

No: 12/2025/CBTT-VNTT

**INFORMATION DISCLOSURE**

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

Name of company: **VIETNAM TECHNOLOGY & TELECOMMUNICATION  
JOINT STOCK COMPANY**

Stock code: **TTN**

Head office address: 21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park,  
Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam.

Person Responsible for Information Disclosure: Mr. Pham Tuan Anh - Position: General  
Director

Type: Periodic information disclosure ☒ 24h

Telephone: (0274).2220399

**Content of disclosure:** The Meeting minutes and Resolution of the 2025 Annual General  
Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock  
Company.

This information was published on the Company's website at the link:  
<https://vnntt.com.vn/dai-hoi-dong-co-dong>.

We hereby commit that the disclosed information is truthful and take full legal  
responsibility for the contents of the disclosed information.

Binh Duong, April 18<sup>th</sup>, 2025

**Person Responsible for Information Disclosure**

Legal representative



**PHAM TUAN ANH**

General Director

*Binh Duong, April 18<sup>th</sup>, 2025*

No.: 01/2025/BB-DHDCD

**THE MEETING MINUTES  
OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM TECHNOLOGY & TELECOMMUNICATION  
JOINT STOCK COMPANY**

Vietnam Technology & Telecommunication Joint Stock Company, address of head office: 21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam.

Enterprise Registration Certificate No.: 3700861497 issued by the Business Registration Office - Department of Planning and Investment of Binh Duong Province, first registered on January 2<sup>nd</sup>, 2008; registered for the 9th change on September 8<sup>th</sup>, 2022.

Today, at 08:40 a.m on April 18<sup>th</sup>, 2025 at: VIP 1 Room, Ground Floor, Binh Duong Convention & Exhibition Center, B11, Hung Vuong Street, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam, the 2025 Annual General Meeting of Shareholders (*hereinafter referred to as the "AGM"*) of Vietnam Technology & Telecommunication Joint Stock Company (*hereinafter referred to as the "Company"*) is held.

**SESSION I: OPENING**

**I. DECLARATION OF REASONS**

In accordance with the provisions of the Law on Enterprises 2020 and the current Company Charter, the Board of Directors ("**BOD**") of the Company convened the 2025 Annual General Meeting of Shareholders to approve issues within the competence of the Annual General Meeting of Shareholders.

Participants:

- |                              |   |
|------------------------------|---|
| 1. Mr. Pham Tuan Anh         | Vice Chairman of the BOD cum General Director |
| 2. Mr. Nguyen Ba Thuoc       | Member of the BOD                             |
| 3. Ms. Vo Thi Thanh Huong    | Member of the BOD                             |
| 4. Ms. Nguyen Thi Thuy Duong | Head of the Board of Supervisors              |
| 5. Ms. Nguyen Thi Thanh Tra  | Member of the Board of Supervisors            |

And shareholders/authorized representatives of the shareholders attending the Meeting.



## II. REPORT ON THE VERIFICATION RESULTS OF THE SHAREHOLDERS' ELIBILITY

Ms. **Nguyen Thi Thanh Tra** – Member of the Board of Supervisors – Head of the Shareholders Eligibility Verification Committee reported the result on the verification of the shareholders elibility attending the AGM at 08: 40 a.m on April 18<sup>th</sup>, 2025, with the following results:

- The total number of shareholders entitled to vote according to the record date March 18<sup>th</sup>, 2025, is **3.197** shareholders, holding a total of **36.727.500** voting shares of the Company, accounting for 100% of the total voting ballots.
- The total number of shareholders and authorized representatives of the shareholders attending the AGM is **184** people, holding **21.917.833** voting shares of the Company, accounting for **59,68%** of the total number of voting ballots.

Pursuant to Clause 1, Article 145 of the Law on Enterprises 2020 and Clause 1, Article 19 of the Company's current Charter, it is stipulated that "***The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes***". Therefore, the 2025 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company with the above-mentioned participants is valid and meets the conditions to be conducted.

## III. THE AGM AGENDA

The AGM approved the content of the Agenda for the 2025 Annual General Meeting of Shareholders (*the Agenda was attached to the AGM document*) by raising the voting ballot with the rate of 100% of the total voting ballots from all shareholders attending and voting at the AGM approved.

## IV. PRESIDING COMMITTEE, SECRETARIAT, VOTE COUNTING COMMITTEE AND ELECTION COMMITTEE

### 1. Presiding Committee:

- Mr. Pham Tuan Anh      Vice Chairman of the BOD cum General Director – Chairperson  
(Pursuant to the Power of Attorney No. 05/2025/GUQ-VNTT on April 15<sup>th</sup>, 2025, of Mr. Duong Ngoc Hoang Vu – Chairman of the BOD to grant authorization to Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director)

- Mr. Nguyen Ba Thuoc      Member of the BOD
- Ms. Vo Thi Thanh Huong      Member of the BOD

### 2. Secretariat:

- Ms. Tran Thi Thanh Ngan
- Ms. Nguyen Thi An

### 3. Vote Counting Committee:

- Mr. Vi Ngoc Dai      Head of the Committee

- Mr. Dao Tang Loc
- Mr. Nguyen Xuan Vinh
- Mr. Mai Tran Son Vu

#### **4. Election Committee:**

- Mr. Nguyen Van Phuc      Head of the Committee
- Mr. Hoang Thanh Dung
- Mr. Dam Duc Duy
- Mr. Thai Thanh Son

The AGM approved the Presiding Committee, the Secretariat, the Vote Counting Committee and the Election Committee with the above-mentioned participants by raising the voting ballot with the rate of 100% of the total voting ballots from all shareholders attending and voting at the AGM approved.

### **V. REGULATION ON ORGANIZATION OF THE AGM**

The AGM approved the Regulation on organization of the AGM by raising the voting ballot with the rate of 100% of the total voting ballots from all attending shareholders and voting at the AGM approved.

### **SESSION II: THE AGM CONTENTS**

#### **I. PRESENT THE REPORTS AND THE PROPOSALS**

1. Mr. **Pham Tuan Anh** – Vice Chairman of the BOD cum General Director reported the business performance results in 2024 and the business plan for 2025.
2. Mr. **Nguyen Ba Thuoc** – Member of the BOD on behalf of the BOD reported the BOD's activities in 2024 and the activity plan of the BOD for 2025.
3. Ms. **Nguyen Thi Thuy Duong** – Member of the Board of Supervisors reported the Board of Supervisor's activities in 2024.

*(Content of the reports are fully presented in the document of the 2025 Annual General Meeting of Shareholders of the Company).*

#### **II. DISMISSAL AND SUPPLEMENTARY ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS FOR THE TERM 2022 – 2027**

At 09:40 a.m on April 18th, 2025, the total number of shareholders and authorized representatives of the shareholders attending the AGM is **215** shareholders, holding **25.386.966** shares of the Company, accounting for **69,12%** of voting shares of the Company.

1. Ms. **Võ Thị Thanh Hương** – Member of the BOD cum General Director – Chairperson reported the AGM on approval of the Proposal No. 06/2025/TTr-HDQT on dismissal and supplementary election of members of the BOD, members of the Board of Supervisors



for the term 2022 – 2027; and introduce the list of candidates for the BOD, the Board of Supervisors as follows:

1.1 Dismissal of the BOD members and the Supervisory Board member:

- Dismissal of the position of the member of the BOD for Mr. Duong Ngoc Hoang Vu (with the Resignation letter dated April 9<sup>th</sup>, 2025).
- Dismissal of the position of the member of the BOD for Mr. Quang Van Viet Cuong (with the Resignation letter dated April 9<sup>th</sup>, 2025).
- Dismissal of the position of the member of the Board of Supervisors for Ms. Nguyen Thi Thuy Duong (with the Resignation letter dated April 9<sup>th</sup>, 2025).

1.2 Supplementary election of the BOD members and the Supervisory Board member:

Approve the supplementary of the BOD members and the Supervisory Board member of the Company, in which, the number of the BOD members to be additionally elected is **02 (two)** members, the number of the Supervisory Board member to be additionally elected is **01 (one)** member. The term of the additionally elected the BOD members and the Supervisory member is the remaining period of the term 2022 – 2027.

1.3 Introduce the list of candidates for the BOD, the Board of Supervisors

❖ **The list of candidates for the BOD:**

- (1) Mr. Le Phan Minh Vu
- (2) Mr. Le Nguyen Bao Trong

❖ **The list of candidates for the Board of Supervisors:**

- (1) Mr. Nguyen Minh Duong

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

2. Mr. **Nguyen Van Phuc** – Chief Accountant – Head of the Election Committee reported the AGM on approval of the Regulation on supplemental election of members of the BOD, the Board of Supervisors for the term 2022 – 2027 (*the Regulation was attached to the AGM document*).

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
3. The AGM conduct supplementary election of members of the BOD, the Board of Supervisors for the term 2022 - 2027

**III. Q&A AND DISCUSSION**

The Q&A and discussion contents are recorded by the Secretariat in the Appendix attached to this Minutes.

**IV. VOTE ISSUES AT THE AGM**

Ms. **Vo Thi Thanh Huong** – Member of the BOD reported the AGM on the content of the Proposals and submitted the AGM to vote for approval of the Proposals as follows:

1. Approval of the Proposal No. 01/2025/TTr-HDQT of the BOD on approval of the Audited Financial Statements in 2024, the Report of the BOD and the Report of the Board of Supervisors in 2024 (*These reports were attached the AGM documents*).

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.



In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting
2. Approval of the Proposal No. 02/2025/TTr-HDQT of the BOD on approval of the Report of the General Director on the business results in 2024 and the business plan for 2025, with the following items:

2.1 The business results in 2024:

*Unit: Million VND*

No.	Items	2024 Plan		2024 Actual		% Actual / Plan for 2024	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	360,000	365,500	365,219	369,035	101.4%	101.0%
2	Total cost	312,000	315,700	289,697	293,030	92.9%	92.8%
3	Profit before Tax	48,000	49,800	75,522	76,005	157.3%	152.6%
4	Profit after Tax	38,000	39,000	60,406	61,075	159.0%	156.6%

2.2 The business plan for 2025:

*Unit: Million VND*

No.	Items	2024 Actual		2025 Plan		% 2025 Plan/ 2024 Actual	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	365,219	369,035	410,000	412,500	112.3%	111.8%

2	Total cost	289,697	293,030	330,000	332,500	113.9%	113.5%
3	Profit before Tax	75,522	76,005	80,000	80,000	105.9%	105.3%
4	Profit after Tax	60,406	61,075	64,000	64,000	105.9%	104.8%

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting
3. Approval of the Proposal No. 03/2025/TTr-HDQT of the BOD on approval of the Profit Distribution in 2024 and the Profit Distribution Plan for 2025:

3.1 The Profit Distribution in 2024:

*Unit: Million VND*

No.	Items	2024 Targets		2024 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after Tax in 2024		39,000		61,075
2	Retained earnings of the previous year		35		35
3	Development investment fund	15%LNST	5,850	25%LNST	15,269
4	Remuneration for BOD + Board of Supervisors + Secretary		800		1,250



5	Bonus for Board of Management	2%LNST	780	2%LNST	1,222
6	Bonus and Welfare Fund	10%LNST	3,900	10%LNST	6,108
7	Dividend distribution	7%VĐL	25,709	9%VĐL	33,055
8	Retained earnings		1,996		4,208

### 3.2 The Profit Distribution Plan for 2025:

*Unit: Million VND*

No.	Items	Ratio	Amonut
1	Profit after Tax		64,000
2	Retained earnings of the previous year		4,208
3	Development investment fund	30%LNST	19,200
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300
5	Bonus for Board of Management	2%LNST	1,280
6	Bonus and Welfare Fund	10%LNST	6,400
7	Dividend distribution	9%VĐL	33,055
8	Retained earnings		6,973

#### **Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 23.386.966 votes, corresponding to 23.386.966 shares, accounting for 92,12% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of disapproval votes: 2.000.000 votes, corresponding to 2.000.000 shares, accounting for 7,88% of the total number of votes of all shareholders attending and voting at the meeting.

- Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
4. Approval of the Proposal No. 04/2025/TTr-HDQT of the BOD on approval of the payment of remuneration of the BOD, the Board of Supervisors, the BOD's Secretary in 2024 and the remuneration payment plan for 2025 as follows:
- 4.1 The remuneration payment for the BOD, the Board of Supervisors, the BOD's Secretary in 2024:
- Approval of the payment of remuneration of BOD, the Board of Supervisors, the BOD's Secretary in 2024 are **1,250,000,000 VND**. The BOD decides the specific payment for each BOD's member, the Board of Supervisors and the BOD's Secretary.
- 4.2 The remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025:
- Under the business plan for 2025, the remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025 are **1,300,000,000 VND**, and authorize the BOD to decide the specific payment for each member of the BOD, the Board of Supervisors and the BOD's Secretary.

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 23.386.966 votes, corresponding to 23.386.966 shares, accounting for 92,12% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of disapproval votes: 2.000.000 votes, corresponding to 2.000.000 shares, accounting for 7,88% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
5. Approval of the Proposal No. 05/2025/TTr-HDQT of the BOD on change of the registered office address and the amendment of the Company's Charter as follows:
- 5.1 Change of the registered office address of the Company:

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Head office address before change	Head office address after change
21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam	16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam

5.2 Amendment of the Company's Charter and the issuance of the amended Charter to replace. The amended contents of Charter as follows:

No.	Article	Before amendment	After amendment
1	Clause 4 Article 2	Registered office of the Company: - Head office address: 21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam. - Telephone: 0274. 2220222 - Website: www.vntt.com.vn	Registered office of the Company: - Head office address: 16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam. - Telephone: 0274. 2220222 - Website: www.vntt.com.vn
2	Clause 3, Article 21	The election of members of the Board of Directors and the Board of Supervisors must be cumulative voting, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors	The election of members of the Board of Directors and the Board of Supervisors will be cumulative voting, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, these candidates will undergo an additional election or be

		<p>or the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.</p>	<p>chosen according to the criteria specified in the election regulations or the Company's Charter.</p> <p>In the event the number of candidates equals or falls below the number of members of the Board of Directors or the Board of Supervisors to be elected, the election of members of the Board of Directors or the Board of Supervisors may be conducted either through the cumulative voting method outlined previously or through a voting method (approve, disapprove, no opinion). The approval voting rate shall adhere to the specifications delineated in Clause 2, Article 21 of the Company's Charter or Clause 8, Article 22 of the Company's Charter.</p>
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*(Attached the amended Charter)*

- 5.3 The Board of Directors and the legal representative of the Company are assigned to carry out the necessary procedures for change of the registered office address of the Company in accordance with the law and the guidance of the Business Registration Office.
- 5.4 In the event of any change in the name or boundaries of the administrative division as decided by a competent state authority, the General Meeting of Shareholders authorizes the Board of Directors to carry out all necessary procedures to update the Company's head office address in accordance with the new administrative designation as stipulated by the competent state authority.

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.



- Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
6. Approval of the Proposal No. 01/2025/TTr-BKS of the BOD on approval of the list of the independent audit companies to select an audit firm in 2025.

**Voting counting results:**

- Voting method: direct voting at the AGM by raising the voting ballot.
- Number of valid votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

In which:

- Number of approval votes: 25.386.966 votes, corresponding to 25.386.966 shares, accounting for 100% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of disapproval votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.
- Number of abstain votes: 0 votes, corresponding to 0 shares, accounting for 0% of the total number of votes of all shareholders attending and voting at the meeting.

**V. THE RESULT OF THE SUPPLEMENTARY ELECTION OF THE BOD MEMBERS, THE SUPERVISORY BOARD MEMBER**

Mr. **Nguyen Van Phuc** – Head of the Election Committee on behalf of the Election Committee reported the AGM on the result of the supplementary election of the BOD members, the Supervisory Board member for the term 2022 – 2027 according to the Minutes of the supplementary voting for the BOD members, the Minutes of the supplementary voting for the Supervisory Board member as follows:

1. Approval of the result of the supplementary election of the BOD members for the term 2022 – 2027 as follows:

No.	Name	Number of Election Ballot	Ratio
1	Mr. Le Phan Minh Vu	25.228.715	100%
2	Mr. Le Nguyen Bao Trong	25.226.826	99,99%

2. Approval of the result of the supplementary election of the Supervisory Board member for the term 2022 – 2027 as follows:

No.	Name	Number of Election Ballot	Ratio
1	Mr. Nguyen Minh Duong	25.225.197	99,99%

### SESSION III. PROCEDURES FOR ENDING OF THE AGM

1. Ms. **Nguyen Thi An** – On behalf of the Secretariat presented the Resolution draft of the 2025 Annual General Meeting of Shareholders.
2. Mr. **Pham Tuan Anh** – Vice Chairman of the BOD cum General Director – Chairperson submitted the AGM on approval of the Resolution of the 2025 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company before closing the AGM.

With the approval voting ratio of 100% of the total vote ballots by all shareholders attending and voting at the meeting, the Resolution of the 2025 Annual General Meeting of Shareholders has been approved.

3. This Minutes were fully and accurately recorded by the Secretariat regarding the contents of the AGM.
4. Mr. **Pham Tuan Anh** – Vice Chairman of the BOD cum General Director – Chairperson on behalf of the Presiding Committee gave a speech of thanks and declared the closing of the AGM.
5. The AGM ended at 11:30 a.m on the same date. This Minutes has been signed below by the Chairperson and the Secretary of the AGM./.

**SECRETARY**



**TRAN THI THANH NGAN**



**NGUYEN THI AN**

**CHAIRPERSON**



**PHAM TUAN ANH**



**APPENDIX**  
**DISCUSSION ON CONTENTS OF REPORTS AT THE 2025 GENERAL MEETING**  
**OF SHAREHOLDERS**

*(Attached to the Minutes of the General Meeting of Shareholders on April 18<sup>th</sup>, 2025)*

**Shareholder 1:**

Question 1: When the Government plans to increase GDP by 8% and boost public investment, what is VNTT's plan?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* VNTT is currently negotiating partnerships with domestic and international telecommunications corporations to participate in public investment projects.

Question 2: To increase the liquidity of TTN shares, does VNTT have any plans to list on the HOSE (Ho Chi Minh Stock Exchange)?

*Mr. Quang Van Viet Cuong – Member of the BOD replied:* According to the roadmap of the State Securities Commission (SSC), if there are no changes, the UPCOM and HOSE exchanges will be merged into one. From now until then, if VNTT meets the favorable conditions, the company will consider a plan to switch to a different exchange.

**Shareholder 2:**

Question 1: Does the postponement of BCM's share issuance plan affect VNTT?

*Mr. Quang Van Viet Cuong – Member of the BOD replied:* It does not affect VNTT's business operations. Becamex will still consider proceeding with the capital increase in Q2/2025 if conditions are favorable, or in 2026 depending on the situation.

Question 2: How does the trade war affect to Becamex, VSIP, and VNTT?

*Mr. Nguyen Ba Thuoc – Member of the BOD replied:* Becamex and VSIP may be indirectly affected if investors become hesitant or delay investments in the Becamex and VSIP industrial parks. However, in terms of finance and benefits, there is no direct impact.

Question 3: How does VNTT assess the advantages and disadvantages of the potential merger of Binh Duong into Ho Chi Minh City?

*Mrs. Vo Thi Thanh Huong – Member of the BOD replied:* VNTT sees more opportunities than challenges. The advantage is that Binh Duong will have greater space for growth. The ICT and telecommunications sector will benefit significantly from increased demand for digital government connectivity and providing digital transformation tools for enterprises.

