

**SONG BA  
JOINT STOCK COMPANY**

No. 328/19/S3-TCKT

On disclosure of Report on corporate Governance of listing company of the first 6 months of 2019.

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

Da Nang, 05<sup>th</sup> August 2019

**DISCLOSURE OF INFORMATION ON THE STATE SECURITIES  
COMMISSION'S PORTAL AND HOCHIMINH STOCK EXCHANGE'S  
PORTAL**

To:

- The State Securities Commission;
- HoChiMinh Stock Exchange.

- Organization name: Song Ba Joint Stock Company
- Securities Symbol: SBA
- Head office address: 573 Nui Thanh, Hai Chau District, Da Nang City
- Telephone: 0236.3653592 – 0236.2215592
- Fax: 0236.3653593
- Information disclosure type: ☒ Periodic ☐ Irregular ☐ 24 hours ☐ On demand
- Content of Information disclosure:

Report on corporate Governance of listing company of the first 6 months of 2019.

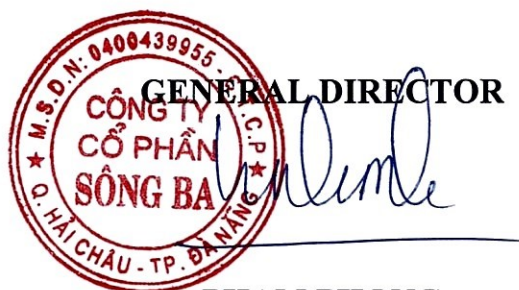
*(Report on corporate Governance of listing company of the first 6 months of 2019 attached)*

I declare that all information provided in this paper is true and accurate; I shall be legally responsible for any misrepresentation.

Yours truly,

**Recipients:**

- As above;
- Administrative Department;
- Website SBA;
- Save: Financial Accounting department; Documentary department.



**PHAM PHONG**



**SONG BA JOINT STOCK COMPANY**

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Email: sba2007@songba.vn \* Website: www.songba.vn



No. *11* /19/S3-HĐQT

Da Nang, *23<sup>th</sup>* July 2019

**REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY  
of the first 6 months of 2019.**

To: - *The State Securities Commission;*  
- *HoChiMinh Stock Exchange.*

- *Organization name* : Song Ba Joint Stock Company (SBA)
- *Head office address* : 573 Nui Thanh, Hai Chau District, Da Nang City.
- *Telephone* : 0236.3653592 – 0236.2215592
- *Fax* : 0236.3653593
- *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. 01/2019/NQ-DHDCD	12 <sup>th</sup> April 2019	Resolution of the Annual General Meeting of Shareholders of 2019.

**II. Board of Management's report of the first 6 months of 2019.**

**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		7	100%	
2	Mr. Thai Van Thang	Vice Chairman		7	100%	
3	Mr. Pham Phong	Member – General Director		7	100%	
4	Mr. Truong Thanh Nam	Member		6	85,71%	



5	Mr. Pham Si Huan	Member		7	100%	
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**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 Directors of the first 6 months of 2019.**

