

HCMC, month 01 day 22 year 2025

REPORT ON CORPORATE GOVERNANCE
(2024)

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

- Name of company: SAMETEL CORPORATION
- Address of headoffice: Street No. 1, Tam An Commune, Long Thanh District, Dong Nai Province.
- Telephone: Email: cbtt@sametel.com.vn
- Charter capital: 54.674.320.000 VND
- Stock symbol: SMT
- Governance model: General Meeting of Shareholders, Board of Directors, General Director and Audit Committee under the Board of Directors.
- 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	2806/2024/NQ-ĐHĐCĐ	28/06/2024	<p>Article 1: Approval of the Board of Directors' report and the report of the independent members of the Board of Directors in the Supervisory Board.</p> <p>Article 2: Approval of the audited financial statements for the year 2023 and the profit distribution plan for 2023.</p> <p>Article 3: Approval of the selection of the auditing company for the financial statements in 2024.</p> <p>Article 4: Approval of the business plan for 2024.</p>

			<p>Article 5: Approval of the report on the remuneration of the Board of Directors and the Executive Board for 2023 and the budget allocation plan for 2024 activities.</p> <p>Article 6: Approval of the continuation of the private share issuance.</p> <p>Article 7: Approval of the continuation of the asset transfer plan associated with land at Long Thanh Industrial Park.</p> <p>Article 8: Approval of the results of the election of members of the Board of Directors for the 2024-2029 term.</p> <p>Article 9: Implementation provisions.</p>
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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	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.	Mr Nguyen Dong Hung	Chairman of the Board of Directors (Non-executive members of the Board of Directors)	14/11/2022	
2.	Mr Nguyen Dong Hung	Non-executive members of the Board of Directors	14/11/2022	
3.	Ms Tran Thuy Linh	Non-executive members of the Board of Directors	14/11/2022	
4.	Mr Do Tu Cuong	Independent members of the Board of Directors	14/11/2022	

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.	Mr Nguyen Dong Hung	13/13	100%	
2.	Mr Nguyen Dong Hung	12/13	92.3%	Absent from a board meeting due to a conflict of interest related to the content being approved by the Board of Directors.
3.	Ms Tran Thuy Linh	13/13	100%	
4.	Mr Do Tu Cuong	13/13	100%	

3. Supervising the Board of Management by the Board of Directors: Pursuant to the company's Charter, the Board of Directors (BOD) supervises the General Director and other managerial officers in managing the company's daily operations. On a quarterly basis, the BOD requires the General Director to prepare reports on business performance, the progress of implementing the BOD's resolutions, and any difficulties or advantages arising in the management process. Based on these reports and the actual situation, the BOD convenes meetings to review and evaluate management outcomes, issue resolutions to address existing issues, and implement new tasks as outlined in the BOD's resolutions.

By strictly adhering to the processes and procedures for coordinating activities between the BOD and the General Director, the General Director's management activities are not hindered, and the BOD's supervision is consistently maintained and rigorous. This ensures the company operates in accordance with the resolutions of the General Meeting of Shareholders (GMS) and the BOD's resolutions, adhering to corporate governance standards, ethical practices, and professional conduct of the BOD and the General Director for the benefit of the company's shareholders.

4. Activities of the Board of Directors' subcommittees (If any): The Board of Directors has not established any subcommittees.

5. Resolutions/Decisions of the Board of Directors (Semi-annual report/annual report):

No.	Resolution/Decision No.	Date	Content	Approval rate
1.	1001/2024/NQ-HĐQT	10/01/2024	Regarding the approval of criteria for selecting entities eligible for private placement and the list of selected entities for private placement.	100%
2.	1101/2024/NQ-HĐQT	11/01/2024	Regarding the appointment of the Chief Accountant.	100%
3.	2102/2024/NQ-HĐQT	21/02/2024	Regarding the approval of the company's transactions.	100%