*Mr. Quang Van Viet Cuong – Member of the BOD replied:* Becamex will continue to expand into other provinces and cities. Its position remains central. Binh Duong will still be a key logistics gateway, and this will not change with the merger. Becamex remains confident in its stability and continued development. With Becamex's extensive ecosystem, VNTT will naturally benefit from various resources to grow.

Question 4: What are VNNT's advantages in infrastructure and telecommunications services compared to other networks?

*Mr. Nguyen Ba Thuoc – Member of the BOD replied:* The advantage comes from being established by two major and reputable shareholders: Becamex and VNPT. VNNT benefits from a strong infrastructure as it is part of the larger Becamex ecosystem, where industrial infrastructure is well-planned and free from social risks.

Question 5: When will the contract with ORION Food Vina be completed, and how is the customer evaluating the project? Additionally, does VNNT have any agreements with other companies for implementing smart factories?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* The first phase has been completed. Currently, the project is in the second phase, which is seven times larger than phase one. ORION will assign VNNT to continue the implementation across all remaining ORION factories in Vietnam. VNNT is also in the final stages of negotiations with three major brands to develop a smart warehouse chain.

Question 6: What is the plan for implementing the 40MW data center, and which partner will VNNT collaborate with? Could you clarify the information?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* The cost of data centers in the communication business will continue to decrease, so it is necessary to have a suitable strategy. The strategy is to approach and serve large customers globally, investing only when there is demand. Regarding partnerships, VNNT will only collaborate with large, experienced partners in the data center services industry.

Question 7: How is VNNT applying AI in its business operations and service provision?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* Now, VNNT has applied artificial intelligence in implementing smart projects such as smart buildings, smart transportation, vehicle monitoring, and smart factories.

### **Shareholder 3:**

Question : Regarding telecommunications services, how do VNNT's customers in industrial parks compare to other customer segments?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* With respect to telecommunications, VNNT serves two main customer segments: individual customers and corporate clients. Among them, corporate clients have diverse demands. VNNT is currently cooperating with network operators to provide a wide range of services tailored to customer needs.

Question 2: Currently, VNNT provides data center services to clients around industrial parks. Which types of corporate clients typically require such services? Given Becamex's positioning, is VNNT capable of attracting enterprises to use its data center services?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* Regarding data center services, besides serving enterprises within industrial zones, VNNT also provides



services to major banks, financial institutions, and government departments. Additionally, VNTT integrates data center capabilities into its smart solutions offerings.

**Shareholder 4:**

Question 1: What is the capital structure used for investment in fixed assets to support future growth?

*Mr. Quang Van Viet Cuong – Member of the BOD replied:* VNTT carried out a capital increase more than two years ago, and the raised capital has not yet been fully utilized. Despite having substantial upcoming investment plans, VNTT will only consider raising additional capital when absolutely necessary. Should a capital increase be proposed, Becamex will continue to accompany VNTT and maintain the current capital ratio during the 2026–2030 period. Any capital increase plan will be presented to shareholders for their opinion.

Question 2: In the 2025 business plan, why is the rate of cost increase higher than the rate of revenue growth? What accounts for the high fixed costs?

*Mr. Nguyen Van Phuc – Chief Accountant replied:* The increase in fixed costs is primarily due to office rental expenses at the Data Center (currently leased from BW). In previous years, VNTT was granted a one-month rent reduction, which will no longer apply from 2025 onwards. The second reason is the rise in electricity costs due to higher electricity consumption at the Data Center combined with increased electricity rates.

**Shareholder 5:**

Question 1: What are the advantages for VNTT of having an international bandwidth connection HUB located in Hong Kong?

*Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director replied:* The first advantage is cost savings. Previously, VNTT procured bandwidth from domestic network providers. By shifting to international sources, VNTT has reduced its reliance on domestic supply and achieved a 70% reduction in bandwidth input costs. The second advantage is the establishment of an international server room, enabling VNTT to provide services to global customers. At an appropriate time, VNTT plans to establish an additional HUB in Singapore.



**RESOLUTION**

**OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDER OF  
VIETNAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK  
COMPANY**

- Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;
- Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company ("**Company**");
- Pursuant to the Power of Attorney No. 05/2025/GUQ-VNTT on April 15th, 2025, of Mr. Duong Ngoc Hoang Vu – Chairman of the Board of Directors ("**BOD**") to grant authorization to Mr. Pham Tuan Anh - Vice Chairman of the BOD cum General Director;
- Pursuant to the meeting minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025/BB-DHDCD of the Company on April 18th, 2025,

**DECIDES:**

**Article 1.** Approve the Proposal No. 06/2025/TTr-HDQT on dismissal and supplementary election of members of the BOD, members of the Board of Supervisors for the term 2022 – 2027; and introduce the list of candidates for the BOD, the Board of Supervisors as follows:

**1.1 Dismissal of the BOD members and the Supervisory Board member:**

- Dismissal of the position of the member of the BOD for Mr. Duong Ngoc Hoang Vu (with the Resignation letter dated April 9<sup>th</sup>, 2025).
- Dismissal of the position of the member of the BOD for Mr. Quang Van Viet Cuong (with the Resignation letter dated April 9<sup>th</sup>, 2025).
- Dismissal of the position of the member of the Board of Supervisors for Ms. Nguyen Thi Thuy Duong (with the Resignation letter dated April 9<sup>th</sup>, 2025).

**1.2 Supplementary election of the BOD members and the Supervisory Board member:**

Approve the supplementary of the BOD members and the Supervisory Board member of the Company, in which, the number of the BOD members to be



additionally elected is **02 (two)** members, the number of the Supervisory Board member to be additionally elected is **01 (one)** member. The term of the additionally elected the BOD members and the Supervisory member is the remaining period of the term 2022 – 2027.

### 1.3 Introduce the list of candidates for the BOD, the Board of Supervisors

#### ❖ The list of candidates for the BOD:

- (1) Mr. Le Phan Minh Vu
- (2) Mr. Le Nguyen Bao Trong

#### ❖ The list of candidates for the Board of Supervisors:

- (3) Mr. Nguyen Minh Duong

**Article 2.** Approve the Proposal No. 01/2025/TTr-HDQT of the BOD on approval of the Audited Financial Statements in 2024, the Report of the BOD and the Report of the Board of Superivors in 2024 *(These reports were attached the documents of the 2025 Annual General Meeting of Shareholders).*

**Article 3.** Approve the Proposal No. 02/2025/TTr-HDQT of the BOD on approval of the Report of the General Director on the business results in 2024 and the business plan for 2025, with the following items:

#### 1. The business results in 2024

*Unit: Million VND*

No.	Items	2024 Plan		2024 Actual		% Actual / Plan for 2024	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	360,000	365,500	365,219	369,035	101.4%	101.0%
2	Total cost	312,000	315,700	289,697	293,030	92.9%	92.8%
3	Profit before Tax	48,000	49,800	75,522	76,005	157.3%	152.6%
4	Profit after Tax	38,000	39,000	60,406	61,075	159.0%	156.6%

2. The business plan for 2025

Unit: Million VND

No.	Items	2024 Actual		2025 Plan		% 2025 Plan/ 2024 Actual	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	365,219	369,035	410,000	412,500	112.3%	111.8%
2	Total cost	289,697	293,030	330,000	332,500	113.9%	113.5%
3	Profit before Tax	75,522	76,005	80,000	80,000	105.9%	105.3%
4	Profit after Tax	60,406	61,075	64,000	64,000	105.9%	104.8%

**Article 4.** Approve the Proposal No. 03/2025/TTr-HDQT of the BOD on approval of the Profit Distribution in 2024 and the Profit Distribution Plan for 2025:

1. The Profit Distribution in 2024:

Unit: Million VND

No.	Items	2024 Targets		2024 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after Tax in 2024		39,000		61,075
2	Retained earnings of the previous year		35		35
3	Development investment fund	15%LNST	5,850	25%LNST	15,269
4	Remuneration for BOD + Board of Supervisors + Secretary		800		1,250
5	Bonus for Board of Management	2%LNST	780	2%LNST	1,222
6	Bonus and Welfare Fund	10%LNST	3,900	10%LNST	6,108
7	Dividend distribution	7%VDL	25,709	9%VDL	33,055



8	Retained earnings		1,996		4,208
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2. The Profit Distribution Plan for 2025:

*Unit: Million VND*

No.	Items	Ratio	Amonut
1	Profit after Tax		64,000
2	Retained earnings of the previous year		4,208
3	Development investment fund	30%LNST	19,200
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300
5	Bonus for Board of Management	2%LNST	1,280
6	Bonus and Welfare Fund	10%LNST	6,400
7	Dividend distribution	9%VĐL	33,055
8	Retained earnings		6,973

**Article 5.** Approve the Proposal No. 04/2025/TTr-HDQT of the BOD on approval of the payment of remuneration of the BOD, the Board of Supervisors, the BOD's Secretary in 2024 and the remuneration payment plan for 2025 as follows:

1. The remuneration payment for the BOD, the Board of Supervisors, the BOD's Secretary in 2024:

Approval of the payment of remuneration of BOD, the Board of Supervisors, the BOD's Secretary in 2024 are **1,250,000,000 VND**. The BOD decides the specific payment for each BOD's member, the Board of Supervisors and the BOD's Secretary.

2. The remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025:

Under the business plan for 2025, the remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025 are **1,300,000,000 VND**, and authorize the BOD to decide the specific payment for each member of the BOD, the Board of Supervisors and the BOD's Secretary.

**Article 6.** Approve the Proposal No. 05/2025/TTr-HDQT of the BOD on change of the registered office address and the amendment of the Company's Charter as follows:

1. Change of the registered office address of the Company:

Head office address before change	Head office address after change
21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam	16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam

2. Amendment of the Company's Charter and the issuance of the amended Charter to replace. The amended contents of Charter as follows:

No.	Article	Before amendment	After amendment
1	Clause 4 Article 2	Registered office of the Company: - Head office address: 21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam. - Telephone: 0274. 2220222 - Website: www.vntt.com.vn	Registered office of the Company: - Head office address: 16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam. - Telephone: 0274. 2220222 - Website: www.vntt.com.vn
2	Clause 3, Article 21	The election of members of the Board of Directors and the Board of Supervisors must be cumulative voting, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum	The election of members of the Board of Directors and the Board of Supervisors will be cumulative voting, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum





	<p>number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.</p>	<p>number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.</p> <p>In the event the number of candidates equals or falls below the number of members of the Board of Directors or the Board of Supervisors to be elected, the election of members of the Board of Directors or the Board of Supervisors may be conducted either through the cumulative voting method outlined previously or through a voting method (approve, disapprove, no opinion). The approval voting rate shall adhere to the specifications delineated in Clause 2, Article 21 of the Company's Charter or Clause 8, Article 22 of the Company's Charter.</p>
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*(Attached the amended Charter)*

3. The Board of Directors is assigned to carry out the necessary procedures for change of the registered office address of the Company in accordance with the law and the guidance of the Business Registration Office.
4. In the event of any change in the name or boundaries of the administrative division as decided by a competent state authority, the General Meeting of Shareholders authorizes the Board of Directors to carry out all necessary procedures to update the Company's head office address in accordance with the new administrative designation as stipulated by the competent state authority.

**Article 7.** Approve the Proposal No. 01/2025/TTr-BKS of the BOD on approval of the list of the independent audit companies to select an audit firm in 2025.

**Article 8.** Approve the result of supplementary election of members of the BOD for the term 2022 – 2027 as follows:

No.	Name	Number of Election Ballot	Ratio
1	Mr. Le Phan Minh Vu	25.228.715	100%
2	Mr. Le Nguyen Bao Trong	25.226.826	99,99%

**Article 9.** Approve the result of supplementary election of members of the Board of Supervisors for the term 2022 – 2027 as follows:

No.	Name	Number of Election Ballot	Ratio
1	Mr. Nguyen Minh Duong	25.225.197	99,99%

**Article 10.** The General Meeting of Shareholders assign the BOD to direct and organize the implementation of the contents approved by the shareholders at the General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company thoroughly and effectively in accordance with the law, Charter and Internal Regulations on Corporate Governance of the Company.

**Article 11.** This Resolution was made, announced and agreed to approve at the 2025 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company at 11:30 a.m, on April 18th, 2025./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**

**VICE CHAIRMAN OF THE BOD**



**PHẠM TUAN ANH**



No: 05.../2025/GUQ – VNTT

Binh Duong Province, 14<sup>th</sup> April 2025

## **POWER OF ATTORNEY**

- Pursuant to the relevant laws and regulations;
- Pursuant to the Enterprise Registration Certificate of Vietnam Technology & Telecommunication Joint Stock Company (hereafter referred to as “VNTT”) issued by the Department of Planning and Investment of Binh Duong Province for the initial registration No. 4603000463 dated 02 January 2008, issued for the 9th amendment No. 3700861497 dated 08 September 2022;
- In order to promptly respond to the operation situation of VNTT,

At the headquarters of Vietnam Technology & Telecommunication Joint Stock Company, with the address details: No. 21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province. This Power of Attorney is made by and between:

### **THE AUTHORIZER:**

**Mr. DUONG NGOC HOANG VU**

**Title: Chairman of the Board of Directors**

Citizen ID Card No.: 074078000916, issued by the Police Department for Administrative Management of Social Order dated 13 April 2021.

*And*

### **THE AUTHORIZED REPRESENTATIVE:**

**Mr. PHAM TUAN ANH**

**Title: Vice Chairman of the Board of Directors cum General Director**

Citizen ID Card No.: 037085002186, issued by the Police Department for Administrative Management of Social Order dated 02 August 2022.

*(The Authorizer and the Authorized Representative are hereby individually referred to as a “Party”, and collectively referred to as the “Parties”)*

## **ARTICLE 1. CONTENT OF AUTHORIZATION**

The Authorizer agrees to grant authorization to the Authorized Representative, and the Authorized Representative agrees to accept such authorization from the Authorizer, so that the



Authorized Representative may act on behalf of and represent the Authorizer in performing the following tasks:

- 1.1. To fully perform all duties within their authority and consistent with the role and responsibilities of the Chairperson of the 2025 Annual General Meeting of Shareholders, scheduled to take place on 18 April 2025 (“**the Meeting**”), including but not limited to the following tasks:
  - (i) To nominate the secretary of the Meeting;
  - (ii) To request to the General Meeting of Shareholders the election of members of the ballot committee for the Meeting;
  - (iii) To take necessary and reasonable measures to conduct the Meeting in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of shareholders and attendees, including but not limited to:
    - Arranging seating at the venue of the Meeting;
    - Ensuring safety for all individuals present at the meeting venue(s);
    - Facilitating the participation (or continued participation) of shareholders in the Meeting;
  - (iv) To announce the results of the ballot immediately before the adjournment of the Meeting;
  - (v) To require all attendees to undergo inspection or other lawful and reasonable security measures;
  - (vi) To request the competent authorities to maintain order at the Meeting; to expel individuals who fail to comply with the authority of the Meeting’s Chairperson, intentionally disrupt the order, hinder the normal progress of the Meeting, or fail to comply with security inspection requirements from the Meeting;
  - (vii) To decide on the postponement of the Meeting if necessary, in accordance with legal regulations and/or the Charter of VNNT;
  - (viii) To sign the Minutes of the 2025 Annual General Meeting of Shareholders;
  - (ix) To sign, on behalf of the General Meeting of Shareholders, the adoption of the Resolution of the 2025 Annual General Meeting of Shareholders;
  - (x) To perform other rights and obligations of the Chairperson of the Meeting as stipulated by current laws and the Charter of VNNT.





- 1.2. Within the scope of the authorization, the role, and responsibilities of the Chairperson of the Meeting, to sign any and all documents, records, and papers that are duly adopted at the Meeting, in accordance with current laws and the Charter of VNTT.

## **ARTICLE 2. TERM AND EFFECTIVENESS OF THE AUTHORIZATION**

- 2.1. This Power of Attorney shall be effective from the date of signing until the conclusion of the 2025 Annual General Meeting of Shareholders.
- 2.2. This Power of Attorney shall be revoked upon the occurrence of any of the following events:
- (i) The Authorizer terminates this Power of Attorney in writing;
  - (ii) The Authorized Representative resigns or no longer holds the aforementioned position; or
  - (iii) The civil legal capacity of The Authorized Representative becomes restricted or lost.

## **ARTICLE 3. PRINCIPLES AND SCOPE OF AUTHORIZATION**

- 3.1 The authorization shall be carried out on the principles of voluntariness, transparency, in accordance with the law and the Charter of VNTT.
- 3.2 The Authorized Representative shall have full authority to handle all matters within the scope of the authorization. Beyond the scope of the authorization, the Authorized Representative shall be responsible to the Authorizer, VNTT, and be accountable to the law for any actions exceeding the scope of authorization specified in this Power of Attorney. The Authorized Representative shall not further authorize a third party to perform the assigned tasks.
- 3.3 The signing of documents and records mentioned in Article 1 of this Power of Attorney must be within the authorized scope. In cases where it is beyond the scope or not within the authority, the signing shall only be done after obtaining written approval from the competent authority of VNTT.
- 3.4 The Authorized Representative is permitted to use the seal of VNTT to stamp on their signature on the documents mentioned in Article 1 of this Power of Attorney.

## **ARTICLE 4. OBLIGATIONS OF THE PARTIES**

The Authorizer and the Authorized Representative shall be accountable to the law for the following undertakings:



- 4.1 The Authorizer shall be responsible for all work and tasks performed by the Authorized Representative within the scope of the authorization.
- 4.2 The Authorizer shall be responsible for providing full information, documents, and necessary support to enable the Authorized Representative to perform their duties.
- 4.3 The Authorized Representative shall report to the Authorizer on the performance of the tasks mentioned in Article 1 of this Power of Attorney.
- 4.4 The Authorizer shall not be obligated to pay any authorization remunerations to the Authorized Representative for performing the tasks authorized under this Power of Attorney.
- 4.5 The execution of this Power of Attorney is entirely voluntary and not influenced by deception or coercion.
- 4.6 To comply fully and correctly with all agreements recorded in this Power of Attorney.

## ARTICLE 5. COMMITMENTS OF THE PARTIES

- 5.1. The Authorizer and the Authorized Representative confirm that they have fully understood their rights, legal obligations and interests, as well as the meaning and legal consequences of executing this Power of Attorney.
- 5.2. The Authorizer and the Authorized Representative have personally read this Power of Attorney, understood and agreed to all terms recorded herein, and signed this Power of Attorney.
- 5.3. Any disputes arising between the Authorizer and the Authorized Representative shall be resolved by the Parties themselves.
- 5.4. This Power of Attorney shall be governed by and interpreted in accordance with the laws of Vietnam. Any amendments to the content of this Power of Attorney shall only be valid when made in writing and signed by both Parties.
- 5.5. This Power of Attorney is made in 03 (three) Vietnamese originals, all of which are equally valid from the date of signing. 01 (one) original will be kept in the Administrative – Human Resources Department of VNTT, and the remaining two (2) originals will be delivered to the Authorizer and the Authorized Representative for implementation.
- 5.6. The Authorizer, the Authorized Representative, and the relevant departments and individuals of VNTT are responsible for enforcing this Power of Attorney.





IN WITNESS WHEREOF, the Parties has signed this Power of Attorney on the dated first recorded above./.



