		Wife	-	-	
4	Truong Bao Ngan		Daughter	-	-	
5	Truong Thanh Nhan		Son	-	-	
6	Truong Thanh		Brother	-	-	
7	Truong Thi Nghiem		Sister	-	-	
8	Truong Thanh Vinh		Brother	-	-	
9	Truong Thi Thuy Nga		Sister	-	-	<i>Permanent resident of Australia</i>

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
10	Truong Thanh Bac		Young brother	-	-	
11	Truong Thanh Trung		Young brother	-	-	<i>Permanent resident of Australia</i>
VI. List of affiliated persons of Mr. Pham Si Huan - Member of the BOM						
1	Pham Van Ky		Father	-	-	<i>Dead</i>
2	Tran Thi Thi		Mother	-	-	
3	Tran Thi Vi Hien		Wife	-	-	
4	Pham Si Luan		Son	-	-	
5	Pham Thi Thai Vi		Daughter	-	-	
6	Pham Si Lam		Young brother	-	-	
7	Pham Thi Anh Thu		Young sister	-	-	
8	Pham Thi Thuy Anh		Young sister	-	-	
VII. List of affiliated persons of Mr. Thai Hong Quan - Member of the BOM						
1	Thai Hoang		Father			<i>Dead</i>
2	Tong Thi Song Huong		Mother			<i>Dead</i>
3	Đoan Thi Binh Quyen		Wife			
4	Thai Hong Diem Hanh		Son			
5	Thai Hong Quy		Daughter			
6	Thai Hong Ky		Brother			
7	Thai Hong Linh		Young brother			
8	Thai Hong Ngoc		Young brother			<i>Dead</i>
9	Đoan Thai		Father-in-law			<i>Dead</i>
10	Tran Thi Yem		Mother-in-law			<i>Dead</i>
11	Đinh Gia Thanh		Son-in-law:			
12	Chau Thi Hong Tuyen		Sister-in-law			
13	Nguyen Thi Thuy		Sister-in-law			

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
VIII. List of affiliated persons of Mr. Nguyen Quang Hung - Member of the BOM						
1	Nguyen Quang Cuong		Father			
2	Nguyen Thi Lien		Mother			
3	Nguyen Thanh Huong		Father-in-law			<i>Dead</i>
4	Nguyen Thi Siem		Mother-in-law			<i>Dead</i>
3	Nguyen Thi Thanh Hang		Wife			
4	Nguyen Quang Huy		Son			
5	Nguyen Chau Giang		Daughter			
6	Nguyen Ai Nhi		Young sister			
9	Le Trung Tung		Brother-in-law			
IX. List of affiliated persons of Mr. Hoang Nam Son - Member of the BOM						
1	Hoang Quang Minh		Father			
2	Le Thi Tam		Mother			
3	Hoang Le Nam Hai		Son			
4	Hoang Le Nam Vu		Son			
5	Hoang Bach Thao		Brother			
6	Hoang Thi Thanh Thuy		Young sister			
7	Hoang Thi Ngoc Yen		Young sister			
8	Hoang Thi Hong Nhan		Young sister			
9	Pham Thi Kim Son		Sister-in-law			
10	Nguyen Khanh Quoc		Brother-in-law			
11	Nguyen Phuc Hung		Brother-in-law			
X. List of affiliated persons of Ms. Phan Thi Anh Dao - Head of Supervisory Board						
1	Do Minh Thong	-	Husband	8	0,0000	
2	Do Bach Duong	-	Daughter	-	-	

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
3	Do Minh Hoang	-	Son	-	-	
4	Phan Thanh Cham	-	Father	-	-	
5	Nguyen Thi Lanh	-	Mother	-	-	
6	Hoang Minh Thai		Father-in-law			<i>Dead</i>
7	Nguyen Thi Kinh		Mother-in-law			
6	Phan Anh Tuan	-	Young brother	-	-	
7	Phan Tuan Anh	-	Young brother	-	-	
XI.	List of affiliated persons of Ms. Nguyen Thi Tran Thao - Member of the Supervisory Board					
1	Nguyen Huu Tam		Father	60.527	0,1001	
2	Tran Thi Chau		Mother	-	-	
3	Do Duy Nhat		Husband	-	-	
4	Nguyen Huu Hieu		Young brother	-	-	
5	Do Nhat Minh		Son	-	-	
6	Do Nhat Quang		Son	-	-	
XII.	List of affiliated persons of Mr. Tran Quang Can - Member of the Supervisory Board					
1	Tran Dinh Van	-	Father	-	-	
2	Phan Thi Lan	-	Mother	-	-	
3	Tran Thi Lan Huong	-	Wife	-	-	
4	Tran Nhat Huy	-	Son	-	-	
5	Tran Huong Tam Dan	-	Daughter	-	-	
6	Tran Gia Huy	-	Son	-	-	
7	Tran Quang Trung	-	Brother	-	-	
8	Tran Dinh Chinh	-	Brother	-	-	
9	Tran Thi Ngoc Hoa	-	Sister	-	-	
10	Tran Thi Ngoc Ly	-	Sister	-	-	