4.	1604/2024/NQ-HĐQT	16/04/2024	Regarding the approval of the registration dossier for private placement.	100%
5.	2404/2024/NQ-HĐQT	24/04/2024	Regarding the extension of the deadline for organizing the 2024 Annual General Meeting of Shareholders.	100%
6.	1405/2024/NQ-HĐQT	14/05/2024	Regarding the plan to organize the 2024 Annual General Meeting of Shareholders.	100%
7.	0706/2024/NQ-HĐQT	07/06/2024	Regarding the issuance of the information disclosure regulations.	100%
8.	2806/2024/NQ-HĐQT	28/06/2024	Regarding the appointment of the BOD members and the person in charge of corporate governance.	100%
9.	1907/2024/NQ-HĐQT	19/07/2024	Regarding the capital contribution to establish a subsidiary: SMT Manufacturing Co., Ltd.	100%
10.	0909/2024/NQ-HĐQT	09/09/2024	Regarding the withdrawal of the registration dossier for private placement to professional securities investors.	100%
11.	1810/2024/NQ-HĐQT	18/10/2024	Regarding the dismissal of the Chief Accountant and the appointment of a new Chief Accountant.	100%
12.	2712/2024/NQ-HĐQT	27/12/2024	Regarding the approval of transactions between the company and related parties.	100%
13.	3012/2024/NQ-HĐQT	30/12/2024	Regarding the approval of investment in asset acquisition.	100%

III. Audit Committee (Semi-annual report/annual report):

1. Information about members of Audit Committee:

No.	Members of Board of Supervisors/ Audit Committee	Position	The date becoming/ceasing to be the member of the Board of Supervisors/ Audit Committee	Qualification
1.	Mr Do Tu Cuong	Chairman of the Audit Committee	Appointed from November 14, 2022	Bachelor's degree
2.	Ms Tran Thuy Linh	Member of the Audit Committee	Appointed from November 14, 2022	Bachelor's degree

2. Meetings of Board of Audit Committee

No.	Members of Board of Supervisors/ Audit Committee	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1.	Mr Do Tu Cuong	2/2	100%	100%	
2.	Ms Tran Thuy Linh	2/2	100%	100%	

3. *Supervising Board of Directors, Board of Management and shareholders by Board of Supervisors or Audit Committee: The Audit Committee conducts periodic controls as prescribed. All Board of Directors' meetings are attended by all members of the Audit Committee*

4. *The coordination among the Board of Supervisors, Audit Committee, the Board of Management, Board of Directors and other managers: Enhance communication and discussion between the Audit Committee, the Board of Directors, the General Director, and other managerial officers. All Board of Directors' meeting documents are sent to the Audit Committee for review and timely feedback.*

5. *Other activities of the Board of Supervisors and Audit Committee (if any): No.*

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 Phuong	24/08/1994	University degree	Appointed on January 3, 2023.

V. Chief Accountant/ Responsible for accounting

Name	Date of birth	Qualification	Date of appointment/ dismissal
Mrs Nguyen Thi Hang	05/01/1991	Bachelor of Economics	Appointment date: December 23, 2022. Dismissal date: October 18, 2024.
Mrs Nguyen Tuyet Phuong	15/08/1993	Bachelor of Accounting	Appointment date: October 18, 2024.

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: No.

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

1. The list of affiliated persons of the Company: Appendix 1 attached.

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	Thao Nguyen Electrical Equipment Co., Ltd.	Mr. Nguyen Ngoc Huy – Board Member, appointed as CEO.	0110037683	6th Floor, Song Da Mixed-Use Building, 131 Tran Phu Street, Van Quan Ward, Ha Dong District, Hanoi City, Vietnam	March 13, 2024	Resolution No. 2102/2024/NQ-HDQT, dated February 21, 2024.	Sametel Joint Stock Company sells various electrical equipment to Thao Nguyen Electrical Equipment Co., Ltd., with a total transaction value of VND 10,868,443,512."	
2	Thao Nguyen Electrical Equipment Co., Ltd.	Mr. Nguyen Ngoc Huy – Board Member, appointed as CEO.	0110037683	6th Floor, Song Da Mixed-Use Building, 131 Tran Phu Street, Van Quan Ward, Ha Dong District, Hanoi City, Vietnam	December 27, 2024	Resolution No. 2712/2024/NQ-HDQT, dated December 27, 2024	Sametel Joint Stock Company purchases materials and equipment from Thao Nguyen Electrical Equipment Co., Ltd., with a total transaction value of VND 5,940,763,229.	

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.: No.

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): As per section VII.2.

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).

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	ORION CAPITAL Joint Stock Company	Mrs. Tran Thi Thuy Duong – Sister of Mrs. Tran Thuy Linh, Board Member and CEO.	0317379595	31 Street No. 18, Ward 8, Go Vap District, Ho Chi Minh City, Vietnam	February 24, 2024	Resolution No. 2102/2024/NQ-HĐQT, dated February 21, 2024.	Sametel Joint Stock Company sells various electrical equipment to Orion Capital Joint Stock Company, with a total transaction value of VND 5,395,878,746.	