THE AUTHORIZER

**DUONG NGOC HOANG VU**  
Chairman of the Board of Directors

THE AUTHORIZED REPRESENTATIVE

**PHAM TUAN ANH**  
Vice Chairman of the Board of Directors  
cum General Director



No.: .....

Binh Duong, March 27<sup>th</sup>, 2025

**REPORT OF GENERAL DIRECTOR ON THE BUSINESS  
PERFORMANCE RESULTS IN 2024 AND THE BUSINESS PLAN FOR 2025**

**I. BUSINESS RESULTS IN 2024**

- The world economy in 2024, despite of negative impacts caused by many risks and instabilities on the sustainable growth, has gradually stabilized as global goods trade has improved again, inflationary pressures have gradually decreased, financial conditions continue to be loosened, and labor supply has increased.
- The domestic economy in 2024 made a positive growth, inflation was controlled in line with the target, the macro-economic situation was stable, with GDP growth of 7.09%, credit growth of 15.08%, foreign direct investment in Vietnam increased by 9.4%.
- In the positive trend of the world and domestic economic situation, with flexible leadership from the Board of Directors in business strategy, market development, financial management, human resources and the efforts of VNTT staff, VNTT's business activities in 2024 have achieved certain achievements.

**1. Business results (audited)**

- **Consolidated business results:**

No.	Item	CONSOLIDATED (million VND; %)			
		Executed in 2024	% of implementation in 2023	Plan 2024 (consolidated)	% of plan implementation 2024
1	Total revenue (including other income)	369,035	99.1%	365,500	101.0%
2	Total cost (including other costs)	293,030	89.0%	315,700	92.8%
3	Profit before tax	76,005	175.6%	49,800	152.6%
4	Profit after tax	61,075	184.4%	39,000	156.6%
5	Expected dividend payment	9% VDL		7% VDL	





- Total revenue (including other income): VND 369.0 billion, equal to 99.1% compared to 2023 and achieving 101.0% of the plan.
- Total cost (including other costs): VND 293.0 billion, equal to 89.0% compared to 2023 and achieving 92.8% of the plan.
- Profit before tax: VND 76.0 billion, equal to 175.6% compared to 2023 and achieving 152.6% of the plan.
- Profit after tax: VND 61.1 billion, equal to 184.4% compared to 2023 and achieving 156.6% of the plan.

- **Business Results of Parent Company:**

No.	Item	VNTT (million VND; %)			
		Implementation in 2024	% of implementation in 2023	Plan in 2024 (parent company)	% of implementation in 2024
1	Total revenue (including other income)	365,219	98.6%	360,000	101.4%
2	Total cost (including other costs)	289,697	88.8%	312,000	92.9%
3	Profit before tax	75,522	170.9%	48,000	157.3%
4	Profit after tax	60,406	171.0%	38,000	159.0%

- Total revenue (including other income): VND 365.2 billion, equal to 98.6% compared to year 2023 and achieving 101.4% of the plan.
- Total cost (including other costs): VND 289.7 billion, equal to 88.8% compared to 2023 and achieving 92.9% of the plan.
- Profit before tax: VND 75.5 billion, equal to 170.9% compared to year 2023 and achieving 157.3% of the plan.
- Profit after tax: VND 60.4 billion, equal to 171.0% compared to year 2023 and achieving 159.0% of the plan.
- **Results of revenue plan implementation by sector in 2024:**
  - ✓ Telecommunication service revenue: VND 199.6 billion, equal to 110.5% compared to year 2023, achieving 109.7% of the plan;
  - ✓ Datacenter service revenue: VND 49.1 billion, equal to 118.1% compared to year 2023, achieving 116.8% of the plan;
  - ✓ Construction and operation of electricity, electronics, telecommunications infrastructure, and equipment retail: VND 85.6 billion, equal to 69.9% compared to year 2023, achieving 105.7% of the plan;



- ✓ Revenue on Smart Solution service: VND 3.7 billion, achieving 12.2% of the plan;
- ✓ Real estate revenue: VND 19.4 billion, equal to 113.5% compared to 2023, achieving 96.8% of the plan.
- **Revenue structure by sector:** Telecommunication service accounted for 54.6%, Datacenter service revenue: 13.4%, Construction, operation and maintenance: 17.4%, Retail 6.0%, Smart solutions 1.0%, Real estate 5.3%, Financial revenue and other income 2.2%, respectively.
- **Costs for 2024 are as follows:** Total annual expenses are VND 289.7 billion (*including cost of goods sold and reversal of provision for capital contribution to subsidiaries*), equal to 88.8% compared to year 2023 and achieving 92.9% of the plan. The cost structure in 2024 includes 82% cost of goods sold, 18% selling expense and administrative expenses, and other insignificant expenses.

## 2. Some other achievements

- Customer service quality has been constantly improved:
  - Customer care switchboard connection index: 95.2%, exceeding the 80% threshold as prescribed by the Ministry of Information and Communications.
  - VNTT-related incident-handling rate reached 100%. The rate of on-time handling incidents of corporate customers as committed reached 99.2%..
  - Satisfaction level with service quality: 92%, up from 85% in 2023.
- For the 6th consecutive year, VNTT has been honored in the Top 10 prestigious Technology Companies, continuing to increase VNTT's image and brand in the market, in the awareness of customers and investors.
- For the first time, VNTT was honored in the Top 10 large-scale public companies on UPCoM for good information disclosure and transparency in 2023-2024. The award is a testament to proves VNTT's satisfaction to the criteria related to corporate governance, information disclosure and transparency in the period of 2023-2024, committing that VNTT always upholds compliance with the law and responsibility towards relevant parties.
- The Orion Food Vina smart factory project developed and implemented by Becamex IDC and VNTT was selected as a typical national digital transformation project. At the Government headquarters, in the program to welcome the National Digital Transformation Day 2024, the General Director of OrionVina Food Company Limited highly appreciated the smart factory solution developed by Becamex IDC





and VNTT, with state-of-art architecture, full and smart functions, meeting international standards and reasonable costs.

- Combining intrinsic factors with benefits from the IT industry's situation and prospects, TTN's stock price increased sharply in 2024, increasing TTN's market capitalization up 2.6 times to VND 760 billion..

## **II. INVESTMENT IN BASIC CONSTRUCTION PROCUREMENT IN 2024**

Total investment value in 2024 (*including investment in property procurement and basic construction*) reaches **34.0 billion VND**. Of which:

- Investment in installation and renovation of telecommunications infrastructure in industrial parks ("IPs")/residential areas: 19.3 billion VND, accounting for 56.7%.
- Procurement assets being real estates to expand transaction points to serve business development needs: VND 9.2 billion, accounting for 27.0%.
- Investment in PowerProtect DD6900 system to deploy data storage services for customers installed at VNTT Data Center: 3.0 billion VND, accounting for 8.8%.
- Investment in upgrading Azure Stack HCI system storage system: 1.4 billion VND, accounting for 4.2%.
- Investment in equipment and upgrading of computer rooms at POPs: 0.6 billion VND, accounting for 1.6%.

## **III. BUSINESS PLAN 2025**

### **1. Forecast of business environment in 2025**

- The global economy still faces many risks and challenges such as geopolitical conflicts and tensions, weak global supply chains due to geopolitical instability, supply shortages, inflation that is cooling down but still high, risks of rising interest rates and exchange rate fluctuations. In addition, the new economic policies of the US President Donald Trump administration are expected to have a deeper impact on the world economic situation in general and many countries, including Vietnam.
- For Vietnam, most international organizations such as the World Bank WB, Asian Development Bank ADB, Organization for Economic Cooperation and Development OECD and International Monetary Fund IMF all forecast Vietnam's growth in 2025 at 6.1% - 6.6%. Domestically, the economy is expected to continue to maintain positive growth momentum, but will face advantages and difficulties, challenges..

### **2. Orientation and business production plan for 2025**

VNTT's Management predicts that the business situation in 2025 will still face many instabilities due to the Trump administration's "America First" policy. As a young,



dynamic company providing multi-industry technology services (Telecommunications - Information Technology - MEP), VNTT has determined that in 2025 it will focus on developing the field of smart infrastructure and digital transformation to keep up with the world's development trends, specifically as follows:

- Set up POPs overseas to flexibly provide services to FDI investors.
- Build POP Quang Ngai in 2025. Design and invest in telecommunications infrastructure in VSIP Can Tho and VSIP Quang Tri. It's planned to provide telecommunications services to a number of construction contractors in Quarter 3/ 2025.
- Looking for partners to deploy 5G and solutions for smart cities/industrial parks in Binh Duong. Continue to consult and offer for sales of smart solutions to existing customers.
- Deploy smart industrial park contracts for Becamex/VSIP in Binh Duong in 2025, towards expanding to all industrial parks nationwide.
- Aim to approach and offer for sales of BecaSmart services to domestic enterprises and FDI enterprises in the wood processing and export industry.
- Deploy server infrastructure and telecommunication lines to implement the contract signed with Becamex under the project of 4 smart industrial parks.
- Integrate additional services on the available fiber optic infrastructure to increase revenue and reduce investment costs.
- Continue to negotiate with large corporations that have expressed their attention to cooperate with VNTT to build more data centers in Binh Duong on an area of about 4 hectares, with a capacity of 40 MW.
- Research and deploy solar power to reduce operating costs and develop preferential policies for VIP customers.
- Good preparation of infrastructure to meet the needs of Departments/Agencies in Binh Duong Province when implementing Resolution 57.
- Sign management, operation and maintenance contracts for all MEP works/projects in the Becamex/VSIP ecosystem.
- Plan to open 3 IT equipment retail stores in 2025 to develop the retail segment and increase VNTT brand recognition.
- Cooperate with foreign corporations with the capacity to provide advanced solutions for key projects/works in which VNTT is participating.





- Expand customer segments beyond the Becamex ecosystem by approaching FDI enterprises and large corporations with existing relationships..
- Take care of and maximize revenue from existing customers, develop customers outside the area. Take advantage of relationships with the Industrial Park Authorities, with Becamex and VSIP, with existing customers to approach customers who plan to relocate to the Industrial Park, businesses with orientation/policy of applying technology to reduce energy consumption, green development, sustainability, businesses with large budgets for technology expenditure, customers with other needs that VNTT can meet.
- Continuously update market situation and competitors. Maintain appropriate flexible pricing policy to increase competitive advantage and retain customers..
- Strengthen marketing communication activities to increase brand awareness (ICT, Smart) for customers in Binh Duong Industrial Park, Binh Duong Departments and Branches and Customers in Ho Chi Minh City area.
- Continue to improve the Procurement Department and Solution Design Department to ensure accuracy in budgeting, optimize costs and quality of input materials, and ensure target profit margins.
- Select personnel to participate in professional training courses, design practice certificates, supervision, etc. to improve their capacity to participate in bidding.
- Continue to build key personnel, develop human resources through training activities, have personnel available to inherit and to meet rapid development plans from 2026.
- Improve coordination process, build framework contracts, sample contracts, complete sales toolkit to enhance professionalism in sales, customer care and prevent contract risks.
- Continue to digitize business processes, apply information technology at high level to work operations in departments to increase labor productivity, minimize risks of business errors, and improve service quality.

### 3. Financial plan for 2025

No.	FINANCIAL PLAN FOR 2025				
	(Million VND)				
	Item	Parent Company		Consolidated	
		Plan 2025	% plan 2025 /implementing 2024	Plan 2025	% plan 2025 /implementing 2024



No.	FINANCIAL PLAN FOR 2025				
	(Million VND)				
	Item	Parent Company		Consolidated	
		Plan 2025	% plan 2025 /implementing 2024	Plan 2025	% plan 2025 /implementing 2024
<b>1</b>	<b>Total revenue</b>	<b>408,500</b>	<b>112.6%</b>	<b>411,000</b>	<b>112.1%</b>
a	Sales and service revenue	404,500	113.2%	407,000	112.8%
	<i>In which, Telecommunication Services</i>	210,000	105.2%	210,000	105.2%
	<i>Construction, operation, maintenance</i>	71,500	112.6%	71,500	112.6%
	<i>Data Center Services</i>	48,000	97.8%	48,000	97.8%
	<i>Smart solution</i>	40,000	1095.9%	42,500	587.8%
	<i>Retail</i>	24,000	108.7%	24,000	108.7%
	<i>Real estate</i>	11,000	56.8%	11,000	56.8%
b	Financial revenue	4,000	70.4%	4,000	67.6%
<b>2</b>	<b>Total cost</b>	<b>329,500</b>	<b>113.8%</b>	<b>332,000</b>	<b>113.4%</b>
a	Cost of goods sold	283,500	118.3%	284,000	117.8%
b	Selling expenses	19,000	105.2%	19,300	105.3%
c	General and administrative expense	28,000	84.3%	28,700	86.0%
d	Financial expense	(1,000)	72.3%	-	0.0%
	<i>In which, interest expense</i>	0	-	0	-
	<i>Reversal of loss of VNTTS subsidiary</i>	(1,000)	-	0	-
<b>3</b>	<b>Net operating profit</b>	<b>79,000</b>	<b>107.5%</b>	<b>79,000</b>	<b>106.8%</b>
<b>4</b>	<b>Other profits</b>	<b>1,000</b>	<b>48.4%</b>	<b>1,000</b>	<b>48.4%</b>
a	Other income (Other revenue)	1,500	64.8%	1,500	64.8%
b	Other costs	500	200.8%	500	200.8%
<b>5</b>	<b>Total profit before tax</b>	<b>80,000</b>	<b>105.9%</b>	<b>80,000</b>	<b>105.3%</b>
<b>6</b>	<b>Corporate income tax</b>	<b>16,000</b>	<b>105.8%</b>	<b>16,000</b>	<b>105.8%</b>
<b>8</b>	<b>Profit after tax</b>	<b>64,000</b>	<b>105.9%</b>	<b>64,000</b>	<b>104.8%</b>





#### 4. Profit distribution plan for 2025

Million VND

N o.	Item	PLAN FOR 2024		EXPECTED DISTRIBUTION IN 2024 (According to Profit after tax of Consolidated Financial Statements)		DISTRIBUTION PLAN IN 2025 (According to Profit after tax of Consolidated Financial Statements)		% Plan 2025/ Implementing 2024
		Ratio	Amount	Ratio	Amount	Ratio	Amount	
1	Profit after tax this year		39,000		61,075		64,000	104.8%
2	Profit after tax of previous year carried forward		35		35		4,208	12021.4%
3	Setting aside Development investment fund	15% Profit after tax	5,850	25% Profit after tax	15,269	30% Profit after tax	19,200	125.7%
4	Remuneratio n of Board of Directors, Board of Supervisors, Secretary of Board of Directors		800		1,250		1,300	104.0%
5	Awards for Executive Board	2% Profit after tax	780	2% Profit after tax	1,222	2% Profit after tax	1,280	104.8%
6	Setting aside Welfare fund	10% Profit after tax	3,900	10% Profit after tax	6,108	10% Profit after tax	6,400	104.8%
7	Charter capital		367,275		367,275		367,275	100.0%
8	Dividend distribution	7% Charter capital	25,709	9% Charter capital	33,055	9% Charter capital	33,055	100.0%
9	Remaining profit carried forward to next year		1,996		4,208		6,973	165.7%

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Above is the Report of General Director on the business performance results in 2024 and the business plan for 2025, which is respectfully submitted to the General Meeting of Shareholders for approval.

Best regards.

**GENERAL DIRECTOR**



**PHẠM TUAN ANH**





**REPORT ON THE ACTIVITES OF THE BOARD OF DIRECTORS IN 2024  
AND THE PLAN FOR 2025**

In accordance with the rights and obligations of the Board of Directors (“**BOD**”) specified in the Law on Enterprise 2020 and the current Charter of Vietnam Technology & Telecommunication Joint Stock Company (“**Company**” or “**VNTT**”), the Board of Directors (“**BOD**”) of the Company would like to report to the General Meeting of Shareholders (“**GMS**”) on the results of the BOD's activities in 2024 and the activity plan of the BOD for 2025 as follows:

**I. THE ACTIVITES OF THE BOARD OF DIRECTORS IN 2024**

**1. Business results in 2024**

According to the audited financial statements in 2024, the business results in 2024 of the Company are as follows:

*Unit: Million VND*

No.	Items	2024 Plan		2024 Actual		% Actual / Plan for 2024	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	360,000	365,500	365,219	369,035	101.4%	101.0%
2	Total cost	312,000	315,700	289,697	293,030	92.9%	92.8%
3	Profit before Tax	48,000	49,800	75,522	76,005	157.3%	152.6%
4	Profit after Tax	38,000	39,000	60,406	61,075	159.0%	156.6%

**2. The personnel structure of the BOD**

Term of the BOD’s members of the Company for 2022 – 2027, include 05 members:

No.	BOD members	Position
1	Mr. Duong Ngoc Hoang Vu	Chairman of BOD
2	Mr. Pham Tuan Anh	Vice Chairman of BOD cum General Director
3	Mr. Quang Van Viet Cuong	BOD’s member



4	Mr. Nguyen Ba Thuoc	BOD's member
5	Ms. Vo Thi Thanh Huong	BOD's member

In 2024, the Company has paid remuneration to the BOD, the Board of Supervisors, and the BOD's Secretary according to the Resolution of the 2024 Annual GMS No. 01/2024/NQ-DHĐCD dated April 17th, 2024, with a total amount of 800,000,000 VND.

The remuneration of each BOD's member, the salary of the General Director, and other managers is presented as a separate item in the audited financial statements in 2024, in Section VIII.2a of the explanatory note to the financial statement.

### 3. Number of the BOD's meetings in 2024

No.	BOD members	Position	Number of meetings attended by BOD	Attendance rate
1	Mr. Duong Ngoc Hoang Vu	Chairman of BOD	10/10	100%
2	Mr. Pham Tuan Anh	Vice Chairman of BOD cum General Director	10/10	100%
3	Mr. Quang Van Viet Cuong	BOD's member	10/10	100%
4	Mr. Nguyen Ba Thuoc	BOD's member	10/10	100%
5	Ms. Vo Thi Thanh Huong	BOD's member	07/10	70%

### 4. Report on the implementation of the Resolution of the 2024 Annual GMS No. 01/2024/NQ-DHĐCD dated April 17th, 2024, and the Resolutions issued by the BOD in 2024

The Company has fully implemented the contents approved by the 2024 Annual GMS No. 01/2024/NQ-DHĐCD, making dividend payments to shareholders in June of 2024, ensuring that the dividend payments are made within 6 months after the 2024 Annual GMS.

In 2024, the BOD held 10 (ten) meetings to approve resolutions focusing on resolving issues within its authority and key issues related to the Company's business operations, implementing the contents approved by the 2024 Annual GMS according to Resolution No. 01/2024/NQ-AGM dated April 17th, 2024.





