

Appendix V

REPORT ON CORPORATE GOVERNANCE

(Promulgated with the Circular No 96/2020/TT-BTC on November 16, 2020 of the Minister of Finance)

**SAO MAI VIET INVESTMENT
AND DEVELOPMENT JOINT
STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No: 257/2025/BC-UNI

HCM City, day 25 month 07 year 2025

REPORT ON CORPORATE GOVERNANCE IN 2025

To: - The State Securities Commission;
- Hanoi Stock Exchange.

- Name of company: **SAO MAI VIET INVESTMENT AND DEVELOPMENT JOINT STOCK COMPANY**

- Address of headoffice: A3.4A12 The GoldView Apartment, 346 Ben Van Don Street, Ward 1, District 4, Ho Chi Minh City

- Telephone: 078.678.1977

Fax:

Email:

- Charter capital: 156.176.320.000 VND

- Stock symbol: UNI

- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director

- The implementation of internal audit: Implemented

I. Activities of the General Meeting of Shareholders

Information on meetings, resolutions and decisions of the General Meeting of Shareholders (including the resolutions of the General Meeting of Shareholders approved in the form of written comments):

No.	Resolution/Decision No.	Date	Content
1	273A/2025/NQ/ĐHĐCĐ-UNI	27/03/2025	Resolution General Meeting of Shareholders on Collecting Shareholders' Opinions in Writing
2	273B/2025/NQ/ĐHĐCĐ-UNI	27/03/2025	Resolution General Meeting of Shareholders on Collecting Shareholders' Opinions in Writing
3	273C/2025/NQ/ĐHĐCĐ-UNI	27/03/2025	Resolution General Meeting of Shareholders on Collecting Shareholders' Opinions in Writing
4	207/2025/NQ/ĐHĐCĐ-UNI	20/06/2025	Resolution Annual General Meeting of Shareholders 2025
5	207A/2025/NQ/ĐHĐCĐ-UNI	20/06/2025	Resolution Annual General Meeting of Shareholders 2025
6	207B/2025/NQ/ĐHĐCĐ-UNI	20/06/2025	Resolution Annual General Meeting of Shareholders 2025

II. Board of Directors (Annual report):

1. Information about the members of the Board of Directors:

No.	Board of Directors' members	Position (Independent members of the Board of Directors, Non-executive members of the Board of Directors)	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Phan Hong My Phuong	President of the BOD	24/03/2022	
2	Vu Thi Nhu Mai	Member of the BOD	18/03/2022	
3	Nguyen Thi Le Thanh	Member of the BOD	20/05/2023	
4	Ngueyn Thi Lieu	Member of the BOD	20/06/2025	

2. Meetings of the Board of Directors:

No.	Board of Director' member	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Mrs. Phan Hong My Phuong	9/9	100%	
2	Mrs. Vu Thi Nhu Mai	9/9	100%	
3	Mrs. Nguyen Thi Le Thanh	9/9	100%	

3. Supervising the Board of Management by the Board of Directors:

The Board of Directors regularly monitors, urges, and guides the CEO to implement the 2025 business plan and the Company's long-term development strategy; Resolutions of the General Meeting of Shareholders; Resolutions of the BODs and the Company's internal management regulations. Timely resolve arising issues under the authority of the BODs to facilitate the activities of the CEO.

At the BODs meetings, the CEO reports on the Company's business performance. Board members discuss, propose policies and solutions and coordinate with the General Director in implementing the BODs' Resolutions and Decisions; support the Board of Directors in completing the tasks set forth by the General Meeting of Shareholders..

4. Activities of the Board of Directors' subcommittees (If any):

Pursuant to the provisions of Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding for implementation of some articles on administration o public companies in the government's decree No. 155/2020/ND-CP dated December 31, 2020 elaborating some articles of the law on securities, the Charter and Internal Regulations on corporate governance of the Company, the establishment of subcommittees under the Board of Directors is not mandatory. Therefore, up to now, the Board of Directors has not established subcommittees under the BODs.

The BODs assigns tasks to each member of the Board in charge of specialized areas and supervises the operations of units throughout the Company.

