

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: 241/2025/BC-UNI

HCM City, day 24 month 01 year 2025

REPORT ON CORPORATE GOVERNANCE IN 2024

To: - The State Securities Commission;
- The 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	264A/NQ/ĐHĐCĐ-UNI	26/04/2024	Resolution Annual General Meeting of Shareholders 2024

2	280/NQ/DHĐCĐ-UNI	27/09/2024	Resolution General Meeting of Shareholders on Collecting Shareholders' Opinions in Writing 2024
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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	

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	23/23	100%	
2	Mrs. Vu Thi Nhu Mai	23/23	100%	
3	Mrs. Nguyen Thi Le Thanh	23/23	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 2024 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 of 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	283/NQ/HĐQT-UNI	28/02/2024	Resolution on Convening the 2024 Annual General Meeting of Shareholders	100%
02	143A/NQ/HĐQT-UNI	19/03/2024	Resolution on Approval of the list of investors expected to be offered private placement of shares of the Company	100%
03	144A/NQ/HĐQT-UNI	19/03/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
04	34A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approval of the list of investors expected to be offered private placement of shares of the Company	100%
05	35A/NQ/HĐQT-UNI	03/04/2024	<ul style="list-style-type: none">- Approval of the investment plan for the development of the Vien Lien luxury residential and beach villas area and the detailed plan for using capital from the private placement offering of shares in 2023- Approval of the plan to compensate for the shortfall in capital expected to be raised from the private placement offering of shares- Through the assignment and authorization to Mrs. Vu Thi Nhu Mai - General Director of the Company to be responsible for implementing the investment plan to develop the Phu Quoc Project in Article 1 and other tasks	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
06	36A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
07	37A/NQ/HĐQT-UNI	03/04/2024	Resolution on Approval of the implementation of the private placement of shares offering plan	100%
08	253A/NQ/HĐQT-UNI	25/04/2024	Resolution on Adjusting, supplementing and issuing replacement report	100%
09	135A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approval of the list of investors expected to be offered private placement of shares of the Company	100%
10	136A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approval of the implementation of the private placement of shares offering plan	100%
11	139A/NQ/HĐQT-UNI	13/05/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
12	66A/NQ/HĐQT-UNI	06/06/2024	Resolution on Approval of signing the Audit Contract for Financial Statements in 2024	100%
13	62/NQ/HĐQT-UNI	09/07/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
14	289/NQ/2024/HĐQT-UNI	28/08/2024	Resolution on Organizing the collection of Shareholders by questionnaire survey to approve the adjustment of the plan for using the proceeds from the private placement of shares was approved in Resolution Annual General Meeting of Shareholders No. 264A/NQ/ĐHĐCĐ-UNI	100%

No.	Resolution/Decision No.	Date	Content	Approval rate
15	300/NQ/2024/HĐQT-UNI	30/08/2024	Resolution on Organizing the collection of Shareholders by questionnaire survey to approve the adjustment of the plan for using the proceeds from the private placement of shares was approved in Resolution Annual General Meeting of Shareholders No. 264A/NQ/ĐHĐCĐ-UNI	100%
16	170A/2024/NQ/HĐQT-UNI	16/09/2024	Resolution on Approval of report No. 169/2024/TTr-HĐQT-UNI dated September 16, 2024	100%
17	171A/2024/NQ/HĐQT-UNI	16/09/2024	Resolution on the establishment of a vote counting team to collect shareholders' opinions of Shareholders by questionnaire survey	100%
18	40A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approval of the plan to use the proceeds from the private placement of shares was approved in Resolution Annual General Meeting of Shareholders No. 264A/NQ/ĐHĐCĐ-UNI and Resolution of Shareholders by questionnaire survey No. 280/NQ/ĐHĐCĐ-UNI	100%
19	41A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approval of the implementation of the private placement of shares offering plan	100%
20	42A/NQ/HĐQT-UNI	30/09/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
21	1611A/NQ/HĐQT-UNI	15/11/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	100%
22	271A/2024/NQ/HĐQT-UNI	27/11/2024	Resolution on Approval of signing a Loan contract to supplement capital for business operations	100%
23	213A/NQ/HĐQT-UNI	04/12/2024	Resolution on Approval of the Company's private placement of shares offering registration dossier	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 of Supervisor Board	18/03/2022 (Appointed)	Bachelor of accounting
2	Ms. Vu Thanh Thuy	Board of Supervisor	18/03/2022 (Appointed)	Bachelor of accounting
3	Ms. Hoang Thi Nhung	Board of Supervisor	20/05/2023 (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	Ms. 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		Member of the			18/03/2022			