No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2024/NQ-HDQT	January 11 <sup>th</sup> , 2024	- To approve the General Director's report on the business performance results in 2023 and the plan for 2024.	100%
2	02/2024/NQ-HDQT	February 19 <sup>th</sup> , 2024	<ul style="list-style-type: none"> <li>- To approve the signing and implementing agreements and transactions between the Company and organizations that are affiliated persons.</li> <li>- To approve the Plan to organize the 2024 Annual GMS of the Company.</li> </ul>	100%
3	03/2024/NQ-HDQT	March 21 <sup>st</sup> , 2024	- To approve the Company to borrow short-term, medium-term, and long-term capital, guarantee, open L/C, and other forms of credit at the Joint Stock Commercial Bank for Investment and Development of Vietnam- Binh Duong Branch to supplement working capital for regular business operations and invest in the Company's projects.	100%
4	04/2024/NQ-HDQT	March 26 <sup>th</sup> , 2024	- To approve contents and documents for the Annual GMS in 2024.	100%
5	05/2024/NQ-HDQT	March 29 <sup>th</sup> , 2024	<ul style="list-style-type: none"> <li>- To approve the Board of Members of VNTT Solutions Company Limited to dismiss Mr. Dang Thanh Tung, General Director, from date April 1<sup>st</sup>, 2024.</li> <li>- To approve the Board of Members of VNTT Solutions Company Limited to appoint Mr. Ngo Nhat Nhi to be General Director from date April 1<sup>st</sup>, 2024.</li> <li>- To change the legal representative of VNTT Solutions Company Limited.</li> </ul>	100%
6	06/2024/NQ-HDQT	May 16 <sup>th</sup> , 2024	- To approve the payment of dividends in 2023 by cash for shareholders of the Company.	100%
7	07/2024/NQ-	June 25 <sup>th</sup> ,	- To approve the selection of A&C	100%



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	HDQT	2024	Auditing and Consulting Company Limited is the auditing unit for the financial statements of the Company in 2024.	
8	08/2024/NQ-HDQT	August 21 <sup>st</sup> , 2024	<ul style="list-style-type: none"> <li>- To approve the General Director's report on the business performance results for the first 6 months of 2024 and the plan for the last 6 months of 2024.</li> <li>- To dismiss Mr. Lai Xuan Nghia, Deputy General Director, from date September 1<sup>st</sup>, 2024.</li> <li>- To appoint Mr. Nguyen Chau Thanh Hien to be Deputy General Director from date September 1<sup>st</sup>, 2024.</li> <li>- To approve the decision about adding 02 Deputy General Directors to be in charge of the business field.</li> </ul>	100%
9	09/2024/NQ-HDQT	December 23 <sup>rd</sup> , 2024	<ul style="list-style-type: none"> <li>- To approve the General Director's Report on estimated business results for 2024 and the business plan for 2025.</li> <li>- To dismiss Mr. Le Xuan Vinh, Deputy General Director, from January 2<sup>nd</sup>, 2025.</li> </ul>	100%
10	10/2024/NQ-HDQT	December 27 <sup>th</sup> , 2024	<ul style="list-style-type: none"> <li>- To approve the signing and implementing agreements and transactions between the Company and organizations that are affiliated persons.</li> </ul>	100%

The meetings and activities of the BOD have been organized and carried out in accordance with the provisions of the law and the Company's Charter. The resolutions discussed and approved at the BOD's meetings are under the rights and obligations of the BOD.

## 5. Results of supervising the General Director and Board of Management

The BOD's supervising activities regarding the General Director and the Board of Management of the Company are carried out in accordance with internal management regulations, the Company's Charter, and relevant laws. The supervising activities of the BOD regarding the General Director and the Board of Management are conducted through forms such as:





- Through the Becawork e-office software, the BOD closely monitors and supervises the Company operation, promptly captures information and provides appropriate directions, timely supports to the General Director and the Board of Management in organizing, implementing, and executing the Resolutions of the GMS, the BOD, while also supervise the activities of the General Director and the Board of Management to ensure compliance with the Company's regulations and current laws;

- The BOD evaluates the performance of the General Director and the Board of Management in operating the Company through reports, documents, and important business indicators of the Company; organizes periodic meetings to assess the operational situation, exchange and discuss important issues, and approve Resolutions of the BOD to implement and executive the Resolutions of the GMS

The General Director organized and managed the Company's business operations in accordance with the duties and powers as prescribed by law, the Company's Charter, and the internal management regulations of the Company. The General Director has fully provided information, facilitating the Board of Supervisors to access, check the financial situation and other activities of the Company.

With the achieved results, the BOD highly appreciates the executive work of the General Director and Board of Management in 2024 under the resolutions of the 2024 Annual General Meeting of Shareholders.

## 6. Report on transactions between the Company and its affiliated persons

BOD has reported the transactions between the Company and its affiliated persons in detail in the 2024 Corporate Governance Report which has been disclosed and posted on the Company's website at: <https://vnvt.com.vn/cong-bo-thong-tin/> and <https://vnvt.com.vn/bao-cau-quan-tri-cong-ty/>.

## II. THE ACTIVITIES PLAN OF THE BOARD OF DIRECTOR FOR 2025

### 1. The business plan targets for 2025

The Company's BOD agreed on the business plan targets for 2025 as follows:

*Unit: Million VND*

No.	Items	2024 Actual		2025 Plan		% 2025 Plan/ 2024 Actual	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	365,219	369,035	410,000	412,500	112.3%	111.8%
2	Total cost	289,697	293,030	330,000	332,500	113.9%	113.5%
3	Profit before Tax	75,522	76,005	80,000	80,000	105.9%	105.3%



4	Profit after Tax	60,406	61,075	64,000	64,000	105.9%	104.8%
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## 2. Plan of the Board of Directors for 2025

The BOD agrees on the direction of several key tasks to be implemented in 2025 as follows:

- Promote investment, research, and development of application platforms for digital transformation, platforms serving the application in smart city management, and smart manufacturing;
- Focus on digitizing the telecommunications infrastructure network, improving the quality of service provision, and expanding value-added services on telecommunications platforms and digital transformation services;
- Invest in building POPs abroad to enhance service quality, proactively and flexibly providing services to foreign direct investment (FDI) investors;
- Expand the telecommunications service market beyond the current system of Becamex and VSIP industrial parks;
- Continue to strengthen cooperation with partners, especially those in the telecommunications – information technology sector, and international partners to improve service quality, reputation, and the brand value of VNTT in particular as well as the value of Becamex in general;
- Implement business cooperation with foreign corporations that have the capacity to provide advanced solutions for key projects that VNTT is currently participating in and will participate in.

This is the Report of the Board of Directors on the results of the BOD's activities in 2024 and the plan for 2025. Respectfully submitted to the General Meeting of Shareholders for approval.

Best regards./.

Binh Duong, March 27<sup>th</sup>, 2025

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**DUONG NGOC HOANG VU**





*Binh Duong, March 27<sup>th</sup>, 2025*

**REPORT OF THE BOARD OF SUPERVISORS ON THE  
OPERATIONAL POSITION AND PERFORMANCE RESULTS IN  
2024**

**(For submission to the 2025 Annual General Meeting of Shareholders)**

*Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*

*Pursuant to the current Organizational and Operational Charter of Vietnam Technology & Telecommunication Joint Stock Company (VNTT);*

*Pursuant to the 2024 Financial Statements of Vietnam Technology & Vietnam Technology & Telecommunication Joint Stock Company (VNTT) audited by A&C Auditing and Consulting Company Limited;*

The Board of Supervisors would like to report to the General Meeting on the operational position and results of the Board of Supervisors in 2024 as follows::

**I. Activities of the Board of Supervisors:**

The Board of Supervisors of Vietnam Technology & Telecommunication Joint Stock Company (VNTT) for the term of 2022-2027 consists of 3 members.:

- Ms. Nguyen Thi Thuy Duong – Head of the Board;
- Mr. Nguyen Hai Hoang – Member;
- Ms. Nguyen Thi Thanh Tra – Member.

**In 2024, the Board of Supervisors met to implement the following main tasks::**

- Approve the draft Report on the operation of the Board of Supervisors in 2023 for submission to the 2024 Annual General Meeting of Shareholders.

-Evaluate the business results of the first 6 months of 2024, the financial situation as of June 30, 2024 and the public company governance of VNTT.

- Attend meetings of the Board of Directors, promptly grasp the business situation of the Company.

- Check and supervise the issuance of Resolutions and Decisions of the Board of Directors and the Board of General Directors.

- Supervise the Company's information disclosure activities to ensure compliance with regulations on information disclosure for public companies.

- The 2023 remuneration of the Board of Supervisors paid in 2024 is 195,000,000 VND, of which:
  - + *Head of the Board: 85,000,000 VND.*
  - + *Members: 55,000,000 VND/person.*

## II. Results of monitoring the Company's operations and financial position:

### 1. Regarding business results:

- *Audited financial statements data of parent company*

Unit: Billion VND

Item	Implemen ting in 2023	Year 2024		Ratio of Implemen ting 2024/plan 2024	Growth compared to 2023
		Plan	Implem enting		
Total revenue	370,3	360	365,2	101%	-1%
Total cost	326,1	312	289,7	93%	-11%
Profit before tax	44,2	48	75,5	157%	+71%
Profit after tax	35,3	38	60,4	159%	+71%

*(Source: Audited financial statements of VNTT's parent company in 2024)*

In 2024, with the Government's support policies such as promoting public investment, reducing taxes, and maintaining stable interest rates, Vietnam's economy continued to recover with GDP increasing by 7.09%. In particular, in the past year, the National Assembly passed amendments to the Land Law, the Real Estate Business Law and the Housing Law, which are expected to remove difficulties and accelerate the implementation of real estate projects especially the upcoming industrial parks and urban projects developed by Becamex and VSIP, bringing positive prospects for VNTT's business.

VNTT's core business areas continued to show positive growth in 2024. Specifically, telecommunications services made the highest contribution to the structure with revenue of VND 199.5 billion (same period: VND 180.6 billion), up 10.5% compared to 2023. At the same time, the gross profit margin of the telecommunications segment in 2024 improved to 45% from 39% in 2023, which was the main driver of VNTT's profit growth. It's followed by the Data center segment with revenue of VND 49.1 billion (2023: VND 41.5 billion), up 18% over the same period. The gross profit margin of the Data center segment in 2024 increased to 27% compared to 17% in the same period.

In particular, the construction and retail equipment operation segment revenue in 2024 was down to VND 85.6 billion from VND 122.4 billion in 2023, equivalent to a decrease of 30%. Due to the nature of construction and equipment retail, this segment's



contribution to the company's total profit is not large. According to the new orientation, VNTT focuses on promoting the segment of smart solutions provision for enterprises with revenue in 2024 reaching VND 3.7 billion.

In addition to promoting the core business of telecommunications and data centers, revenue from these two segments has achieved double-digit growth rates. VNTT's cost management in 2024 has also been well controlled, helping the entire company's efficiency grow positively compared to the revenue growth rate. Specifically, the total revenue of VNTT's parent company in 2024 reached 365.2 billion VND, completing 101% of the plan. Profit after tax of VNTT's parent company in 2024 reached 60.4 billion VND, completing 159% of the plan and growing 71% compared to 2023.

- Audited consolidated financial statements data:

Unit: Billion VND

Item	Implementing 2023	Year 2024		Ratio Implementing 2024/Plan 2024	Growth compared to 2023
		Plan	Implementing		
Total consolidated revenue	372,4	365,5	369	101%	-1%
Total consolidated cost	329,1	315,7	293	93%	-11%
Consolidated profit before tax	43,3	49,8	76	153%	+76%
Consolidated profit after tax	33,1	39	61	156%	+84%

(Source: VNTT's audited consolidated financial statements for 2024)

In 2024, after the restructuring process, the subsidiary VNTTS (VNTT owns 100% of charter capital) recorded profitable business results, helping VNTT reverse the investment provision of about VND 1.38 billion. Consolidated business results mainly reflect the business activities at the parent company VNTT. According to the audited consolidated financial statements in 2024, VNTT's total consolidated revenue reached VND 369 billion (101% of the plan) and consolidated after-tax profit reached VND 61 billion (156% of the plan, up 84% compared to 2023).).

**b. Regarding the financial situation:**

No.	VNTT parent company index	Unit	As of 31/12/2024	As of 31/12/2023
1	Asset structure and capital sources			
1.1	Current assets/Total assets	%	71	69

No.	VNTT parent company index	Unit	As of 31/12/2024	As of 31/12/2023
1.2	Non-current assets/Total assets	%	29	31
1.3	Liabilities/Equity	time	0,21	0,18
1.4	Liabilities/Total Equity	time	0,17	0,16
<b>2</b>	<b>Solvency</b>			
2.1	Current solvency = Current Assets/Current Liabilities	time	4,6	4,9
2.2	Quick solvency = (Current assets - Inventory)/Current liabilities	time	3,3	3,8
<b>3</b>	<b>Profitability ratio</b>			
3.1	Return on Equity (ROE)	%	12,6	7,9
3.2	Return on Assets (ROA)	%	10,5	6,7

*Source: Audited financial statements of VNTT's parent company in 2024*

- According to the audited financial statements of VNTT's parent company, total assets as of December 31, 2024 were VND 577.8 billion, an increase of 9% compared to the beginning of the year of VND 530.6 billion. In which, the structure of short-term and long-term assets were 71% and 29% respectively (they were 69% and 31% respectively at the beginning of the year.).

- Current and quick payment ratios at the end of 2024 reached 4.6 times and 3.3 times respectively, slightly down from the beginning of the year at 4.9 times and 3.8 times due to the company's disbursement for business and investment activities, increasing the value of year-end inventory.

- VNTT's financial situation at the end of 2024 is relatively healthy. The company has no bank loans. Cash balance and bank deposits at the end of 2024 increased to VND 194 billion compared to nearly VND 128 billion at the beginning of the year due to good management of debts and business cash flow.

- Return on equity (ROE) and Total assets (ROA) in 2024 both reached over 10%. Specifically, ROE reached 12.6% and ROA reached 10.5% compared to 2023's efficiency of 7.9% and 6.7%.

### **III. Evaluation of the Board of Directors' performance:**

- Board of Directors consists of 05 members:

No.	Members of the Board	Position
1	Mr. Duong Ngoc Hoang Vu	Chairman of the Board



No.	Members of the Board	Position
2	Mr. Pham Tuan Anh	Deputy Chairman of the Board of Directors and General Director
3	Mr. Quang Van Viet Cuong	Member of the Board
4	Mr. Nguyen Bac Thuoc	Member of the Board
5	Ms. Vo Thi Thanh Huong	Member of the Board

In 2024, the Board of Directors held 10 Board meetings and issued 10 Resolutions in accordance with the functions and tasks stipulated in the Company Charter, approving the following main contents:

- Plan to organize the 2024 Annual General Meeting of Shareholders.
- Approve the content and documents of the 2024 Annual General Meeting of Shareholders.
- Approve the policy of signing and implementing contracts and transactions between the Company and related organizations.
- Approve the Company to borrow short, medium and long-term capital, guarantee, open L/C and other forms of credit at the Joint Stock Commercial Bank for Investment and Development of Vietnam - Binh Duong Branch to supplement working capital for regular production and business activities and invest in the Company's projects.
- Approve the Board of Members of VNTTS to dismiss Mr. Dang Thanh Tung from the position of General Director from April 1, 2024 and appoint Mr. Ngo Nhat Nhi to the position of General Director of VNTTS from April 1, 2024; Change the Legal Representative of VNTTS.
- Approve the payment of 2023 dividends to shareholders.
- Approve the selection of A&C Auditing and Consulting Co., Ltd. as the auditor of the Company's financial statements in 2024.
- Approve the General Director's Report on the business performance in the first 6 months of 2024 and the Plan for the last 6 months of 2024.
- Dismiss Mr. Lai Xuan Nghia from the position of Deputy General Director of VNTT Company from September 1, 2024 and appoint Mr. Nguyen Chau Thanh Hien to the position of Deputy General Director of VNTT Company from September 1, 2024; approve the policy of supplementing 02 more Deputy General Directors to be in charge of business segments.

- Approve the General Director's Report on the estimated business performance for the whole year of 2024 and the Business Plan for 2025.
- Dismiss Mr. Le Xuan Vinh from the position of Deputy General Director of VNTT Company from January 2, 2025.

\* **Assessment:** The Board of Directors has performed its duties in accordance with the Operating Regulations, seriously implemented the contents of the Resolution of the General Meeting of Shareholders, closely monitored the implementation of production and business activities of the Board of Directors and provided timely directions and policies. The Resolutions of the Board of Directors were issued in accordance with the authority and regulations of the Enterprise Law and the Company Charter. The Company has performed well and ensured compliance with information disclosure in accordance with regulations for public companies.

#### **IV. Results of monitoring the activities of the Board of Directors:**

- The Board of Directors of the Company has successfully completed the assigned tasks and fully and promptly implemented the Resolutions and Decisions of the Board of Directors.
- Organize the implementation of tasks and operate production and business activities in 2024 in accordance with the orientation set forth by the General Meeting of Shareholders and the Board of Directors.

#### **V. Evaluation of coordination between the Board of Supervisors and the Board of Directors and the Management:**

- In 2024, the Board of Directors, the Board of Supervisors, and the Management closely coordinated in the management, supervision, and operation of the Company's operations.
- The Board of Supervisors was invited to attend Board of Directors meetings to supervise the operations of the Company's Board of Directors to ensure compliance with the provisions of law and the Company's Charter.
- The Board of Directors, the Board of General Directors, and the Company's Departments and Divisions actively coordinated and facilitated the Board of Supervisors in collecting information, documents, and records when conducting inspection and supervision.
- The company secretary performed well her role and duties in organizing meetings, receiving opinions from the Board of Supervisors in issuing Board of Directors' Resolutions in accordance with the provisions of law and the Company's Charter.

#### **VI. Result of appraising the 2024 Financial Statements:**



The Company's 2024 financial statements were prepared in accordance with current Vietnamese accounting standards and regimes and were audited by A&C Auditing and Consulting Co., Ltd. The Board of Supervisors agreed on the reported figures on the financial situation and business performance results in 2024. The above statements have reflected a fair view on the situation and results of business performance as well as the financial situation of the Company in 2024.

#### **VII. Regarding transactions with related parties:**

The Board of Supervisors agrees with the report on transactions related to members of the Board, General Director and related persons in 2024 as stated in the 2024 Corporate Governance Report which has disclosed information on transactions at the address: [https://vntt.com.vn/wp-content/uploads/VI\\_BaoCaoQuanTri\\_2024.pdf](https://vntt.com.vn/wp-content/uploads/VI_BaoCaoQuanTri_2024.pdf)

#### **VIII. Conclusion and recommendations:**

In 2024, the Board of Directors and the Management of the Company made great efforts and determination in organizing production and business activities with positive growth results, with total revenue of the parent company of VND 365.2 billion, reaching 101% of the plan and decreasing by 1% compared to the implementation in 2023. Profit after tax reached VND 60.4 billion, completing 159% of the annual plan and increasing by 71% compared to 2023. At the same time, the financial indicators of solvency and profit margins ROE, ROA of the Company have been improved and all increased compared to 2023.

- In 2024, VNTT achieved outstanding successes contributing to enhancing the Company's reputation and brand as follows:

+ *For the 6th consecutive year, VNTT has been honored in the Top 10 prestigious Vietnamese Technology Companies, continuing to increase VNTT's image and brand in the market, in the awareness of customers and investors.*

+ *For the first time, being honored in the Top 10 large-scale public companies on UPCOM with good information disclosure and transparency in 2023-2024.*

+ *The Orion Food Vina smart factory project developed and implemented by Becamex IDC and VNTT was selected as a typical national digital transformation project.*

- In addition, through the coordination and inspection of operating procedures, the Board of Supervisors also recommends that the Company continue to review and supplement/adjust procedures to suit practical conditions in order to minimize operational risks and increase business efficiency in the coming time.

Above is the content of the report of the Board of Supervisors on the operation situation of Vietnam Technology and Telecommunication Joint Stock Company in 2024, for submission to the General Meeting of Shareholders for consideration and approval.