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: No

VIII. Share transactions of internal persons and their affiliated persons (Semi-annual report/annual report)

1. The list of internal persons and their affiliated persons/ Transactions of internal persons and affiliated persons with shares of the Company: Appendix 2 attached.

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	

1	Ms Tran Thi Thuy Duong	Related person of an internal person: Ms Tran Thuy Linh	267,900	4.9%	796,100	14.56%	Buy more
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IX. Other significant issues: No.

Recipients:

- As above.
- Archived: VT, TK.

CHAIRMAN OF THE BOARD OF DIRECTORS

(Sign, full name and seal)



NGUYEN DONG HUNG



Appendix 1: The list of affiliated persons of the Company

<i>No.</i>	<i>Name of organization/individual</i>	<i>Securities trading account (if any)</i>	<i>Position at the Company (if any)</i>	<i>NSH No. *, date of issue, place of issue</i>	<i>Address</i>	<i>Time of starting to be affiliated person</i>	<i>Time of ending to be affiliated person</i>	<i>Reasons</i>	<i>Relationship with the Company</i>
1	Mr Nguyễn Đông Hưng		Chairman of the Board of Directors	1075056764 30/05/2022 Department of Administrative Management of Social Order under the Police Force	Tổ 6, Lĩnh Nam, Hoàng Mai Hà Nội	14/11/2022			Insider
2	Mr Nguyễn Ngọc Huy		Member of the Board of Directors	001091016623 24/07/2021 Department of Administrative Management of Social Order under the Police Force	Thôn Bài Lâm Hạ, Hồng Quang, Ứng Hòa, Hà Nội	14/11/2022			Insider
3	Ms Trần Thùy Linh		Member of the Board of Directors, Members of Audit Committee	001197040424 24/07/2021 Department of Administrative Management of Social Order under the Police Force	Phù Lưu - Ứng Hòa - Hà Nội	14/11/2022			Insider
4	Mr Đỗ Tự Cường		Member of the Board of Directors, Chairman of Audit Committee	025072000033 22/09/2014 Department of Police for Registration, Residence Management, and	106-C1 Vĩnh Hồ, Thịnh quang, Đống Đa, Hà Nội	14/11/2022			Insider

				National Population Database					
5	Ms Vũ Thị Phương		CEO	245207122, 16/08/2011, Dak Nong Provincial Police	Ấp 5, Xã Bình Mỹ, Huyện Củ Chi, Thành Phố Hồ Chí Minh	03/01/2023			Insider
6	Ms Nguyễn Thị Hằng		Chief Accountant	036191010530 15/04/2021 Department of Administrative Management of Social Order under the Police Force	Huyện Kỳ, Phú Lâm, Hà Đông, Hà Nội	23/12/2022	18/10/2024	Relieve from duty	Insider
7	Ms Nguyễn Tuyết Phương		Responsible for accounting	1193023242 25/04/2021 Department of Administrative Management of Social Order under the Police Force	Yên Phúc, Phường Phúc La, Quận Hà Đông, TP.Hà Nội	18/10/2024		Appointment	Insider
8	Sametel Manufacturing Limited Liability Company			3603929301	Street No. 1, Long Thanh Industrial Park, Tam An Commune, Long	11/09/2023	13/11/2024	Dissolved	Subsidiary

					Thanh District, Dong Nai Province, Vietnam				
9	Sametel Solar 1 Single Member Limited Liability Company			0317934697	32 D5 Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam	18/07/2023		In the process of dissolution	Subsidiary
10	Sametel Solar 2 Single Member Limited Liability Company			0317934672	32 D5 Street, Ward 25, Binh Thanh District, Ho Chi Minh City, Vietnam	17/07/2023		In the process of dissolution	Subsidiary
11	SMT Manufacturing Limited Liability Company			3603982150	Street No. 1, Long Thanh Industrial Park, Tam An Commune,	16/09/2024			Subsidiary

					Long Thanh District, Dong Nai Province, Vietnam				
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Appendix 2: The list of internal persons and their affiliated persons/ 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)	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	Note
1	Vũ Thị Phương		CEO; Corporate governance officer	CCCD					267,900	4.90%	
1.01	Bùi Văn Nhựt			CCCD							Husband
1.02	Bùi Bảo Châu			No							Biological child - minor
1.03	Bùi Văn Lâm			No							Father-in-law - Deceased
1.04	Đinh Thị Sơn			CCCD							Mother-in-law
1.05	Vũ Xuân Lưu			CCCD							Father
1.06	Phạm Thị Bảy			CCCD							Mother
1.07	Vũ Thị Kim Dung			CCCD							Older sister
1.08	Vũ Thành Kông			CCCD							Younger sibling
1.09	Công ty TNHH Sametel Sản Xuất			ĐKKD							Mrs. Vu Thi Phuong is the Chairperson