No.	Resolution/Decision No.	Date	Content
1	Resolution No. 01/19/NQ-HDQT	10 <sup>th</sup> Jan 2019	Approval on the Operation Result of Quarter IV/2018 and of the year 2018; the business plan for 2019, Quarter I/2019 and other important relevant points.
2	Resolution No.02/19/NQ-HDQT	20 <sup>th</sup> Feb 2019	Holding the Annual General Meeting of Shareholders of 2019.
3	Resolution No. 03/19/NQ-HDQT	21 <sup>st</sup> Feb 2019	Approval on the loans and guarantees at Orient Commercial Joint Stock Bank (OCB).
4	Resolution No. 04/19/NQ-HDQT	28 <sup>th</sup> Feb 2019	Approval on the credit loans of investment in expansion project Khe Dien Hydropower plant, restructuring of SBA loans at VCB credit limit for production and business activities of the company.
5	Resolution No. 05/19/NQ-HDQT	25 <sup>rd</sup> March 2019	Approval on the draft contents of the reports and Proposals for submission to the General Meeting of Shareholders in 2019.
6	Resolution No. 06/19/NQ-HDQT	31 <sup>st</sup> May 2019	Approval on the Operation Result of Quarter I/2019 and the business plan for Quarter II/2019 .
7	Decision No. 01/19/QD-HDQT	24 <sup>th</sup> April 2019	Establishment of project management Unit for expansion of Khe Dien Hydropower plant.
8	Decision No. 02/19/QD-HDQT	24 <sup>th</sup> April 2019	Approving the contract Package B1.1: Supply of complete equipment and Technical Services for: Khe Dien Hydropower Plant extended project.
9	Decision No. 03/19/QD-HDQT	03 <sup>rd</sup> May 2019	The dividend payment 2018 in Song Ba Joint Stock Company's shareholders
10	Decision No. 04/19/QD-HDQT	09 <sup>th</sup> May 2019	Reward the management board of the company in 2018.

11	Decision No. 05/19/QĐ-HDQT	23 <sup>rd</sup> May 2019	Select the unit to audit financial statements 2019.
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### III. Supervisory Board of the first 6 months of 2019.

#### 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		2	100%	
2	Ms. Nguyen Thi Tran Thao	Member of Supervisory Board		2	100%	
3	Mr. Tran Quang Can	Member of Supervisory Board		2	100%	

**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. 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.

**V. List of affiliated persons of the public company as specified in clause 34, Article 6 of the Securities Law (the first 6 months of 2019 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 30/06/2019 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.







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**LIST OF INTERNAL PERSONS AND THEIR AFFILIATED PERSON UNTIL 30/06/2019**

*(Attached to REPORT ON CORPORATE GOVERNANCE OF LISTING COMPANY OF THE FIRST 6 MONTHS OF 2019  
N0. /19/S3-HĐQT dated July 2019)*

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
<b>A.</b>	<b>INTERNAL PERSONS LIST</b>					
<b>I.</b>	<b>BOARD OF MANAGEMENT</b>					
1	Đinh Chau Hieu Thien	Chairman		18.600	0,0307	
2	Thai Van Thang	Vice Chairman		84.000	0,1389	
3	Pham Phong	Member - General Director		325.175	0,5376	
4	Truong Thanh Nam	Member		-	-	
5	Pham Si Huan	Member		5.250	0,0087	
<b>II.</b>	<b>SUPERVISORY BOARD</b>					
1	Phan Thi Anh Dao	Head of Supervisory Board		2.550	0,0042	
2	Nguyen Thi Tran Thao	Member		-	-	
3	Tran Quang Can	Member		-	-	
<b>III.</b>	<b>BOARD OF DIRECTORS</b>					
1	Pham Phong	Member of BOM - General Director		-	-	<i>Number of shares owned the member of the BOM</i>
2	Nguyen The Duy	Vice General Director of Business		4.596	0,0076	