**ON BEHALF OF BOARD OF SUPERVISORS  
HEAD OF BOARD**



**Nguyen Thi Thuy Duong**



**VIETNAM TECHNOLOGY &  
TELECOMMUNICATION JOINT  
STOCK COMPANY**

Số: 06/2025/TTr-HDQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Binh Duong, March ~~27~~<sup>28</sup><sup>th</sup>, 2025

**PROPOSAL**

*On dismissal and supplementary election of members of the Board of Directors, members of the Board of Supervisors for the term 2022 – 2027*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;*

*Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and effective from January 1st, 2021;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company which was amended and approved at the Annual General Meeting of Shareholders 2023 on April 18th, 2023,*

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the dismissal and supplementary election of members of the Board of Directors, members of the Board of Supervisors for the term 2022 – 2027 (if any) as follows:

1. Dismissal and supplementary election of members of the Board of Directors for the term 2022–2027 (if any) to ensure that the Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company consists of 05 (five) members.
2. Dismissal and supplementary election of members of the Board of Supervisors for the term 2022–2027 (if any) to ensure that the Board of Supervisors of Vietnam Technology & Telecommunication Joint Stock Company consists of 03 (three) members.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**DUONG NGOC HOANG VU**



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**VIETNAM TECHNOLOGY &  
TELECOMMUNICATION JOINT STOCK  
COMPANY**

No.: 02/2025/TTr-HDQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Binh Duong, March 22<sup>th</sup>, 2025

**PROPOSAL**

*On approval of the Report of the General Director on the business results in 2024 and the business plan for 2025*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company which was amended and approved at the Annual General Meeting of Shareholders 2023 on April 18th, 2023,*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully presents the General Meeting of Shareholders to approve the report of the General Director on the business results in 2024 and the business plan for 2025 with the following main contents:

**1. The business results in 2024**

Unit: Million VND

No.	Items	2024 Plan		2024 Actual		% Actual / Plan for 2024	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	360,000	365,500	365,219	369,035	101.4%	101.0%
2	Total cost	312,000	315,700	289,697	293,030	92.9%	92.8%
3	Profit before Tax	48,000	49,800	75,522	76,005	157.3%	152.6%
4	Profit after Tax	38,000	39,000	60,406	61,075	159.0%	156.6%

**2. The business plan for 2025**

Unit: Million VND

No.	Items	2024 Actual		2025 Plan		% 2025 Plan/ 2024 Actual	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated



1	Total revenue, other income	365,219	369,035	410,000	412,500	112.3%	111.8%
2	Total cost	289,697	293,030	330,000	332,500	113.9%	113.5%
3	Profit before Tax	75,522	76,005	80,000	80,000	105.9%	105.3%
4	Profit after Tax	60,406	61,075	64,000	64,000	105.9%	104.8%

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**DƯƠNG NGOC HOANG VU**





## PROPOSAL

*On Approval of the Profit Distribution in 2024 and the Profit Distribution Plan for 2025*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company which was amended and approved at the Annual General Meeting of Shareholders 2023 on April 18th, 2023;*

*Pursuant to Resolution No. 01/2024/NQ-DHDCD of the 2024 Annual General Meeting of Shareholders of the Company on April 17th, 2024;*

*Pursuant to the business results for the 2024 audited fiscal year and the business plan for 2025,*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully presents the General Meeting of Shareholders for approval of the Profit Distribution in 2024 and the Profit Distribution Plan for 2025 with following contents:

### 1. The Profit Distribution in 2024

*Unit: Million VND*

No.	Items	2024 Targets		2024 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after Tax in 2024		39,000		61,075
2	Retained earnings of the previous year		35		35
3	Development investment fund	15%LNST	5,850	25%LNST	15,269
4	Remuneration for BOD + Board of Supervisors + Secretary		800		1,250
5	Bonus for Board of Management	2%LNST	780	2%LNST	1,222
6	Bonus and Welfare Fund	10%LNST	3,900	10%LNST	6,108



7	Dividend distribution	7%VĐL	25,709	9%VĐL	33,055
8	Retained earnings		1,996		4,208

## 2. The Profit Distribution Plan for 2025

Unit: Million VND

No.	Items	Ratio	Amount
1	Profit after Tax		64,000
2	Retained earnings of the previous year		4,208
3	Development investment fund	30%LNST	19,200
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300
5	Bonus for Board of Management	2%LNST	1,280
6	Bonus and Welfare Fund	10%LNST	6,400
7	Dividend distribution	9%VĐL	33,055
8	Retained earnings		6,973

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN OF THE BOD



**ĐƯƠNG NGOC HOANG VU**





**VIETNAM TECHNOLOGY &  
TELECOMMUNICATION JOINT  
STOCK COMPANY**

No.: 04/2025/TTr-HĐQT

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

Binh Duong, March <sup>27<sup>th</sup></sup> 2025

**PROPOSAL**

*On Approval of the payment of remuneration of the Board of Directors, the Board of Supervisors, Secretary of the Board of Directors in 2024 and the remuneration payment plan for 2025*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company which was amended and approved at the Annual General Meeting of Shareholders 2023 on April 18th, 2023;*

*Pursuant to Resolution No. 01/2024/NQ-DHDCD of the 2024 Annual General Meeting of Shareholders of the Company on April 17th, 2024;*

*Pursuant to the business results for the 2024 audited fiscal year and the business plan for 2025,*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully presents the General Meeting of Shareholders for approval of the payment of remuneration of the Board of Directors ("**BOD**"), Board of Supervisors, the BOD's Secretary in 2024 and the remuneration payment plan for 2025 as follows:

**1. The remuneration payment for the BOD, the Board of Supervisors, the BOD's Secretary in 2024**

Approval of the payment of remuneration of BOD, the Board of Supervisors, the BOD's Secretary in 2024 are **1.250.000.000 VND**. The BOD decides the specific payment for each BOD's member, the Board of Supervisors and the BOD's Secretary.

**2. The remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025**

Under the business plan for 2025, the remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2025 are **1.300.000.000 VND**, and authorize the BOD to decide the specific payment for each member of the BOD, the Board of Supervisors and the BOD's Secretary.



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Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**DƯƠNG NGOC HOANG VU**





**VIETNAM TECHNOLOGY &  
TELECOMMUNICATION JOINT  
STOCK COMPANY**

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

No.: 05/2025/TTr-HĐQT

Binh Duong, March ...<sup>27<sup>th</sup></sup>..., 2025

**PROPOSAL**

*On Change of the registered office address and the amendment of the Charter of  
Vietnam Technology & Telecommunication Joint Stock Company*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National  
Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from  
January 1st, 2021;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock  
Company which was amended and approved at the Annual General Meeting of  
Shareholders 2023 on April 18th, 2023,*

The Board of Directors respectfully presents the General Meeting of Shareholders for  
approval of the change of the registered office address and the Charter of Vietnam  
Technology & Telecommunication Joint Stock Company ("**Company**") as follows:

**1. Approval of change of the registered office address of the Company:**

	<b>Before</b>	<b>After</b>
<b>Head office address</b>	21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam	16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot city, Binh Duong province, Vietnam

**2. Approval of the amendment of the Company's Charter and the issuance of the  
amended Charter to replace it. The amended contents of the Charter are as follows:**

<b>No.</b>	<b>Article</b>	<b>Charter 2023</b>	<b>Draft amended Charter (expected)</b>
1	Clause 4 Article 2	Registered office of the Company: - Head office address: <b>21 VSIP II, Street No. 1, Vietnam – Singapore 2 Industrial Park, Hoa Phu ward, Thu Dau Mot</b>	Registered office of the Company: - Head office address: <b>16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu ward, Thu Dau Mot</b>



		<p>city, Binh Duong province, Vietnam.</p> <ul style="list-style-type: none"> <li>- Telephone: 0274. 2220222</li> <li>- Website: www.vntt.com.vn</li> </ul>	<p>city, Binh Duong province, Vietnam.</p> <ul style="list-style-type: none"> <li>- Telephone: 0274. 2220222</li> <li>- Website: www.vntt.com.vn</li> </ul>
2	Clause 3, Article 21	<p>The election of members of the Board of Directors and the Board of Supervisors <b>must be cumulative voting</b>, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.</p>	<p>The election of members of the Board of Directors and the Board of Supervisors <b>will be cumulative voting</b>, which means a shareholder has a number of votes that is proportional to that shareholder's holding multiplied by (x) the number of members of the Board of Directors or the Board of Supervisors and a shareholder may use all or part of the votes for one or some candidates. Successful candidates shall be chosen according to the votes they receive in descending order until the number of members of the Board of Directors or the Board of Supervisors reaches the minimum number specified in the company's charter. In case 02 or more candidates receive the same number of votes for the last member of the Board of Directors or the Board of Supervisors, these candidates will undergo an additional election or be chosen according to the criteria specified in the election regulations or the Company's Charter.</p> <p><b>In the event the number of candidates equals or falls below the number of members of the Board of Directors or the Board of Supervisors to be elected, the election of members of the Board of Directors or the Board of</b></p>

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			Supervisors may be conducted either through the cumulative voting method outlined previously or through a voting method (approve, disapprove, no opinion). The approval voting rate shall adhere to the specifications delineated in Clause 2, Article 21 of the Company's Charter or Clause 8, Article 22 of the Company's Charter.
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*(Attached the amended Charter)*

3. The Board of Directors is assigned to carry out the necessary procedures for change of the registered office address of the Company in accordance with the law and the guidance of the Business Registration Office.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**DUONG NGOC HOANG VU**





**VIET NAM TECHNOLOGY & TELECOMMUNICATION JOINT  
STOCK COMPANY**

**21 VSIP II, Road No. 1, Vietnam - Singapore Industrial Park 2, Hoa Phu  
Ward, Thu Dau Mot City, Binh Duong.**

**Tel: 0274. 2220222 – Hotline: 18009400**

**Website: [www.vntt.com.vn](http://www.vntt.com.vn)**

**COMPANY CHARTER OF  
VIET NAM TECHNOLOGY & TELECOMMUNICATION  
JOINT STOCK COMPANY**

*(Amended according to Resolution No. 01/2025/NQ-DHDCD of the 2025  
Annual General Meeting of Shareholders held on April 18, 2025)*

**Binh Duong, April 18th, 2025**





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## INTRODUCTION

This Company Charter of Viet Nam Technology & Telecommunication Joint Stock Company (hereinafter referred to as “**the Company**”) is the legal basis for the operation of the Company established and operating under the Law on Enterprises, the Law on Securities and relevant legal documents. The Charter, the Company’s regulations, the Resolutions of the General Meeting of Shareholders, the Board of Directors, if validly approved in accordance with relevant legal provisions, shall be binding principles for conducting the Company’s business activities.

This Charter is approved under Resolution No. 01/2025/NQ-DHDCD of the 2025 Annual General Meeting of Shareholders held on April 18th, 2025.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Interpretation of terms

1. In this Charter, the following terms are construed as follows:
  - a. *Charter capital* means the total par value of shares sold or registered to buy when establishing a Joint Stock Company and as prescribed in Article 6 of this Charter;
  - b. *Voting capital* means the share capital, according to which the owner has the right to vote on matters under the decision-making authority of the General Meeting of Shareholders;
  - c. *Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
  - d. *Law on Securities* means Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
  - e. *Vietnam* means the Socialist Republic of Vietnam;
  - f. *Establishment date* means the date on which the Company is granted the Business Registration Certificate (Business Registration Certificate and equivalent documents) for the first time;
  - g. *The enterprise executives* mean the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company Charter;
  - h. *The Executive Board* means the General Director, Deputy General Directors, Chief Accountant and other positions appointed by the Board of Directors and determined as members of the Company's Executive Board;
  - i. *The enterprise manager* means the person who manages the company, including the Chairman of the Board of Directors, members of the Board of Directors, the





General Director and individuals holding other management positions as prescribed in the Company Charter;

- j. *Related persons* mean individuals and organizations as prescribed in Clause 46, Article 4 of the Law on Securities;
- k. *Shareholders* mean individuals and organizations that own at least one share of a joint stock company;
- l. *Founding shareholders* mean shareholders that own at least one common share and sign the list of founding shareholders of a joint stock company;
- m. *Major shareholders* mean shareholders as prescribed in Clause 18, Article 4 of the Law on Securities;
- n. *Term of operation* means the term of operation of the Company as stipulated in Article 2 of this Charter;
- o. *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.
- 2. In this Charter, references to one or more other regulations or documents include amendments, supplements or replacements.
- 3. The titles (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

## **II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, form, headquarters, branches, representative offices, business locations and term of operation of the Company**

- 1. Company name
  - Company name in Vietnamese: **Công ty Cổ phần Công nghệ & Truyền thông Việt Nam.**
  - Company name in foreign language: Viet Nam Technology & Telecommunication Joint Stock Company.
  - Abbreviated company name: VNTT
- 2. The Company is a joint stock company with legal status in accordance with the current laws of Vietnam.
- 3. Registered office of the Company:
  - Head office address: 16th Floor, WTC Tower Building, No. 1, Hung Vuong Street, Hoa Phu Ward, Thu Dau Mot City, Binh Duong Province, Vietnam.
  - Tel: 0274. 2220222

- Website: [www.vntt.com.vn](http://www.vntt.com.vn)
- 4. The Company may establish branches, representative offices and business locations in the business regions to carry out the Company's operational objectives in accordance with the decision of the Board of Directors and within the scope permitted by law.
- 5. Unless terminated in accordance with the provisions of Article 54 of this Charter, the term of operation of the Company is indefinite from the date of establishment.

### **Article 3. Legal representative of the Company**

1. The Company has one (01) legal representative. The General Director is the legal representative of the Company.
2. The rights and obligations of the legal representative shall comply with the provisions of the Law on Enterprises, the Law on Securities, other relevant legal provisions and this Charter.

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Operational objectives of the Company**

1. Operational objectives of the Company:
  - Using capital, management capacity, labor and reputation of the founders and shareholders to maximize profits for the Company with the aim to increase profits for shareholders and accumulate reinvestment to help the Company become stronger and stronger.
  - Through its business operations, the Company contributes to bringing about socio-economic efficiency, solving employment for workers, developing the locality, and actively contributing to the state budget.
2. Business lines of the Company:

No.	Business lines	Code
1	Production of Electronic components. Details: Production, assembling, importing and exporting, warranty, maintenance and trading of equipment serving the information technology, electronics, automation, telecommunications, office and civil equipment industries.	2610
2	Production of computers and computer peripherals	2620
3	Production of communication equipment	2630
4	Production of consumer electronics products	2640
5	Production of optical equipment and instruments	2670
6	Production of other electrical equipment	2790



7	Production of office machinery and equipment (except computers and computer peripherals)	2817
8	Repair of electronic and optical equipment	3313
9	Repair of electrical equipment	3314
10	Repair of other equipment	3319
11	Electricity production Details: Solar power	3511
12	Construction of residential houses	4101
13	Construction of non-residential houses	4102
14	Construction of road works	4212
15	Construction of electrical works Details: Construction of electrical works <i>((excluding trading of goods and services on the list of goods and services subject to state monopoly in the commercial sector)).</i>	4221
16	Construction of water supply and drainage works	4222
17	Construction of telecommunications and communication works	4223
18	Construction of other public works	4229
19	Construction of other civil engineering works	4299
20	Demolition	4311
21	Site preparation	4312
22	Installation of electrical systems Details: Installation of electrical systems	4321
23	Installation of water supply and drainage systems, heating and air conditioning systems	4322
24	Installation of other construction systems. Details: Installation and maintenance of telecommunications, information technology and automation works; Fire prevention and fighting works; Electronic works.	4329
25	Completing construction works	4330
26	Other specialized construction activities	4390
27	Agency, brokerage, auction of goods. Details: Commission agency services <i>(excluding goods not committed under the WTO Schedules of commitments and goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights).</i>	4610
28	Wholesale of other household appliances. Details: <i>Excluding goods not committed under the WTO Schedules of commitments</i>	4649

29	<p>Wholesale of computers, peripherals and software.</p> <p>Details: Wholesale of computers, peripherals and software <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights)</i>.</p>	4651
30	<p>Wholesale of electronic and telecommunications equipment and components.</p> <p>Details: Wholesale of electronic and telecommunications equipment and components <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights)</i>.</p>	4652
31	<p>Wholesale of other machinery, equipment and spare parts.</p> <p>Details: Wholesale of other machinery, equipment and spare parts <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights)</i>.</p>	4659
32	<p>Wholesale of other construction materials and installation equipment.</p> <p>Details: Wholesale of construction materials (except for inland waterway port activities)</p>	4663
33	<p>General wholesale</p> <p>Details: Implementing the right to distribute and wholesale goods according to the provisions of law <i>(excluding goods not committed under the WTO Schedules of commitments and goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights)</i>.</p>	4690
34	<p>Retail of computers, peripherals, software and telecommunications equipment in specialized stores.</p> <p>Details: Retail of computers, peripherals, software and telecommunications equipment in specialized stores <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not</i></p>	4741



	<i>allowed to exercise export rights, import rights, and distribution rights).</i>	
35	Retail of audio-visual equipment in specialized stores. Details: Retail of audio-visual equipment in specialized stores <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights).</i>	4742
36	Retail of household electrical appliances, beds, wardrobes, tables, chairs and similar furniture, lamps and electric lighting fixtures, other household appliances not elsewhere classified in specialized stores	4759
37	Software publishing Details: Software publishing <i>(excluding activities of implementing export rights, import rights, and distribution rights for goods on the List of goods that foreign investors and foreign-invested economic organizations are not allowed to exercise export rights, import rights, and distribution rights).</i>	5820
38	Television activities	6021
39	Cable, satellite and other subscription programs	6022
40	Wired telecommunications activities Details: Telecommunication services	6110
41	Wireless telecommunications activities	6120
42	Satellite telecommunications activities	6130
43	Other telecommunications activities	6190
44	Computer programming	6201
45	Computer consulting and computer system management. Details: Providing consulting services on technology transfer in the field of telecommunications and information technology.	6202
46	<b>Information technology services and other services related to computers.</b> Details: Information technology services and system integration.	<b>6209 (main)</b>
47	Data processing, leasing and related activities	6311
48	Information portal	6312
49	News agency activities	6391
50	Other information services not elsewhere classified	6399
51	Reading in real estate, land use rights owned, used or leased. Details: Buying and selling houses and land use rights for residential purposes; Buying and selling houses and land use rights	6810



	for non-residential purposes; Leasing, operating, managing houses and land for residential purposes; Leasing, operating, managing houses and land for non-residential purposes; Management and operation of buildings and apartments; Other real estate business. <i>(Excluding activities in industries and professions that have not yet had market access for foreign investors).</i>	
52	Related architectural and technical consulting activities. Details: Surveying and consulting on telecommunications, information technology and automation works; Electrical and electronic works; Refrigeration works; Water supply and drainage works; Fire prevention and fighting works.	7110
53	Specialized design activities	7410
54	Leasing motor vehicle	7710
55	Leasing machinery, equipment and other tangible items without operators.	7730
56	General support services	8110
57	General cleaning of houses	8121
58	Industrial cleaning and specialized works Details: Cleaning of houses and other works	8129
59	Landscape care and maintenance services	8130
60	General office administrative services	8211
61	Other education not elsewhere classified. Details: Training on technology transfer in the field of telecommunications and information technology.	8559
62	Education support services	8560
63	Computer and peripheral repair	9511
64	Communication equipment repair	9512

The Company's business lines may be supplemented or reduced depending on the actual operating situation of the Company and decided by the General Meeting of Shareholders.