5. Resolutions/Decisions of the Board of Directors (Annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
01	35/2025/NQ/HĐQT-UNI	03/03/2025	Resolution on: Organizing to collect shareholders' opinions in writing to approve the contents of Submission No. 33/2025/TTr-HĐQT dated March 3, 2025	100%
02	173A/2025/NQ/HĐQT-UNI	17/03/2025	Resolution on: Establishing a vote counting support team to collect shareholders' written opinions to approve the contents of	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
			Submission 33/2025/TTr-HĐQT dated March 3, 2025	
03	283A/NQ/HĐQT-UNI	28/03/2025	Resolution on: Approval of the list of investors expected to be offered private shares of the Company	100%
04	14A/NQ/HĐQT-UNI	01/04/2025	Resolution on: Approval of private offering results	100%
05	94A/2025/NQ/HĐQT-UNI	09/04/2025	Resolution on: Extension of time to hold the 2025 Annual General Meeting of Shareholders	100%
06	55A/2025/NQ/HĐQT-UNI	05/05/2025	Resolution on: Convening the 2025 Annual General Meeting of Shareholders	100%
07	205/2025/NQ/HĐQT-UNI	20/05/2025	Resolution on: Using assets as collateral to secure debt repayment obligations of Kyoritsu Maintenance Vietnam Co., Ltd.	100%
08	225A/NQ/2025/HĐQT-UNI	22/05/2025	Resolution on: Appointment of Person in charge of Corporate Governance	100%
09	17A/NQ/HĐQT-UNI	01/07/2025	Resolution on: Signing contracts with related parties of Company insiders	100%

III. Board of Supervisors (Annual report):

1. Information about members of Board of Supervisors:

No.	Members of Board of Supervisors	Position	The date becoming to be the member of the Board of Supervisors	Qualification
1	Mrs. Tran Thi Thanh Loan	Head Board of Supervisor	18/03/2022 (Appointed)	Bachelor of accounting
2	Ms. Vu Thanh Thuy	Board of Supervisor	18/03/2022 (Appointed)	Bachelor of accounting
3	Mrs. Hoang Thi Nhung	Board of Supervisor	20/06/2025 (Dismissal)	Bachelor of accounting
4	Mrs. Nguyen Thi Ngoc Oanh	Board of Supervisor	20/06/2025 (Appointed)	Bachelor of accounting

2. Meetings of Board of Supervisors

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mrs. Tran Thi Thanh Loan	2/2	2/2	100%	
2	Ms. Vu Thanh Thuy	2/2	2/2	100%	
3	Mrs. Hoang Thi Nhung	2/2	2/2	100%	

3. Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors:

- Inspect and supervise to ensure that the Company complies with the Law on Enterprises, the Company's Charter and the Resolution Annual General Meeting of Shareholders. The Supervisor Board is consulted and invited to participate in all meetings of the Board of Directors, and sends complete documents.

- Examining and appraising the Company's Business Operations Report and Financial Statement.

4. The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:

Between the Board of Supervisors and the Board of Directors, the General Director of the company always has close coordination. The Board of Supervisors receive cooperation and facilitation from the BODs and the General Director in performing its duties, such as providing information and documents, and appointing staff to work with the Board of Supervisors when requested. The reports summarizing the inspection and control of the Board of Supervisors are sent to the BODs and the General Director.

5. Other activities of the Board of Supervisors (If any):

IV. Board of Management

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment / dismissal of members of the Board of Management
1	Mrs. Vu Thi Nhu Mai	12/11/1977	Bachelor of economics	08/02/2022 (Appointed)

V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mr. Le Hoang Son	08/11/1986	Master of banking and finance	26/05/2022 (Appointed)

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance.

VII. The list of affiliated persons of the public company (annual report) and transactions of affiliated persons of the Company

1. The list of affiliated persons of the Company

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	NSH No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
1	Mrs. Phan Hong My Phuong		President of the Board of Directors			24/03/2022			
2	Mrs. Vu Thi Nhu Mai		Member of the Board of Directors, General Director			18/03/2022			
3	Mrs. Nguyen Thi Le Thanh		Member of the Board of Directors			20/05/2023			
4	Mrs. Nguyen Thi Lieu		Member of the Board of Directors			20/06/2025			
5	Mr. Le Hoang Son		Chief Accountant			18/03/2022			
6	Mrs. Tran Thi Thanh		Chief of Board of Supervisors			18/03/2022			

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	NSH No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
	Loan								
7	Mrs. Vu Thanh Thuy		Board of Supervisor			18/03/2022			
8	Mrs. Nguyen Thi Ngoc Oanh		Board of Supervisor			20/06/2025			

Note: NSH No.: ID card No./Passport No. (As for individuals) or Business Registration Certificate No., License on Operations or equivalent legal documents (As for organisations).

2. Transactions between the Company and its affiliated persons or between the Company and its major shareholders, internal persons and affiliated persons.

No.	Name of organization/individual	Relationship with the Company	NSH No.*, date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of Shareholders/ Board of Directors (if any, specifying date of issue)	Content, quantity, total value of transaction	Note
1	Kyoritsu Maintenance Viet Nam CO.,LTD	Mrs. Vu Thi Nhu Mai is Director	0401823522	No. 6 2/9 Street, Phuoc Ninh Ward, Hai Chau Distreet	01/07/2025	17A/2025/NQ/HĐQT-UNI	15% calculated on revenue from product sales of projects invested	

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V. Chief Accountant

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mr. Le Hoang Son	08/11/1986	Master of banking and finance	26/05/2022 (Appointed)

VI. Training courses on corporate governance:

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance.