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	Phan Dinh Thanh	Vice General Director of Technology		8.350	0,0138	
<b>IV. CHIEF ACCOUNTANT</b>						
1	Pham Thai Hung	Chief Accountant - The disclosure of SBA		3.600	0,0060	
<b>B. THE LIST OF AFFILIATED PERSONS</b>						
<b>I. The list of affiliated persons of EVNCPC - Founding shareholder</b>						
1	Dinh Chau Hieu Thien	Chairman of the BOM		23.645.000	39,0902	<i>Representative founding shares holder EVNCPC on 09/04/2018</i>
<b>II. The list of affiliated persons of Mr. Dinh Chau Hieu Thien - Chairman of the BOM</b>						
1	Dinh Tho		Father	-	-	
2	Chau Thi Hoa		Mother	-	-	<i>Dead</i>
3	Nguyen Thi Hong		Stepmother	-	-	
4	Phan Thi Dieu An		Wife	-	-	
5	Dinh Chau Minh Phuc		Daughter	-	-	
6	Dinh Chau Minh Tri		Son	-	-	
7	Dinh Chau Hieu Tam		Brother	-	-	
8	Dinh Chau Tam Hao		Sister	-	-	
9	Dinh Chau Tam Huong		Young sister	-	-	
10	Dinh Chau Hieu Thuan		Young brother	-	-	
11	Dinh Chau Tam Hanh		Young sister	-	-	
12	Dinh Chau Hieu Toan		Young brother	-	-	
13	Dinh Chau Tam Huong		Young sister	-	-	
14	Dinh Chau Hieu Nguyen		Young brother	-	-	
<b>III. List of affiliated persons of Mr. Thai Van Thang - Vice Chairman of the BOM</b>						
1	Thai Van Son	-	Father	-	-	<i>Dead</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
2	Nguyen Thi Hoa	-	Mother	-	-	Dead
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	-	-	
IV.	List of affiliated persons of Mr. Pham Phong - Member of the BOM cum General Director					
1	Pham Luong	-	Father	-	-	Dead
2	Dinh Thi Lot	-	Mother	-	-	
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	-	-	Dead
2	Nguyen Thi Phuoc		Mother	-	-	
3	Dinh Thi Nga		Wife	-	-	
4	Truong Bao Ngan		Daughter	-	-	
5	Truong Thanh Nhan		Son	-	-	



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	Truong Thanh		Brother	-	-	
7	Truong Thi Nghiem		Sister	-	-	
8	Truong Thanh Vinh		Brother	-	-	
9	Truong Thi Thuy Nga		Sister	-	-	Permanent resident of Australia
10	Truong Thanh Bac		Young brother	-	-	
11	Truong Thanh Trung		Young brother	-	-	Permanent resident of Australia
<b>VI. List of affiliated persons of Mr. Pham Si Huan - Member of the BOM</b>						
1	Pham Van Ky		Father	-	-	
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	-	-	
<b>VII List of affiliated persons of Ms. Phan Thi Anh Dao - Head of Supervisory Board</b>						
1	Do Minh Thong	-	Husband	8	0,0000	
2	Do Bach Duong	-	Daughter	-	-	
3	Do Minh Hoang	-	Son	-	-	
4	Phan Thanh Cham	-	Father	-	-	
5	Nguyen Thi Lanh	-	Mother	-	-	
6	Phan Anh Tuan	-	Young brother	-	-	
7	Phan Tuan Anh	-	Young brother	-	-	
<b>VIII List of affiliated persons of Ms. Nguyen Thi Tran Thao - Member of the Supervisory Board</b>						
1	Nguyen Huu Tam		Father	60.527	0,1001	

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
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	-	-	
<b>IX</b>	<b>List of affiliated persons of Mr. Tran Quang Can - Member of the Supervisory Board</b>					
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	-	-	
11	Tran Dinh Thuyet	-	Young sister	-	-	
12	Tran Thi Ngoc Mai	-	Young sister	-	-	
<b>X</b>	<b>List of affiliated persons of Mr. Nguyen The Duy - Vice General Director of Business</b>					
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	-	-	



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
7	Nguyen Thanh Khanh Chau		Daughter	-	-	
<b>XI</b>	<b>List of affiliated persons of Mr. Phan Dinh Thanh - Vice General Director of Technology</b>					
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			
<b>XII</b>	<b>List of affiliated persons of Mr. Pham Thai Hung - Chief Accountant</b>					
1	Pham Xuan Gap	-	Father	-	-	<i>Dead</i>
2	Le Thi Lan	-	Mother	-	-	<i>Dead</i>
3	Nguyen Thi Ngoc Thuy	-	Wife	-	-	
4	Pham Nguyen Vinh Khanh	-	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	-	-	