#### **Article 5. Scope of business and operations of the Company**

The Company is permitted to conduct business activities according to the business lines specified in this Charter that have been registered, notified of changes in registration content with the business registration authority and announced on the National Business Registration Portal. In case the Company conducts business in conditional investment and business lines, the Company shall satisfy all business conditions according to the provisions of the Law on Investment and relevant specialized laws.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter capital, shares, founding shareholders**



1. The Company's charter capital is **367,275,000,000 VND** (*Three hundred and sixty-seven billion two hundred and seventy-five million Vietnamese dong*).

The total charter capital of the Company is divided into 36,727,500 shares with a par value of 10,000 VND /share.

2. The Company may change its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
3. The Company's shares on the date of approval of this Charter include common shares. The rights and obligations of shareholders are stipulated in Articles 12 and 13 of this Charter.
4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.
5. Name, address, number of shares and other information about founding shareholders as prescribed by the Law on Enterprises.

Common shares shall be offered to existing shareholders in proportion to their ownership of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not register to buy in full shall be decided by the Board of Directors of the Company. The Board of Directors may distribute such shares to shareholders and others with conditions no more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders.

6. The Company may purchase shares issued by the Company itself in the manner prescribed in this Charter and current laws.
7. The Company may issue other types of securities in accordance with the provisions of law.

#### **Article 7. Stock certificates**

1. Shareholders of the Company shall be issued stock certificates corresponding to the number of shares and types of shares owned.
2. Stocks are securities that confirm the legal rights and interests of the owners to a portion of the issuing organization's equity. Stocks shall have all the contents prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 30 days from the date of submission of a complete application for transfer of share ownership as prescribed by the Company or within 30 days from the date of full payment for the purchase of shares as prescribed in the Company's stock issuance plan (or another period as prescribed in the issuance terms), the owner of the shares shall be issued a stock certificate. The owner of the shares shall not have to pay the Company for the cost of printing the stock certificate.

4. In case the stocks are lost, damaged or otherwise destroyed, the shareholder's stocks shall be reissued by the Company upon the shareholder's request. The shareholder's request shall include the following contents:
  - a. Information about stocks that have been lost, damaged or destroyed in other forms;
  - b. Commitment to take responsibility for disputes arising from the reissuance of new stocks.

#### **Article 8. Other securities certificates**

Bond certificates or other securities certificates issued by the Company shall be signed by the legal representative and bears the Company's seal.

#### **Article 9. Transfer of shares**

1. All shares are freely transferable unless otherwise provided by this Charter and the law. Listed shares and shares registered for trading on the Stock Exchange are transferred in accordance with the provisions of the Law on Securities and the securities market.
2. Shares that have not been fully paid for shall not be transferred and shall enjoy related rights such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered stocks and other rights as prescribed by law.

#### **Article 10. Revocation of shares (in the case of registering to establish an enterprise)**

1. In case a shareholder fails to fully and on time pay the amount payable to purchase stocks, the Board of Directors shall notify and have the right to request such shareholder to pay the remaining amount and be responsible for the total par value of the shares registered to purchase for the Company's financial obligations arising from failure to pay in full.
2. The above payment notice shall clearly state the new payment period (at least 07 days from the date of sending the notice), the payment location and the notice shall clearly state that the unpaid shares shall be revoked in case of failure to pay as required.
3. The Board of Directors has the right to revoke the shares that have not been paid in full and on time in case the requirements in the above notice are not implemented.
4. The revoked shares are considered shares that are entitled to be offered for sale as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly conduct or authorize the sale or redistribution under the conditions and methods that the Board of Directors deems appropriate.



5. Shareholders holding revoked shares shall give up their shareholder status with respect to those shares, but shall still be responsible for the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of revocation according to the decision of the Board of Directors from the date of revocation until the date of actual payment. The Board of Directors has full authority to decide on the compulsory payment of the entire value of the stocks at the time of revocation.
6. The notice of revocation shall be sent to the holders of revoked shares before the date of revocation. The revocation shall remain effective even in the event of errors or negligence in sending the notice.

## **V. ORGANIZATIONAL STRUCTURE, ADMINISTRATION AND CONTROL**

### **Article 11. Organizational structure, administration and control**

The organizational structure, administration and control of the Company includes:

1. General Meeting of Shareholders
2. Board of Directors
3. Supervisory Board
4. General Director.

## **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of shareholders**

1. Common shareholders have the following rights:
  - a. Attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or in other forms prescribed by the Company Charter or the law. Each common share has one vote;
  - b. Receive dividends at the rate decided by the General Meeting of Shareholders;
  - c. Have priority in purchasing new shares corresponding to the ratio of common shares owned by each shareholder in the Company;
  - d. Freely transfer their shares to others, except in the cases prescribed in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;
  - e. Review, look up and extract information about the names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information;
  - f. Review, look up, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and Resolutions of the General Meeting of Shareholders;

- g. Receive a portion of the remaining assets corresponding to the percentage of shares owned in the Company when the Company is dissolved or bankrupt;
  - h. Request the Company to repurchase shares in the cases specified in Article 132 of the Law on Enterprises;
  - i. Be treated equally. Each share of the same type gives the shareholder equal rights, obligations and interests. In case the Company has preferred shares, the rights and obligations attached to the preferred shares shall be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
  - j. Have full access to periodic information and extraordinary information published by the Company in accordance with the provisions of law;
  - k. Have their legitimate rights and interests protected; propose to suspend or cancel resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the provisions of the Law on Enterprises;
  - l. Other rights as prescribed by law and this Charter.
2. Shareholders or groups of shareholders owning 5% or more of the total number of common shares shall have the following rights:
- a. Request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;
  - b. Review, look up, and extract the minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Supervisory Board, contracts, transactions that shall be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company;
  - c. Request the Supervisory Board to inspect each specific issue related to the management and operation of the Company when deemed necessary. The request shall be in writing and include the following contents: full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders; number of shares and time of share registration of each shareholder, total number of shares of the group of shareholders and ownership ratio in the total number of shares of the Company; issues to be inspected, purpose of inspection;
  - d. Propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and sent to the Company at least 03 working days before the opening date. The proposal shall clearly state the name of



the shareholder, the number of shares of each type of the shareholder, the issues proposed to be included in the agenda;

- e. Other rights as prescribed by law and this Charter.
- 3. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:
  - a. Common shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board shall notify the shareholders attending the meeting of the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors and the Supervisory Board, the shareholders or groups of shareholders specified in this clause shall have the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board and other shareholders.

### **Article 13. Obligations of shareholders**

Common shareholders have the following obligations:

- 1. Pay in full and on time the number of shares committed to be purchased.
- 2. Not withdraw the capital contributed by common shares from the Company in any form, except in cases where the Company or another person buys back the shares. In case a shareholder withdraws part or all of the contributed capital contrary to the provisions of this clause, such shareholder and the person with related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages that occur.
- 3. Comply with the Company's Charter and the Company's Internal Management Regulations.
- 4. Comply with the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
- 5. Keep confidential the information provided by the Company in accordance with the provisions of the Company's Charter and the law; use the information provided only to exercise and protect one's legitimate rights and interests; It is strictly forbidden to



disseminate or copy or send information provided by the Company to other organizations or individuals.

6. Attend the General Meeting of Shareholders and exercise voting rights through the following forms:
  - a. Attend and vote directly at the meeting;
  - b. Authorize other individuals or organizations to attend and vote at the meeting;
  - c. Attend and vote via online conference, electronic voting or other electronic forms;
  - d. Send voting ballots to the meeting via mail or email;
  - e. Send voting ballots by other means as prescribed in the Company's Charter.
7. Be personally responsible when performing one of the following acts in the name of the Company in any form:
  - a. Violate the law;
  - b. Conduct business and other transactions for personal gain or to serve the interests of other organizations or individuals;
  - c. Pay debts that have not yet matured due to financial risks to the Company.
8. Fulfill other obligations as prescribed by current laws.

#### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the highest decision-making body of the Company. The General Meeting of Shareholders shall meet annually once a year and within four (04) months from the end of the fiscal year. The Board of Directors shall decide to extend the annual General Meeting of Shareholders if necessary, but not more than six (06) months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and shall be in the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company's Charter, especially the adoption of the audited annual financial statements. In case the Audit Report of the Company's annual financial statements contains material exceptions, contrary audit opinions or rejections, the Company shall invite a representative of the approved auditing firm to audit the Company's financial statements to attend the Annual General Meeting of Shareholders and the representative of the above approved auditing firm is responsible for attending the Annual General Meeting of Shareholders of the Company.



3. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the benefit of the Company;
  - b. The number of remaining members of the Board of Directors and the Supervisory Board is less than the minimum number of members as prescribed by law;
  - c. At the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; The request to convene a meeting of the General Meeting of Shareholders shall be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the request shall be made in multiple copies and shall include sufficient signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter.
4. Convening an extraordinary meeting of the General Meeting of Shareholders
  - a. The Board of Directors shall convene a meeting of the General Meeting of Shareholders within 30 days from the date the number of members of the Board of Directors, independent members of the Board of Directors or members of the Supervisory Board remaining as prescribed in Point b, Clause 3 of this Article or from the date of receipt of the request prescribed in Point c and Point d, Clause 3 of this Article;
  - b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, within the next 30 days, the Supervisory Board shall replace the Board of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;
  - c. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholders or groups of shareholders as prescribed in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises;

All expenses for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
  - d. Procedures for organizing the General Meeting of Shareholders shall be as prescribed in Clause 5, Article 140 of the Law on Enterprises and relevant provisions of the law on securities.


## **Article 15. Rights and obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:
  - a. Approve the development orientation of the Company;
  - b. Decide on the types of shares and the total number of shares of each type that are entitled to be offered for sale; decide on the annual dividend rate for each type of shares;
  - c. Elect, dismiss, and remove members of the Board of Directors and members of the Supervisory Board;
  - d. Decide to invest or sell assets worth 35% or more of the total asset value recorded in the Company's most recent financial report.
  - e. Decide to amend and supplement the Company's Charter;
  - f. Approve the annual financial report;
  - g. Decide to repurchase more than 10% of the total number of shares sold of each type;
  - h. Consider and handle violations by members of the Board of Directors and members of the Supervisory Board that cause damage to the Company and its shareholders;
  - i. Decide to reorganize or dissolve the Company;
  - j. Decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - k. Approve the Internal Governance Regulations; Operational Regulations of the Board of Directors and the Supervisory Board;
  - l. Approve the list of approved auditing firms; decide on the approved auditing firm to conduct inspections of the Company's operations, and dismiss approved auditors when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
2. The General Meeting of Shareholders shall discuss and approve the following issues:
  - a. The Company's annual business plan;
  - b. Audited annual financial statements;
  - c. Report of the Board of Directors on the management and performance of the Board of Directors and each member of the Board of Directors;
  - d. Report of the Supervisory Board on the Company's business results, the performance of the Board of Directors and the General Director;



- e. Self-assessment report on the performance of the Supervisory Board and its members;
  - f. Dividend level for each share of each type;
  - g. Number of members of the Board of Directors and the Supervisory Board;
  - h. Election, dismissal, removal from office of members of the Board of Directors and the Supervisory Board;
  - i. Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Supervisory Board;
  - j. Approving the list of approved auditing firms; deciding on the approved auditing firm to conduct audits of the company's operations when deemed necessary;
  - k. Supplementing and amending the Company Charter;
  - l. Types of shares and number of newly issued shares for each type of shares and the transfer of shares by founding members within the first 03 years from the date of establishment;
  - m. Dividing, separating, consolidating, merging or converting the Company;
  - n. Reorganizing and dissolving (liquidating) the Company and appointing a liquidator;
  - o. Deciding to invest or sell assets with a value of 35% or more of the total value of assets recorded in the Company's most recent Financial Statements;
  - p. Deciding to repurchase more than 10% of the total number of shares sold of each type;
  - q. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial report;
  - r. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - s. Approving the Internal Governance Regulations; the Operational Regulations of the Board of Directors, the Operational Regulations of the Supervisory Board;
  - t. Other issues as prescribed by law and this Charter.
3. All resolutions and issues included in the meeting agenda shall be discussed and voted on at the General Meeting of Shareholders.

**Article 16. Authorization to attend the General Meeting of Shareholders**

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1. Shareholders and authorized representatives of institutional shareholders may directly attend the meeting or authorize one or more individuals or organizations to attend the meeting or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Law on Enterprises. In case there is more than one authorized representative appointed, the Shareholder shall specifically determine the number of shares and votes of each authorized representative. In case the Shareholder does not determine the corresponding number of shares for each authorized representative, the number of shares shall be divided equally among all authorized representatives. The number of authorized representatives of an institutional shareholder is determined as follows: An institutional shareholder owning less than 10% of the total number of common shares is authorized to a maximum of one (01) representative; from 10% to less than 30% of the total number of common shares is authorized to a maximum of two (02) representatives; from 30% to less than 40% of the total number of common shares is authorized to a maximum of three (03) representatives; from 40% to less than 50% of the total number of common shares is authorized to a maximum of four (04) representatives; from 50% to less than 60% of the total number of common shares is authorized to a maximum of five (05) representatives; from 60% to less than 70% of the total number of common shares is authorized to a maximum of six (06) representatives; from 70% to less than 80% of the total number of common shares is authorized to a maximum of seven (07) representatives; from 80% to less than 90% of the total number of common shares is authorized to a maximum of eight (08) representatives.
  2. The authorization for individuals or organizations to attend the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be made in writing. The Power of Attorney is made in accordance with the provisions of the civil law and shall clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of the authorization, the scope of authorization, the duration of authorization, and the signatures of the Principal and the Attorney.

The Attorney attending the General Meeting of Shareholders shall submit the Power of Attorney when registering to attend the meeting. In case of re-authorization, the meeting attendee shall also present the original Power of Attorney of the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).
  3. The voting ballot of the Attorney attending the meeting within the scope of authorization remains valid when one of the following cases occurs, except in the following cases:
    - a. The Principal is dead, has limited civil act capacity or has lost civil act capacity;



- b. The Principal has revoked the authorization appointment;
- c. The Principal has revoked the authority of the person performing the authorization.

This provision shall not apply in the event that the Company receives notice of one of the above events before the opening of the General Meeting of Shareholders or before the meeting is reconvened.

#### **Article 17. Change of rights**

1. The change or cancellation of special rights attached to a type of preferred shares shall be effective when approved by shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting. A resolution of the General Meeting of Shareholders on the content that adversely changes the rights and obligations of shareholders owning preferred shares shall only be passed if approved by the number of preferred shareholders of the same type attending the meeting owning 75% or more of the total number of preferred shares of that type or approved by the preferred shareholders of the same type owning 75% or more of the total number of preferred shares of that type in the case of passing the resolution in the form of obtaining written opinions.
2. The organization of a meeting of shareholders holding a type of preferred shares to approve the above-mentioned change of rights is only valid when there are at least 02 shareholders (or their authorized representatives) and holding at least 1/3 of the par value of the issued shares of that type. In case there are not enough quorum as mentioned above, the meeting shall be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives are considered to have sufficient number of quorum. At the meetings of shareholders holding the above-mentioned preferred shares, the holders of shares of that type present in person or through representatives may request a secret ballot. Each share of the same type has equal voting rights at the above-mentioned meetings.
3. The procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise provided by the terms of issue of shares, the special rights attached to the types of shares with preferential rights in respect of some or all matters relating to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and notice of invitation to the General Meeting of Shareholders**

1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene the extraordinary

General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter.

2. In addition to the tasks required by the Law on Securities, the person convening the General Meeting of Shareholders shall perform the following tasks:
  - a. Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no later than 10 days before the date of sending the notice of invitation to the General Meeting of Shareholders. The Company shall disclose information on the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the last registration date;
  - b. Prepare the agenda and content of the meeting;
  - c. Prepare documents for the meeting;
  - d. Draft resolutions of the General Meeting of Shareholders according to the expected content of the meeting;
  - e. Determine the time and place of the meeting;
  - f. Notify and send notices of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;
  - g. Other tasks serving the meeting.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by any method that ensures it reaches the contact address of the shareholders, and at the same time be announced on the Company's website and the State Securities Commission, the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the General Meeting of Shareholders shall send the notice of invitation to all shareholders named in the List of shareholders entitled to attend the meeting at least 21 days before the opening date of the meeting (calculated from the date the notice is sent or transferred in a valid manner). The agenda of the General Meeting of Shareholders and documents related to the issues to be voted on at the meeting shall be posted on the Company's website. In case the documents are not sent with the notice of the General Meeting of Shareholders, the notice of invitation to the meeting shall clearly state the link to all meeting documents for shareholders to access, including:
  - a. Meeting agenda, documents used in the meeting;
  - b. List and detailed information of candidates in case of election of members of the Board of Directors, members of the Supervisory Board;
  - c. Voting ballots;

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- d. Draft resolutions for each issue in the meeting agenda.
4. Shareholders or groups of shareholders as prescribed in Clause 2, Article 12 of this Charter have the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal shall be in writing and be sent to the Company at least 03 working days before the opening date of the meeting. The proposal shall clearly state the name of the shareholder, the number of each type of shares of the shareholder, and the proposed issue to be included in the meeting agenda.
5. The person convening the General Meeting of Shareholders has the right to reject the proposal specified in Clause 4 of this Article if it falls under one of the following cases:
  - a. The proposal is not sent in accordance with the provisions of Clause 4 of this Article;
  - b. At the time of the proposal, the shareholders or groups of shareholders do not hold 5% or more of the common shares as prescribed in Clause 2, Article 12 of this Charter;
  - c. The proposed issue is not within the scope of the decision-making authority of the General Meeting of Shareholders;
  - d. Other cases as prescribed by law and this Charter.
6. The person convening the General Meeting of Shareholders shall accept and include the proposal specified in Clause 4 of this Article in the proposed agenda and content of the meeting, except for the case specified in Clause 5 of this Article; The proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for holding a General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. In case the first meeting does not meet the conditions for holding the meeting as prescribed in Clause 1 of this Article, the notice of invitation to the second meeting shall be sent within 30 days from the date of the first meeting. The second General Meeting of Shareholders shall be held when the number of shareholders attending the meeting represents 33% or more of the total number of votes.
3. In case the second meeting does not meet the conditions for holding the meeting as prescribed in Clause 2 of this Article, the notice of invitation to the third meeting shall be sent within 20 days from the intended date of the second meeting. The third

General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the meeting.