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
11	Tran Dinh Thuyet	-	Young sister	-	-	
12	Tran Thi Ngoc Mai	-	Young sister	-	-	
XIII.	List of affiliated persons of Ms. Huynh Thi Long - Member of the Supervisory Board					
1	Huynh Van Van		Father			
2	Nguyen Thi Lien		Mother			
3	Huynh Văn Lai		Brother			
4	Huynh Thi Ly		Sister			
5	Huynh Thi Be		Sister			
6	Huynh Van Len		Young brother			
7	Le Huy Tu		Husband			
8	Le Phuong Uyen		Daughter			
9	Le Huy Khai		Son			
10	Le Van Mua		Father-in-law			
11	Ngo Thi Minh Ngoc		Mother-in-law			
12	Phan Minh Đuc		Brother-in-law			
13	Nguyen Thi Le Mai		Sister-in-law			
XIV.	List of affiliated persons of Mr. Do Dat Quang - Member of the Supervisory Board					
1	Do Van Quy	-	Father	-	-	
2	Nguyen Thi Thuy Hoa	-	Mother	-	-	
3	Đang Huu Quoc		Father-in-law			
4	Tran Thi Hoa		Mother-in-law			
3	Đặng Thị kim Ngân	-	Wife	-	-	
4	Do Thanh Vinh	-	Son	-	-	
5	Do Vinh Phu	-	Young brother	-	-	
XV.	List of affiliated persons of Mr. Nguyen The Duy - Vice General Director of Business					

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
1	Nguyen Sau		Father	-	-	<i>Dead</i>
2	Duong Thi Cuc		Mother	-	-	
3	Nguyen The Phuong		Brother	-	-	
4	Nguyen The Phuoc		Young brother	-	-	
5	Truong Thi Thanh Tam		Wife	-	-	
6	Nguyen Thanh Ly Chau		Daughter	-	-	
7	Nguyen Thanh Khanh Chau		Daughter	-	-	
8	Truong Cuong		Father-in-law			
9	Le Thi Ca		Mother-in-law			
10	Le Thi Hong Ngoan		Sister-in-law			
11	Tran Thi Nguyen		Sister-in-law			
XVI.	List of affiliated persons of Mr. Phan Dinh Thanh - Vice General Director of Technology					
1	Phan Dinh Quy		Father			
2	Dang Thi Loc		Mother			
3	Phan Thi Huyen		Sister			
4	Phan Thi Tham		Sister			
5	Phan Dinh Ba		Brother			
6	Phan Dinh Tai		Young brother			
7	Phan Dinh Thinh		Young brother			
8	Nguyen Thi Xuan Khanh		Wife			
9	Phan Dinh Nhan		Son			
10	Phan Dinh Nghia		Son			
11	Nguyen Viet Cong		Father-in-law			
12	Tran Thi Linh		Mother-in-law			
13	Huynh Nam Vinh		Brother-in-law			

No	Name	Position at the company	Relationship with internal person	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Note
14	Mai Xuan Cong		Brother-in-law			
15	Đang Thi Duyen		Sister-in-law			
16	Pham Mai Hoa		Sister-in-law			
17	Than Thi Tuyet		Sister-in-law			
XVII. List of affiliated persons of Mr. Pham Thai Hung - Chief Accountant						
1	Pham Xuan Gap	-	Father	-	-	<i>Dead</i>
2	Le Thi Lan	-	Mother	-	-	<i>Dead</i>
3	Nguyen Tien Thinh		Father-in-law			<i>Dead</i>
4	Đoan Thi Minh		Mother-in-law			
3	Nguyen Thi Ngoc Thuy	-	Wife	-	-	
4	Pham Nguyen Vinh Khang	-	Son	-	-	
5	Pham Nguyen Vinh Trong	-	Son	-	-	
6	Pham Thai Hoang	-	Brother	-	-	
7	Pham Thai Ha	-	Brother	-	-	
8	Pham Thanh Kim Hue	-	Young sister	-	-	
9	Pham Thi Lan Huong	-	Young sister	-	-	