											of the Company. Currently undergoing dissolution procedures
1.10	Công ty TNHH MTV Sametel Solar 1			ĐKKD	0317934697	18/7/2023					Mrs. Vu Thi Phuong is the Chairperson of the Company. Currently undergoing dissolution procedures
1.11	Công ty TNHH MTV Sametel Solar 2			ĐKKD	0317934672	17/7/2023					Mrs. Vu Thi Phuong is Director
1.12	Công ty TNHH SMT Sản Xuất			ĐKKD	3603982150	16/09/2024					Mrs. Vu Thi Phuong is Director
2	Nguyễn Đông Hưng		Chairman of the Board of Directors	CCCD					267,900	4.90%	
2.01	Nguyễn Thị Hải Yến			CMND					267,900	4.90%	Wife
2.02	Nguyễn Trang Hạ			CCCD							Child
2.03	Nguyễn Quang Diệu			No							Child - minor

2.04	Nguyễn Văn Huông			CCCD							Father
2.05	Ngô Thị Thủy			CCCD							Mother
2.06	Nguyễn Thị Hải Hà			CCCD							Older sister
2.07	Nguyễn Thị Bích Hạnh			CCCD							Younger sibling
2.08	Lê Xuân Mỹ			CCCD							Brother-in-law
2.09	Nguyễn Tiến Được			CCCD							Father-in-law
2.10	Nguyễn Thị Mùi			CCCD							Mother-in-law
3	Nguyễn Ngọc Huy		Member of the Board of Directors	CCCD					267,900	4.90%	
3.1	Nguyễn Thị Ngọc Huyền			CCCD							Wife
3.2	Nguyễn Mai Anh			No							Child - minor
3.3	Nguyễn Chí Đáng			CCCD							Father
3.4	Vũ Thị Tươi			CCCD							Mother
3.5	Nguyễn Thị Ngọc Duyên			CMND							Younger sibling
3.6	Nguyễn Trọng Đại			CCCD							Younger sibling

3.7	Nguyễn Đức Lộc			No							Younger sibling - Information not provided
3.8	Nguyễn Văn Sơn			No							Father-in-law - Information not provided
3.9	Trần Thị Cường			No							Mother-in-law - Information not provided
3.10	Công ty TNHH Thiết bị điện Thảo Nguyên			ĐKKD	110037683						Mr. Nguyen Ngoc Huy is Director
4	Đỗ Tự Cường		Member of the Board of Directors	CMND							
4.1	Phạm Thị Thanh Loan			No							Wife - Information not provided
4.2	Đỗ Ngân Bình			No							Child - Information not provided
4.3	Đỗ Minh Đức			No							Child - Information not provided

4.4	Đỗ Bá Lùng			No							Father - Information not provided
4.5	Lê Thị Tuyết			No							Mother - Information not provided
4.6	Đỗ Lê Vân			No							Younger sibling - Information not provided
4.7	Đỗ Xuân Hồng			No							Younger sibling - Information not provided
4.8	Phạm Văn Minh			No							Father-in-law - Information not provided
4.9	Phí Thị Mùi			No							Mother-in-law - Information not provided
5	Trần Thùy Linh		Member of the Board of Directors	CCCD					267,900	4.90%	
5.1	Trần Thành Kiên			CCCD							Father

5.2	Nguyễn Thị Minh Lệ			CCCD							Mother
5.3	Trần Thị Thùy Dương			CMND					796,100	14.56%	Younger sibling
5.4	Trần Thành Trung			CCCD							Younger sibling
6	Nguyễn Thị Hằng		Chief Accountant	CCCD							Relieved from duty
6.1	Phạm Duy Quý			CCCD							Husband
6.2	Phạm Anh Tuấn										Child - minor
6.3	Phạm Ngọc Ánh										Child - minor
6.4	Nguyễn Trọng Mạnh			CCCD							Father
6.5	Nguyễn Thị Hà			CCCD							Mother
6.6	Nguyễn Trọng Trường			CCCD							Older brother
6.7	Nguyễn Thị Thu Hằng			CCCD							Older sister
6.8	Nguyễn Thị Hồng Tuyền			CCCD							Sister-in-law
6.9	Trần Văn Vạn			CCCD							Brother-in-law
6.10	Phạm Thế			CCCD							Father-in-

[illegible]

											Information not provided
7.8	Vũ Thị Thuận										Mother-in-law - Information not provided