**Article 20. Procedures for conducting meeting and voting at the General Meeting of Shareholders**

1. Before opening the meeting, the Company shall carry out the procedure for registering shareholders and carry out the registration until all shareholders entitled to attend the meeting are present and registered in the following order:
  - a. When registering shareholders, the Company shall issue a voting ballot to each shareholder or authorized representative with voting rights, on which is recorded the registration number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by voting in favor, against, and without opinion. At the General Meeting, the number of ballots in favor of the resolution shall be collected first, the number of ballots against the resolution shall be collected later, and finally the total number of votes in favor or against shall be counted to come up with a decision. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting. The meeting shall elect those responsible for counting votes or supervising the vote counting process at the request of the Chairperson. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the request of the Chairperson;
  - b. Shareholders, authorized representatives of institutional shareholders or authorized persons who arrive after the meeting has opened shall have the right to register immediately and shall then have the right to participate and vote at the meeting immediately after registration. The Chairperson shall not be responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents shall remain unchanged.
2. The election of the Chairperson, Secretary and vote counting committee shall be regulated as follows:
  - a. The Chairman of the Board of Directors shall chair or authorize another member of the Board of Directors to chair the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to chair the meeting according to the majority principle. In case no one can be elected as the chairperson, the Head of the Supervisory Board shall direct the General Meeting of Shareholders to elect the chairperson from among the meeting attendees and the person with the highest number of votes shall be the chairperson;





- b. Except for the case specified in Point a of this Clause, the person who signs the meeting summons shall direct the General Meeting of Shareholders to elect the chairperson and the person with the highest number of votes shall be the chairperson;
  - c. The chairperson shall appoint one or several persons to act as meeting secretaries;
  - d. The General Meeting of Shareholders shall elect one or several persons to the vote counting committee upon the request of the meeting chairperson.
3. The agenda and content of the meeting shall be approved by the General Meeting of Shareholders in the opening session. The agenda shall clearly and specifically specify the time for each issue in the meeting agenda.
  4. The Chairperson of the General Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.
    - a. Arrange seating at the meeting location of the General Meeting of Shareholders;
    - b. Ensure safety for everyone present at the meeting locations;
    - c. Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has the full right to change the above measures and apply all necessary measures. The measures applied may be to issue admission tickets or use other forms of selection.
  5. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting is conducted by voting in favor, against and without opinion. The vote counting results are announced by the Chairperson immediately before the closing of the meeting.
  6. Shareholders or authorized persons who arrive after the meeting has opened may still register and have the right to vote immediately after registration; in this case, the validity of the previously voted contents shall remain unchanged.
  7. The convener or chairperson of the General Meeting of Shareholders has the following rights:
    - a. Request all attendees to be subject to inspection or other legal and reasonable security measures;
    - b. Request the competent authority to maintain order at the meeting; expel those who do not comply with the chairperson's authority, intentionally disrupt the order, prevent the normal progress of the meeting or do not comply with security inspection requirements from the General Meeting of Shareholders.



8. The chairperson has the right to postpone the General Meeting of Shareholders with a sufficient number of registered attendees for no more than 03 working days from the date of the scheduled opening of the meeting and may only postpone the meeting or change the meeting location in the following cases:
  - a. The meeting location does not have enough convenient seats for all attendees;
  - b. The means of communication at the meeting location do not ensure that shareholders attending the meeting can participate, discuss and vote;
  - c. There are attendees who obstruct or disrupt the meeting, causing a risk of making the meeting not be conducted fairly and legally.
9. In case the chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to chair the meeting until its conclusion; all resolutions passed at that meeting shall be effective.
10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders attend and vote by electronic voting or other electronic forms as prescribed in Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree No. 155/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 21. Conditions for the Resolution of the General Meeting of Shareholders to be passed**

1. The Resolution on the following content shall be passed if it is approved by the number of shareholders representing 65% or more of the total number of votes of all shareholders attending and voting at the meeting, except for the cases specified in Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.
  - a. Type of shares and total number of shares of each type;
  - b. Change of business lines and fields;
  - c. Change of the Company's management structure;
  - d. Investment projects or sale of assets with a value of 35% or more of the total value of assets recorded in the Company's most recent financial statements;
  - e. Reorganization and dissolution of the Company;
  - f. Other matters as prescribed by the Company's Charter.
2. Resolutions are passed when approved by shareholders holding more than 50% of the total number of votes of all shareholders attending and voting at the meeting,

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except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Voting to elect members of the Board of Directors and the Supervisory Board will be cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Directors or the Supervisory Board and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Supervisory Board are determined by the number of votes counted from high to low, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is sufficient. In case there are 02 or more candidates receiving the same number of votes for the final member of the Board of Directors or the Supervisory Board, a re-election shall be held among the candidates with the same number of votes or selection shall be made according to the criteria specified in the election regulations or the Company Charter.

In the event the number of candidates equals or falls below the number of members of the Board of Directors or the Board of Supervisors to be elected, the election of members of the Board of Directors or the Board of Supervisors may be conducted either through the cumulative voting method outlined previously or through a voting method (approve, disapprove, no opinion). The approval voting rate shall adhere to the specifications delineated in Clause 2, Article 21 of the Company's Charter or Clause 8, Article 22 of the Company's Charter.

4. Resolutions of the General Meeting of Shareholders passed by 100% of the total number of voting shares are legal and effective even if the order and procedures for convening the meeting and passing the resolution violate the provisions of the Law on Enterprises and the Company Charter.

**Article 22. Authority and procedures for obtaining written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders**

The authority and procedures for obtaining written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to obtain written opinions from shareholders to pass Resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including but not limited to the following issues:
  - a. Amending and supplementing the contents of the Company Charter;
  - b. Orientation of the Company's development;
  - c. Types of shares and total number of shares of each type;

- d. Election, dismissal, removal of members of the Board of Directors and the Supervisory Board;
  - e. Decision to invest or sell assets with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements;
  - f. Reorganization, dissolution of the Company;
  - g. The Company signs contracts and transactions with the entities specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets recorded in the most recent financial statements;
  - h. Approving transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - i. Other matters decided by the Board of Directors.
2. The Board of Directors shall prepare ballots, draft resolutions of the General Meeting of Shareholders, documents explaining the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for returning ballots. The requirements and methods for sending ballots and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of this Charter.
3. The ballot shall contain the following main contents:
- a. Name, head office address, enterprise code;
  - b. Purpose of collecting opinion;
  - c. Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders or full name, contact address, nationality, legal document number of the individual for the representative of the institutional shareholder; number of shares of each type and number of votes of the shareholder;
  - d. Issues requiring opinion to pass the decision;
  - e. Voting options including voting in favor, against, and without opinion for each issue to be voted on;
  - f. Deadline for sending the completed ballots to the Company;
  - g. Full name, signature of the Chairman of the Board of Directors.
4. Shareholders may send their completed ballots to the Company by mail or email in accordance with the following provisions:



- a. In case of sending by mail, the completed ballots shall be signed by the individual shareholder, the authorized representative or the legal representative of the institutional shareholder. The ballots sent to the Company shall be placed in a sealed envelope and no one is allowed to open them before the vote counting;
  - b. In case of email, the ballots sent to the Company shall be kept confidential until the time of vote counting;
  - c. The ballots sent to the Company after the deadline specified in the ballot content or opened in the case of sending by mail and disclosed in the case of sending via email are invalid. The ballots that are not returned are considered to be non-voting ballot.
5. The Board of Directors shall count the votes and prepare vote counting minutes under the witness of the Supervisory Board or of shareholders who do not hold management positions in the Company. The vote counting record shall contain the following main contents:
- a. Name, head office address, enterprise code;
  - b. Purpose and issues requiring opinions to pass the resolution;
  - c. Number of shareholders with total number of votes participated in the voting process, in which the number of valid votes and invalid votes are distinguished and the method of sending the votes, with an appendix of the list of shareholders participating in the voting process;
  - d. Total number of votes in favor, against, and without opinion for each issue;
  - e. Issues passed and corresponding percentage of votes passed;
  - f. Full name, signature of the Chairman of the Board of Directors, the vote counter and the vote counting supervisor.

The members of the Board of Directors, the person in charge of vote counting and the vote counting supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; and shall be jointly responsible for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting minutes and resolutions shall be sent to shareholders within 15 days from the date of completion of the vote counting. The sending of the vote counting minutes and resolutions may be replaced by posting them on the Company's website within 24 hours from the date of completion of the vote counting.
7. The returned ballots, the vote counting minutes, the passed resolutions and relevant documents attached to the ballots shall all be kept at the Company's head office.



8. A resolution shall be passed by way of obtaining written opinions from shareholders if it is approved by shareholders owning more than 50% of the total number of votes of all shareholders with voting rights and has the same value as a resolution passed at a meeting of the General Meeting of Shareholders.

**Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. Minutes of the General Meeting of Shareholders shall be recorded and may be audio-recorded or recorded and stored in other electronic forms. The minutes shall be in Vietnamese, and may be in a foreign language, and contain the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Time and location of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full name of the chairperson and secretary;
  - e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;
  - f. Number of shareholders and total number of votes of shareholders attending the meeting, appendix of the list of shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and votes;
  - g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, votes in favor, against and without opinion; corresponding percentage of the total number of votes of shareholders attending the meeting;
  - h. Issues approved and the corresponding percentage of votes approved;
  - i. Full name and signature of the chairperson and secretary. In case the chairperson and secretary refuse to sign the meeting minutes, the minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain all the contents as prescribed in this clause. The meeting minutes shall clearly state the refusal of the chairperson and secretary to sign the meeting minutes.
2. The minutes of the General Meeting of Shareholders shall be completed and approved before the end of the meeting. The chairperson and secretary of the meeting or other persons signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes.
3. Minutes prepared in Vietnamese and foreign languages shall have equal legal effect. In case there is a difference in content between the minutes in Vietnamese



language and in foreign languages, the content in the minutes in Vietnamese language shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appendix of list of shareholders registered to attend the meeting with shareholder signatures, Power of Attorney to attend the meeting, all documents attached to the Minutes (if any) and related documents attached to the notice of invitation shall be disclosed in accordance with the law on information disclosure on the stock market and shall be kept at the Company's head office.

#### **Article 24. Request to annul the Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote counting results for the General Meeting of Shareholders, the shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Candidacy and nomination of members of the Board of Directors**

1. In case the candidates for the Board of Directors have been identified, the Company shall publish information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors shall have a written commitment to the honesty and accuracy of the published personal information and shall commit to performing their duties honestly, carefully and in the best interests of the Company if elected as a member of the Board of Directors. Information related to the candidates for the Board of Directors to be published includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work history;

- d. Other management positions (including positions on the Board of Directors of other companies);
  - e. Benefits related to the Company and related parties of the Company;
  - f. Other information (if any) as prescribed in the Company Charter;
  - g. Public companies shall be responsible for disclosing information about companies in which candidates are holding positions as members of the Board of Directors, other management positions and benefits related to the company of candidates for the Board of Directors (if any).
2. Shareholders or groups of shareholders owning 10% or more of the total number of common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Law on Enterprises and the Company Charter, specifically:
- Shareholders or groups of shareholders holding from 10% to less than 20% of the total number of voting shares are entitled to nominate one (01) candidate; 20% to less than 30% are entitled to nominate a maximum of two (02) candidates; 30% to less than 40% may nominate a maximum of three (03) candidates; 40% to less than 50% may nominate a maximum of four (04) candidates; 50% to less than 60% may nominate a maximum of five (05) candidates; 60% to less than 70% may nominate a maximum of six (06) candidates; 70% to 80% may nominate a maximum of seven (07) candidates, and 80% to 90% may nominate a maximum of eight (08) candidates.
3. In case the number of candidates nominated and run for election by the Board of Directors is still not enough as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Corporate Governance Regulations and the Operational Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.
4. Members of the Board of Directors shall meet the standards and conditions prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

#### **Article 26. Composition and term of office of members of the Board of Directors**

1. The Board of Directors has from 03 to 11 members. The specific number of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with the operational requirements from time to time.



2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. In case all members of the Board of Directors end their terms at the same time, those members shall continue to be members of the Board of Directors until a new member is elected to replace them and take over the work.

3. The structure of the Board of Directors is as follows:

The structure of the Board of Directors of a public company shall ensure that at least one-third (1/3) of the total number of members of the Board of Directors are non-executive members. The Company shall limit the number of Board of Directors members who concurrently hold executive positions of the Company to ensure the independence of the Board of Directors.

For listed companies, the total number of independent members of the Board of Directors shall ensure the following provisions:

- a. There shall be at least 01 independent member in case the company has from 03 to 05 members of the Board of Directors;
  - b. There shall be at least 02 independent members in case the company has from 06 to 08 members of the Board of Directors;
  - c. There shall be at least 03 independent members in case the company has from 09 to 11 members of the Board of Directors.
4. A member of the Board of Directors shall no longer be a member of the Board of Directors in case he/she is dismissed, removed or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Law on Enterprises.
5. The appointment of a member of the Board of Directors shall be disclosed in accordance with the provisions of law on information disclosure on the stock market.
6. A member of the Board of Directors does not necessarily have to be a shareholder of the Company.

#### **Article 27. Powers and obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, with full authority to decide and exercise the rights and obligations of the Company on behalf of the Company, except for the rights and obligations under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are stipulated by law, the Company's Charter and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:
- a. Decide on the Company's strategy, medium-term development plan and annual business plan;
  - b. Propose the type of shares and the total number of shares of each type that can be offered for sale;
  - c. Decide on the sale of unsold shares within the number of shares that can be offered for sale of each type; decide on raising additional capital in other forms;
  - d. Decide on the selling price of the Company's shares and bonds;
  - e. Decide on share repurchases as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - f. Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - g. Decide on solutions for market development, marketing and technology;
  - h. Approve purchase, sale, borrowing, lending contracts and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clauses 1 and 3, Article 167 of the Law on Enterprises;
  - i. Elect, dismiss, remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, terminate contracts with the General Director and other important managers as prescribed in the Company's Charter; decide on salaries, remuneration, bonuses and other benefits of such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders of other companies, decide on the remuneration and other benefits of those persons;
  - j. Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - k. Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of subsidiaries, branches, representative offices and capital contribution, purchase of shares of other enterprises;
  - l. Approve the program, content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;
  - m. Submit audited annual financial statements to the General Meeting of Shareholders;





- n. Propose the dividend level to be paid; decide on the time limit and procedures for paying dividends or handling losses arising during the business process;
  - o. Propose the reorganization, dissolution of the Company; request bankruptcy of the Company;
  - p. Decide to promulgate the Board of Directors' Operational Regulations, Internal Corporate Governance Regulations after being approved by the General Meeting of Shareholders; Decide to promulgate the Operational Regulations of the Audit Committee under the Board of Directors, the Company's Information Disclosure Regulations and other regulations of the Company;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law and the Company's Charter.
3. The Board of Directors shall report to the General Meeting of Shareholders on the performance of the Board of Directors as prescribed in Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

**Article 28. Remuneration, bonuses and other benefits of members of the Board of Directors**

- 1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.
- 2. Members of the Board of Directors are entitled to remuneration and bonuses. Remuneration is calculated based on the number of working days required to complete the duties of the Board of Directors member and the daily remuneration. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.
- 3. The remuneration of each member of the Board of Directors is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.
- 4. A member of the Board of Directors holding an executive position or a member of the Board of Directors serving on a subcommittee of the Board of Directors or performing other duties beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profits or in other forms as decided by the Board of Directors.

5. A member of the Board of Directors shall be entitled to be reimbursed for all travel, food, accommodation and other reasonable expenses incurred by him/her in the performance of his/her responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or subcommittees of the Board of Directors.
6. A member of the Board of Directors may be insured by the Company with the approval of the General Meeting of Shareholders. This insurance does not cover the liability of members of the Board of Directors related to violations of the law and the Company's Charter.

#### **Article 29. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed from among the members of the Board of Directors by the Board of Directors.
2. The Chairman of the Board of Directors shall not concurrently be the General Director.
3. The Chairman of the Board of Directors shall have the following rights and obligations:
  - a. Prepare the program and plan of activities of the Board of Directors;
  - b. Prepare the program, content, and documents for meetings; convene, chair, and preside over meetings of the Board of Directors;
  - c. Organize the adoption of resolutions and decisions of the Board of Directors;
  - d. Supervise the implementation of resolutions and decisions of the Board of Directors;
  - e. Chair the General Meeting of Shareholders;
  - f. Other rights and obligations as prescribed by the Law on Enterprises and the Company's Charter.
4. In case the Chairman of the Board of Directors submits a resignation or is dismissed or removed from office, the Board of Directors shall elect a replacement within 10 days from the date of receipt of the resignation or dismissal or removal.
5. In case the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she shall authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In case there is no authorized person or the Chairman of the Board of Directors dies, goes missing, is detained, is serving a prison sentence, is serving an administrative penalty at a compulsory drug rehabilitation facility, a compulsory education facility, escapes from his/her place of residence, has limited or lost civil capacity, has difficulty in cognition,



controlling his/her behavior, is prohibited by the Court from holding a position, practicing a profession or doing certain work, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors according to the principle of majority approval of the remaining members until a new decision of the Board of Directors is made.

### **Article 30. Meetings of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of the Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and equal, the members shall vote by majority principle to select one of them to convene the meeting of the Board of Directors.
2. The Board of Directors shall meet at least once a quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:
  - a. At the request of the Supervisory Board or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least 05 other managers;
  - c. At the request of at least 02 members of the Board of Directors;
  - d. Other cases as prescribed by the Company Charter.
4. The request specified in Clause 3 of this Article shall be made in writing, clearly stating the purpose, issues to be discussed and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Board of Directors meeting is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages caused to the Company; the person giving request shall have the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting shall send a notice of invitation at least 03 working days before the meeting date; this period may be shortened by the person holding the authority to convene the meeting if necessary for the benefit of the Company. The notice of invitation shall specify the time and place of the meeting, the agenda, the issues to

be discussed and decided. The notice of invitation shall be accompanied by documents used at the meeting and the members' voting ballots.

The notice of invitation of the Board of Directors may be sent by invitation, telephone, electronic means or other methods as prescribed by the Company's Charter and shall be guaranteed to reach the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and accompanying documents to the members of the Supervisory Board as for the members of the Board of Directors.

The members of the Supervisory Board have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. The meeting of the Board of Directors is held when three-quarters (3/4) or more of the total members attend the meeting. In case the meeting convened in accordance with the provisions of this Clause does not have enough quorum, it shall be convened for the second time within 07 days from the date of the scheduled date of first meeting. In this case, the meeting shall be held if more than half of the members of the Board of Directors attend the meeting.
9. A member of the Board of Directors shall be considered to attend and vote at the meeting in the following cases:
  - a. Attend and vote directly at the meeting;
  - b. Authorize another person to attend the meeting and vote as prescribed in Clause 11 of this Article;
  - c. Attend and vote via online conference, electronic voting or other electronic forms;
  - d. Send the voting ballots to the meeting via mail or email;
  - e. Send the voting ballots by other means as prescribed in the Company Charter.
10. In case of sending the voting ballots to the meeting via mail, the voting ballots shall be contained in a sealed envelope and shall be delivered to the Chairman of the Board of Directors at least 01 hour before the opening. The voting ballots shall only be opened in the presence of all attendees.
11. Members shall attend all meetings of the Board of Directors. Members may authorize another person to attend the meeting and vote if approved by the majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of the members attending the meeting; in case of equal votes, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors.



### **Article 31. Subcommittees under the Board of Directors**

1. The Board of Directors may establish a subcommittee to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of the subcommittee shall be decided by the Board of Directors, with a minimum of 03 persons, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should make up the majority of the subcommittee and one of these members shall be appointed as Head of the subcommittee as decided by the Board of Directors. The activities of the subcommittee shall comply with the regulations of the Board of Directors. Resolutions of the subcommittee shall only be effective when a majority of attending members vote in favor at the subcommittee meeting.
2. The implementation of decisions of the Board of Directors or of subcommittees under the Board of Directors shall comply with current legal provisions and provisions in the Company Charter and Internal Corporate Governance Regulations.