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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
	Nhu Mai		Board of Directors, General Director						
3	Mrs. Nguyen Thi Le Thanh		Member of the Board of Directors			20/05/2023			
4	Mrs. Tran Thi Thanh Loan		Chief of Board of Supervisors			18/03/2022			
5	Ms. Vu Thanh Thuy		Members of Board of Supervisors			18/03/2022			
6	Ms. Hoang Thi Nhung		Members of Board of Supervisors			20/05/2023			
7	Mr. Le Hoang Son		Chief Accountant						

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	Content, quantity, total value of transaction	Note
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						Directors (if any, specifying date of issue)		

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).

3. Transaction between internal persons of the Company, affiliated persons of internal persons and the Company's subsidiaries in which the Company takes controlling power.

<i>No.</i>	<i>Transaction executor</i>	<i>Relationship with internal persons</i>	<i>Position at the listed Company</i>	<i>ID card No./Passport No., date of issue, place of Issue</i>	<i>Addresses</i>	<i>Name of subsidiaries or companies which the Company control</i>	<i>Time of transaction</i>	<i>Content, quantity, total value of transaction</i>	<i>Note</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

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 Hong My Phuong		President of the Board of Directors				-	0.00%	24/03/2022	
1.1	Mr. Phan Van Phuc			Father				0.00%		
1.2	Mrs. Phan Thi Thanh Nga			Mother				0.00%		
1.3	Mrs. Phan Hong My Hanh			Sister				0.00%		
1.4	Mr. Phan			Husband				0.00%		

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
	Anh Dung									
2	Mrs. Vu Thi Nhu Mai		Member of the Board of Directors, General Director				3.446.236	22.07%	18/03/2022	
2.1	Mr. Vu Duy Thang			Father				0.00%		
2.2	Mrs. Tran Thi My			Mother				0.00%		
2.3	Mrs. Vu Thi Kim Lien			Sister			1.082.312	6.93%		
2.4	Mrs. Vu Thi Lan Phuong			Sister				0.00%		
2.5	Mr. Le			Son				0.00%		

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
	Minh Nhan									
2.6	Mr. Le Minh Nghia			Son				0.00%		
3	Mrs. Nguyen Thi Le Thanh		Member of the Board of Directors				618.222	3.95%	20/05/2023	
3.1	Mr. Vu Duy Be			Husband			1.519.388	9.73%		
3.2	Ms. Vu Thanh Thuy		Members of Board of Supervisors	Daughter			1.442.431	9.24%	18/03/2022	
3.3	Ms. Vu Thanh Thao			Daughter			1.395.992	8.94%		
4	Mrs. Tran Thi Thanh Loan		Chief of Board of Supervisors				2000	0.01%	18/03/2022	

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
4.1	Mrs. Hoang Thi Lien			Mother				0.00%		
4.2	Mrs. Tran Bich Thuy			Sister				0.00%		
4.3	Mr. Tran Hoang Minh			Brother				0.00%		
4.4	Mr. Truong Nhu Nguyen			Husband				0.00%		
4.5	Mr. Truong Nhu Nghia			Son				0.00%		

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
4.6	Mr. Truong Nhu Thanh			Son				0.00%		
5	Ms. Hoang Thi Nhung		Members of Board of Supervisors				-	0.00%	20/05/2023	
5.1	Mr. Hoang The Sam			Father				0.00%		
5.2	Mrs. Tran Thi Que			Mother				0.00%		
6	Mr. Le Hoang Son		Chief Accountant				-	0.00%	18/03/2022	
6.1	Mr. Le Van			Father				0.00%		

IX. Other significant issues

Recipients:

- Archived: ...

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



PHAN HỒNG MỸ PHƯƠNG