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1	Mrs. Phan Hong My Phuong		President of the Board of Directors			24/03/2022			
2	Mrs. Vu Thi Nhu Mai		Member of the Board of Directors, General Director			18/03/2022			
3	Mrs. Nguyen Thi Le Thanh		Member of the Board of Directors			20/05/2023			
4	Mrs. Nguyen Thi Lieu		Member of the Board of Directors			20/06/2025			
5	Mr. Le Hoang Son		Chief Accountant			18/03/2022			
6	Mrs. Tran Thi Thanh		Chief of Board of Supervisors			18/03/2022			

		<i>internal persons</i>	<i>the listed Comp any</i>	<i>/Passpor t No., date of issue, place of Issue</i>		<i>ies or compani es which the Compan y control</i>	<i>on</i>	<i>total value of transacti on</i>	

4. Transactions between the Company and other objects

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting).

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO).

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers.

VIII. Share transactions of internal persons and their affiliated persons (Annual report)

1. Transactions of internal persons and affiliated persons with shares of the Company

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No.	Name	Securities trading account (if any)	Position at the company (if any)	Relationship with the Company	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percentage of share ownership at the end of the period	Time of starting to be affiliated person	Note
1	Mrs. Phan Hồng Mỹ Phương		President of the Board of Directors				-	0	24/03/2022	
1.1	Mr. Phan Văn Phúc			Father				0		
1.2	Mrs. Phan Thị Thanh Nga			Mother				0		
1.3	Mrs. Phan Hồng Mỹ Hạnh			Older sister				0		
1.4	Mr. Phan Anh Dũng			Husband				0		
1.5	Ms. Phan Minh Anh			Daughter				0		
2	Mrs. Vũ Thị Như Mai		Member of the Board of Directors, General				3.446.236	8.08%	18/03/2022	

			Director							
2.1	Mr. Vũ Duy Thắng			Father				0		
2.2	Mrs. Trần Thị Mỹ			Mother				0		
2.3	Mrs. Vũ Thị Kim Liên			Older sister			1.082.312	2.53%		
2.4	Mrs. Vũ Thị Lan Phuong			Younger sister				0		
2.5	Mr. Lê Minh Nhân			Son				0		
2.6	Mr. Lê Minh Nghĩa			Son				0		
3	Mrs. Nguyễn Thị Lệ Thanh		Member of the Board of Directors				605.322	1.42%	20/05/2023	
3.1	Mr. Vũ Duy Bé			Husband			1.519.388	3.56%		
3.2	Mrs. Vũ Thanh Thủy		Board of Supervisor	Daughter			1.424.131	3.34%	18/03/2022	
3.3	Mrs. Vũ Thanh			Daughter			1.377.892	3.23%		

	Thảo									
4	Mrs. Nguyễn Thị Liễu		Member of the Board of Directors					0	20/06/2025	
4.1	Mr. Nguyễn Văn Trùng			Father				0		
4.2	Mrs. Vũ Thị Len			Mother				0		
5	Mrs. Trần Thị Thanh Loan		Chief of Board of Supervisors				2.000	0.004%	18/03/2022	
5.1	Mrs. Hoàng Thị Liên			Mother				0		
5.2	Mrs. Trần Bích Thủy			Older sister				0		
5.3	Mr. Trần Hoàng Minh			Older brother				0		
5.4	Mr. Trương Như Nguyên			Husband				0		
5.5	Mr. Trương Như Nghĩa			Son				0		

5.6	Mr. Trương Như Thành			Son				0		
6	Mrs. Nguyễn Thị Ngọc Oanh		Board of Supervisor					0	20/06/2025	
6.1	Mr. Nguyễn Văn Phụng			Husband				0		
6.2	Mrs. Nguyễn Ngọc Khánh Phi			Daughter				0		
6.3	Mrs. Nguyễn Thị Ngọc Lan			Sister				0		
7	Mr. Lê Hoàng Sơn		Chief Accountant					0	18/03/2022	
7.1	Mr. Lê Văn Mạnh			Father				0		
7.2	Nguyễn Thị Minh Nguyệt			Mother				0		
7.3	Lê Quang Thanh Thư			Wife				0		

2. Transactions of internal persons and affiliated persons with shares of the company

No	Transaction executor	Relationship with internal persons	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Reasons for increasing, decreasing (buying, selling, converting, rewarding, etc.)
			Number of shares	Percentage	Number of shares	Percentage	

IX. Other significant issues

Recipients:

- Archived: ...

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



PHAN HONG MY PHUONG