### **Article 32. Person in charge of corporate governance**

1. The Board of Directors of the Company shall appoint at least 01 person in charge of corporate governance to support corporate governance. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.
2. The person in charge of corporate governance may not concurrently work for an approved auditing firm that is auditing the Company's financial statements.
3. The person in charge of corporate governance has the following rights and obligations:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related work between the Company and shareholders;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board and the General Meeting of Shareholders at the request of the Board of Directors or the Supervisory Board;
  - c. Advise on meeting procedures;
  - d. Attend meetings;
  - e. Consult on procedures for preparing resolutions of the Board of Directors in accordance with the provisions of law;



- f. Provide financial information, copies of meeting minutes of the Board of Directors and other information to members of the Board of Directors and members of the Supervisory Board;
- g. Monitor and report to the Board of Directors on the Company's information disclosure activities;
- h. Act as the contact point with interested parties;
- i. Keep information confidential in accordance with the provisions of law and the Company's Charter;
- j. Other rights and obligations in accordance with the provisions of law and the Company's Charter.

## **VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES**

### **Article 33. Organization of the management apparatus**

The Company's management system shall ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business. The Company has a General Director, Deputy General Directors, Chief Accountant and other management positions appointed by the Board of Directors. The appointment, dismissal and removal from office of the above positions shall be approved by resolution or decision of the Board of Directors.

### **Article 34. Company Executives**

1. Company Executives include the General Director, Deputy General Directors, Chief Accountant and other executives as prescribed in the Company Charter.
2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other executives with the number and criteria in accordance with the Company's management structure and regulations as prescribed by the Board of Directors. The executives shall be responsible for supporting the Company in achieving the set goals in operations and organization.
3. The General Director is paid salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.
4. The salary of the executives is included in the Company's business expenses according to the provisions of the law on corporate income tax, shown as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.

### **Article 35. Appointment, dismissal, duties and powers of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director.



2. The General Director shall be the person who manages the daily business operations of the Company; shall be supervised by the Board of Directors; shall be responsible to the Board of Directors and the law for the performance of assigned rights and obligations.
3. The term of office of the General Director shall not exceed five years and may be reappointed for an unlimited number of terms. The General Director shall meet the criteria and conditions prescribed by law and the Company Charter.
4. The General Director shall have the following rights and obligations:
  - a. Decide on matters related to the daily business operations of the Company that are not under the authority of the Board of Directors;
  - b. Organize the implementation of resolutions and decisions of the Board of Directors;
  - c. Organize the implementation of the Company's business plan and investment plan;
  - d. Propose the organizational structure plan and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove management positions in the Company, except for positions under the authority of the Board of Directors;
  - f. Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director. In addition, the General Director also has the right to appoint other personnel in the Company according to the provisions of the Company's internal regulations;
  - g. Recruit employees;
  - h. Propose plans to pay dividends or handle business losses;
  - i. Other rights and obligations according to the provisions of law, the Company's Charter and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the General Director when the majority of the members of the Board of Directors with voting rights present at the meeting agree and appoint a new General Director.

## **IX. SUPERVISORY BOARD**

The Company establishes a Supervisory Board in accordance with the provisions of the Law on Enterprises, Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities and in accordance with the provisions of Articles 36 to 41 of this Charter.

### **Article 36. Candidacy, nomination of members of the Supervisory Board (Supervisors)**

1. Candidacy, nomination of members of the Supervisory Board shall be carried out similarly to the provisions of Clause 1 and Clause 2, Article 25 of this Charter.
2. In case the number of candidates for the Supervisory Board by method of nomination and candidacy is not sufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the provisions of the Company Charter, the Internal Corporate Governance Regulations and the Operational Regulations of the Supervisory Board. The nomination of additional candidates by the incumbent Supervisory Board shall be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the provisions of law.

### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of from 03 to 05 Supervisors. The specific number of members of the Supervisory Board shall be decided by the General Meeting of Shareholders in accordance with the operational requirements from time to time. The term of office of a member of the Supervisory Board shall not exceed 05 years and he/she may be re-elected for an unlimited number of terms.
2. Members of the Supervisory Board shall meet the criteria and conditions prescribed in Article 169 of the Law on Enterprises and shall not fall into the following cases:
  - a. Working in the accounting and finance department of the Company;
  - b. Being a member or employee of an independent auditing firm that audits the Company's financial statements in the previous 03 consecutive years.
3. A member of the Supervisory Board shall be dismissed in the following cases:
  - a. No longer meeting the criteria and conditions to be a member of the Supervisory Board as prescribed in Clause 2 of this Article;
  - b. Submitting a resignation letter and having it approved.
4. A member of the Supervisory Board shall be removed from office in the following cases:
  - a. Failing to complete assigned tasks and work;
  - b. Failing to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c. Repeatedly violating or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
  - d. Other cases according to the resolution of the General Meeting of Shareholders.



### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board is elected by the Supervisory Board from among the members of the Supervisory Board; the election, dismissal and removal are based on the majority principle. The Supervisory Board shall have more than half of its members permanently residing in Vietnam. The Head of the Supervisory Board shall have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration or a major related to the business activities of the enterprise.
2. Rights and obligations of the Head of the Supervisory Board:
  - a. Convene meetings of the Supervisory Board;
  - b. Request the Board of Directors, the General Director and other executives to provide relevant information to report to the Supervisory Board;
  - c. Prepare and sign the report of the Supervisory Board after consulting the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 39. Rights and obligations of the Supervisory Board**

The Supervisory Board has the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of auditing firms approved to audit the Company's Financial Statements; decide on the approved auditing firm to inspect the Company's operations, and dismiss the approved auditor when deemed necessary.
2. Be responsible to shareholders for its supervisory activities.
3. Monitor the Company's financial situation, compliance with the law in the operations of members of the Board of Directors, the General Director, and other managers.
4. Ensure coordination in activities with the Board of Directors, the General Director, and shareholders.
5. In case of detecting any violation of the law or violation of the Company Charter by a member of the Board of Directors, the General Director and other executives of the enterprise, the Supervisory Board shall notify the Board of Directors in writing within 48 hours, requesting the violator to stop the violation and take remedial measures.
6. Develop the Operational Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.
7. Report at the General Meeting of Shareholders in accordance with the provisions of Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the

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Government detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access the Company's records and documents kept at the head office, branches and other locations; have the right to go to the workplace of the Company's managers and employees during working hours.
9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director and other managers to provide complete, accurate and timely information and documents on the management, operation and business activities of the Company.
10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least twice a year, with at least two-thirds (2/3) of the members of the Supervisory Board attending the meeting. Meeting minutes of the Supervisory Board shall be detailed and clear. The person recording the minutes and the members of the Supervisory Board attending the meeting shall sign the meeting minutes. Meeting minutes of the Supervisory Board shall be kept to determine the responsibilities of each member of the Supervisory Board.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director and representatives of approved auditing firms to attend and answer questions that need to be clarified.

#### **Article 41. Salaries, remuneration, bonuses and other benefits of members of the Supervisory Board**

Salary, remuneration, bonuses and other benefits of members of the Supervisory Board shall be implemented in accordance with the following provisions:

1. Members of the Supervisory Board shall be paid salaries, remuneration, bonuses and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide on the total amount of salaries, remuneration, bonuses, other benefits and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be paid for meals, accommodation, travel and the cost of using independent consulting services at a reasonable level. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with the provisions of the law on



corporate income tax and other relevant legal provisions and shall be made into a separate item in the Company's annual financial statements.

**X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE SUPERVISORY BOARD, THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives shall be responsible for performing their duties, including those as members of subcommittees of the Board of Directors, honestly and carefully for the benefit of the Company.

**Article 42. Responsibility for honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives shall publicly disclose their related interests in accordance with the provisions of the Law on Enterprises and relevant legal documents.
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and their related persons may only use information obtained through their positions to serve the interests of the Company.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other managers are obliged to notify in writing the Board of Directors and the Supervisory Board of transactions between the Company, its subsidiaries, other companies in which the public company controls 50% or more of the charter capital with such entity itself or with related persons of such entity in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company shall disclose information about these resolutions in accordance with the provisions of the Law on Securities on information disclosure.
4. A member of the Board of Directors shall not vote on transactions that benefit such member or a related person of such member in accordance with the provisions of the Law on Enterprises and the Company Charter.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and related persons of these entities shall not use or disclose to others internal information to carry out related transactions.
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other managers and individuals and organizations related to these entities shall not be invalid in the following cases:



- a. For transactions with a value of less than 35% of the total asset value recorded in the most recent financial statements, the important contents of the contract or transaction as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have been reported to the Board of Directors and approved by the Board of Directors by a majority vote of the members of the Board of Directors who have no related interests;
- b. For transactions with a value of 35% or more or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent financial statements, the important contents of this transaction as well as the relationships and interests of the members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives have been announced to shareholders and approved by the General Meeting of Shareholders by votes of shareholders with no related interests.

#### **Article 43. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Supervisory Board, General Directors and other executives who violate their obligations and responsibilities of honesty and prudence, and fail to fulfill their obligations, shall be responsible for damages caused by their violations.
2. The Company shall compensate those who have been, are or may become a party involved in complaints, lawsuits, and prosecutions (including civil and administrative cases and not lawsuits initiated by the Company) if such person has been or is a member of the Board of Directors, member of the Supervisory Board, General Director, other executive, employee or representative authorized by the Company who has performed or is performing tasks authorized by the Company, acted honestly and prudently for the benefit of the Company on the basis of compliance with the law and there is no evidence confirming that such person has violated his/her responsibilities.
3. Compensation costs include judgment costs, fines, and actual payments (including attorney fees) when resolving these cases within the framework of the law. The Company may purchase insurance for these persons to avoid the above compensation responsibilities.

### **XI. RIGHT TO SEARCH FOR COMPANY BOOKS AND RECORDS**

#### **Article 44. Right to search for books and records**

1. Common shareholders have the right to search for books and records, specifically as follows:



- a. Common shareholders have the right to review, search for and extract information about names and contact addresses in the list of shareholders with voting rights; request correction of their inaccurate information; review, search for, extract or photocopy the Company Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
- b. Shareholders or groups of shareholders owning 05% or more of the total number of common shares have the right to review, look up, and extract the minutes and resolutions, decisions of the Board of Directors, mid-year and annual financial statements, reports of the Supervisory Board, contracts, transactions that shall be approved by the Board of Directors and other documents, except for documents related to trade secrets and business secrets of the Company.
2. In case an authorized representative of a shareholder or group of shareholders requests to look up books and records, it shall be accompanied by a Power of Attorney from the shareholder and group of shareholders that he or she represents or a notarized copy of this Power of Attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director and other executives have the right to look up the Company's shareholder register, the list of shareholders, books and other records of the Company for purposes related to their positions, provided that this information shall be kept confidential.
4. The Company shall keep this Charter and any amendments to the Charter, the Business Registration Certificate, regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, meeting minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books and other documents as prescribed by law at the head office or another place provided that shareholders and the Business Registration Authority are notified of the location where these documents are stored.
5. The Company Charter shall be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNIONS**

### **Article 45. Employees and Trade Unions**

1. The General Director shall make plans for the Board of Directors to approve issues related to recruitment, dismissal, wages, social insurance, benefits, rewards and discipline for employees and executives.
2. The General Director shall make plans for the Board of Directors to approve issues related to the Company's relations with trade unions in accordance with the best

management standards, practices and policies, the practices and policies stipulated in this Charter, the Company's regulations and current legal provisions.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 46. Profit distribution**

1. The General Meeting of Shareholders shall decide on the level of dividend payment and the form of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividends or payments related to a type of stock.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in stocks and the Board of Directors shall be the body implementing this decision.
4. In case dividends or other amounts related to a type of stocks are paid in cash, the Company shall pay in Vietnamese Dong. Payments may be made directly or by bank transfer to the bank accounts provided by the shareholder. In case the Company has transferred money according to the bank account details provided by the shareholder but the shareholder does not receive the money, the Company shall not be responsible for the amount the Company has transferred to this shareholder. Payment of dividends for stocks listed/registered for trading at the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution or decision to determine a specific date to close the list of shareholders. Based on that date, those who register as shareholders or holders of other securities are entitled to receive dividends in cash or stocks, receive notices or other documents.
6. Other issues related to profit distribution shall be implemented in accordance with the provisions of law.

### **XIV. BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING REGIME**

#### **Article 47. Bank accounts**

1. The Company shall open accounts at Vietnamese banks or at foreign bank branches licensed to operate in Vietnam.
2. Subject to prior approval of competent authorities, if necessary, the Company may open bank accounts abroad in accordance with the provisions of law.



3. The Company shall conduct all payments and accounting transactions through Vietnamese or foreign currency accounts at banks where the Company opens accounts.

#### **Article 48. Fiscal year**

The Company's fiscal year begins on January 1 of each year and ends on December 31 of each year. The first fiscal year begins on the date of issuance of the Business Registration Certificate and ends on December 31 of the same year.

#### **Article 49. Accounting regime**

1. The accounting regime used by the Company is the enterprise accounting regime or a specific accounting regime issued and approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese and maintain accounting records in accordance with the provisions of the law on accounting and related laws. These records shall be accurate, up-to-date, systematic and sufficient to demonstrate and explain the Company's transactions.
3. The Company uses Vietnamese Dong as its accounting currency. In case the Company has economic transactions arising mainly in a foreign currency, it may freely choose such foreign currency as its accounting currency, be responsible for such choice before the law and notify the direct tax authority.

### **XV. FINANCIAL STATEMENTS, ANNUAL REPORTS AND INFORMATION DISCLOSURE RESPONSIBILITIES**

#### **Article 50. Annual, semi-annual and quarterly financial statements**

1. The Company shall prepare annual financial statements which shall be audited in accordance with the provisions of law. The Company shall publish the audited annual financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state authorities.
2. The annual financial statements shall include all reports, appendices and explanations in accordance with the provisions of law on corporate accounting. The annual financial statements shall honestly and objectively reflect the Company's operations.
3. The Company shall prepare and publish the audited semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure on the stock market and submit them to the competent state authorities.

#### **Article 51. Annual Reports**

The Company shall prepare and publish the Annual Reports in accordance with the provisions of the law on securities and the securities market.

## **XVI. COMPANY AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to choose one of these units to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor who audits the Company's financial statements shall attend the General Meeting of Shareholders and shall be entitled to receive notices and other information related to the General Meeting of Shareholders and shall be entitled to express his/her opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 53. Corporate seal**

1. The seal includes seal made at a seal engraving facility or seal in the form of a digital signature in accordance with the provisions of the law on electronic transactions.
2. The Board of Directors decides on the type, quantity, form and content of the seal of the Company, branches and representative offices of the Company (if any).
3. The Board of Directors and the General Director shall use and manage the seal in accordance with the provisions of current law.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 54. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a. Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - b. The Business Registration Certificate is revoked, unless otherwise provided for by the Law on Tax Administration;
  - c. Other cases as prescribed by law.
2. The dissolution of the Company shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision shall be notified or approved by the competent authority (if required) as prescribed.





## **Article 55. Liquidation**

1. After the decision on the dissolution of the Company, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing firm. The Liquidation Committee shall prepare its operational regulations. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation shall be paid by the Company prior to other debts of the Company.
2. The Liquidation Committee shall be responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operation. From that time on, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.
3. The proceeds from the liquidation shall be paid in the following order:
  - a. Liquidation expenses;
  - b. Debts of wages, severance pay, social insurance and other benefits of employees according to the collective labor agreement and signed labor contracts;
  - c. Tax debts;
  - d. Other debts of the Company;
  - e. The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.



## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 56. Internal dispute resolution**

1. In case of disputes or complaints related to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Charter, other legal provisions or agreements between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, the Supervisory Board, the General Director or other executives;

The relevant parties shall attempt to resolve such disputes through negotiation and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date of arising dispute. In case of disputes related to the Board of Directors or the Chairman of the Board of

Directors, any party may request the appointment of an independent expert as a mediator for dispute resolution.

2. In case no conciliation decision is reached within six (06) weeks from the start of the conciliation process or if the mediator's decision is not accepted by the parties, either party may bring the dispute to Arbitration or Court.
3. The parties shall bear the costs related to the negotiation and conciliation procedures. Payment of court costs shall comply with the Court's judgment.

## **XX. SUPPLEMENTING AND AMENDING THE CHARTER**

### **Article 57. Company charter**

1. Amendments and supplements to this Charter shall be considered and decided by the General Meeting of Shareholders.
2. In case there are legal provisions related to the Company's operations that have not been mentioned in this Charter or in case there are new legal provisions that are different from the provisions in this Charter, those provisions shall be applied to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 58. Effective date**

1. This Charter, consisting of 21 Sections and 58 Articles, was unanimously approved by the 2025 Annual General Meeting of Shareholders of Viet Nam Technology & Telecommunication Joint Stock Company on April 18th, 2025 in Binh Duong and the full text of this Charter was approved.
2. The Charter may be made in multiple counterparts, of equal value, of which at least 01 (one) original is kept at the Company's head office.
3. This Charter is the only and official of the Company.
4. Copies or extracts of the Company Charter are valid when signed by the Legal Representative.

**LEGAL REPRESENTATIVE  
GENERAL DIRECTOR**



**PHAM TUAN ANH**



**PROPOSAL**

*On approval of the list of the independent audit companies to select an audit firm in 2025*

**To: THE GENERAL MEETING OF SHAREHOLDERS -  
Vietnam Technology & Telecommunication Joint Stock Company**

*Pursuant to Law on Enterprise No. 59/2020/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on June 17th, 2020 and effective from January 1st, 2021;*

*Pursuant to Law on Securities No. 54/2019/QH14, approved by the National Assembly of the Socialist Republic of Vietnam on November 16th, 2019 and effective from January 1st, 2021;*

*Pursuant to Decree No. 155/2020/NĐ-CP on December 31st, 2020 of the Government on elaboration of some articles of the Law on Securities;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company (the "Company") which was amended and approved at the Annual General Meeting of Shareholders 2023 on April 18th, 2023;*

*Pursuant to Resolution on operation of the Board of Supervisors on April 18th, 2023,*

The Board of Supervisors of the Company respectfully presents the General Meeting of Shareholders about the selection criteria and the list of independent auditing firms to select an audit firm in 2025 with the following main contents:

**\* The selection criteria:**

- Legally operating in Vietnam and its approved by the State Securities Commission for audits for listed companies and public companies;
- Having long-term audit experience for listed companies and public companies;
- Ranked as a reputable good auditing firm in terms of audit quality in Vietnam;
- Skilled and experienced audit team;
- Meeting the requirements of the audit scope and progress of the Company;
- Reasonable audit fees, in accordance with the quality and scope of the audit.

**\*List of the independent auditing companies are proposed to select:**

Based to the above selection criteria and to ensure the quality of auditing financial statements, the Board of Supervisors of the Company respectfully presents the General



Meeting of Shareholders for approval the list of independent auditing companies will be selected to review the semi-annual financial statements, audit the annual financial statements and approve the list of auditing companies (if necessary) of the Company in 2025 and assign the Board of Directors to decide on the selection of auditing companies according to the list below:

1. A&C Auditing and Consulting Company Limited;
2. AASC Auditing Firm Company Limited;
3. KPMG Limited Company;
4. Ernst & Young Viet Nam Limited;
5. PwC (Vietnam) Limited;
6. Deloitte Vietnam Company Limited.

The General Meeting of Shareholders assign the General Director of the Company to sign the audit service contract with the selected auditing firm.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
CHIEF OF THE BOARD OF SUPERVISORS**



**NGUYEN THI THUY DUONG**

