

**REPORT ON CORPORATE GOVERNANCE**  
**(year)**

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

- Name of company: FPT Online Joint Stock Company
- Address of headoffice: Lot L 29B-31B-33B, Tan Thuan Street, Tan Thuan Dong Ward, District 7, Ho Chi Minh City, Vietnam
- Telephone: (84)8.73009999 Fax: (84) 8.73009998
- Charter capital: 184,712,750,000 VND (One hundred eighty four billion, seven hundred twelve million, seven hundred five thousand Dong)
- Stock symbol: FOC
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors, General Director and Director.
- Regarding the implementation of internal audit function: Implemented

**I. Activities of the General Meeting of Shareholders**

In 2024, FOC held the 2024 Annual General Meeting of Shareholders on June 26, 2024 and passed the Resolution of the 2024 Annual General Meeting of Shareholders. The detailed content is as follows:

No.	Resolution/ Decision No.	Date	Content
1	01-2024FO/NQ-DHDCD	26/06/22024	<ul style="list-style-type: none"><li>- Approve the Board of Directors' Report and the Supervisory Board's Report for 2023</li><li>- Approve the Audited Financial Report and the Profit Distribution Plan for 2023</li><li>- Approve the 2024 Business Plan, dividend payment policy, and allocation to the 2024 bonus and welfare fund</li><li>- Approve the proposal to select an Auditing</li></ul>

			Company for the annual financial statements.
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## II. Board of Directors (annual report):

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

No.	Board of Directors' members	Position	The date becoming/ceasing to be the member of the Board of Directors	
			Date of appointment	Date of dismissal
1	Ms. Nguyen Thi Hai	Chairman of the Board of Directors and Legal Representative	03/2021	-
2	Ms. Chu Thi Thanh Ha	Vice Chairman of Board of Directors	03/2009	-
3	Mr. Nguyen The Phuong	Member of the Board of Directors	09/2015	-

### 2. Meetings of the Board of Directors:

No.	Board of Directors' members	Number of meetings attended by Board of Directors	Attendance rate	Reasons for absence
1	Ms. Nguyen Thi Hai	4/4	100%	-
2	Ms. Chu Thi Thanh Ha	4/4	100%	-
3	Mr. Nguyen The Phuong	4/4	100%	-

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

- The Board of Directors' supervision of the General Director is carried out in accordance with the provisions of the Company's Charter.
- The General Director participates in regular and extraordinary meetings, reports on business results and proposes other matters that need to be presented and consulted by the Board of Directors.



- The General Director participates in weekly meetings with the Chairman of the Board of Directors, such as meetings between the Chairman and the Board of Management to update all information on business activities and promptly resolve tasks in accordance with the assigned authority.
- In 2024, the Board of Directors performed well in supervising and directing the General Director and the Board of Management in operating the Company's business activities. The Board of Management performed well in operating business activities in accordance with the orientation and direction of the Board of Directors.

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

The company has not established a subcommittee under the Board of Directors.

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

No.	Resolution/Decision No.	Date	Content	Approval rate
1	01/FO/NQ- HDQT	21/03/2024	Resolution of the Board of Directors on Organizing the 2024 Annual General Meeting of Shareholders and final registration date.	100%
2	02/FO/NQ-HDQT	10/05/2024	Resolution of the Board of Directors on changing the time of organizing the 2024 Annual General Meeting of Shareholders	100 %
3	40.1-2024/QĐ/FO	12/06/2024	Resolution of the Board of Directors on reappointing the Company's Chief Financial Officer.	100%
4	04-2024/FO/NQ-HDQT	09/07/2024	Resolution of the Board of Directors on selecting PwC Vietnam Company Limited as the auditor for 2024.	100%

**III. Board of Supervisors (annual report):**

**1. Information about members of Board of Supervisors:**

No.	Members of Board of Supervisors	Position	The date becoming/ceasing to be the member of the Board of Supervisors	Qualification
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1	Mr. Nguyen Dinh Hung	Head	Starting date as member of the Supervisory Board: 22/04/2016	Bachelor's degree
2	Ms. Nguyen Thi Hong Ha	Member	Starting date as member of the Supervisory Board: 22/04/2016	Bachelor's degree
3	Ms. Nguyen Thi Kim Phuong	Member	Starting date as member of the Supervisory Board: 20/02/2019	Bachelor's degree

## 2. Meetings of Board of Supervisors:

No.	Members of Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate	Reasons for absence
1	Mr. Nguyen Dinh Hung	1/1	100%	100%	
2	Ms. Nguyen Thi Hong Ha	1/1	100%	100%	
3	Ms. Nguyen Thi Kim Phuong	1/1	100%	100%	

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

The Board of Supervisors fully participates and has many opinions at the meetings of the Board of Directors. The Board of Supervisors participates in supervising the Company's compliance with its obligations according to the provisions of law, including tax obligations, social insurance, health insurance and other financial obligations. The exchange of information between the Board of Supervisors, the Board of Directors and the Board of Management is carried out continuously through direct communication and email to handle work quickly and effectively.

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

- The Supervisory Board closely coordinates with the Board of Directors, the Board of Management, and supervises the implementation of the Resolutions of the General Meeting of Shareholders ("GMS") and the resolutions of the Board of Directors.
- The Supervisory Board has received full information and resolutions of the Board of Directors, the Business Performance Report, and the Company's annual financial report.
- The Supervisory Board attends the meetings of the Board of Directors, thereby promptly monitoring the Company's activities and the implementation of the resolutions of the GMS.



- The Supervisory Board maintains independence in its inspection and supervision activities. In 2024, the Supervisory Board has not received any recommendations from shareholders regarding the direction and management of the Board of Directors, the Supervisory Board, the Board of Management, and other management staff of the Company.

**5. Other activities of the Board of (if any):**

None

**IV. Board of Management**

No.	Members of Board of Management	Date of birth	Qualification	Date of appointment of the Board of Management	Dismissal of the Board of Management
1	Mr. Ngo Manh Cuong General Director	13/12/1982	Bachelor's degree	Re-appointment as General Director on August 18, 2023	—
2	Mr. Nguyen Loc Vu Director of Information Systems	23/10/1979	Bachelor's degree	01/03/2015	—
3	Ms. La Thi Thanh Hang Chief Financial Officer	28/02/1978	Bachelor's degree	Re-appointment as CFO on June 12, 2024	—

**V. Chief Accountant**

Name	Date of birth	Qualification	Date of appointment	Date of dismissal
Ms. La Thi Thanh Hang	28/02/1978	Bachelor's degree	15/07/2014	—

**VI. Training courses on corporate governance:**

Training courses on corporate governance were involved by members of Board of Directors, the Board of Supervisors, Director (General Director), other managers and secretaries in accordance with regulations on corporate governance: None.

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

**1. The list of affiliated persons of the Company:**

No.	Name of organization/individual	Securities trading account (if any)	Position at the Company (if any)	No.*, date of issue, place of issue	Address	Time of starting to be affiliated person	Time of ending to be affiliated person	Reasons	Relationship with the Company
<b>Board of Directors</b>									
1	Nguyen Thi Hai		Chairman of the Board of Directors and Legal Representative	025249452					Insider
2	Chu Thi Thanh Ha		Vice Chairman of Board of Directors	001174024458					Insider
3	Nguyen The Phuong		Member of the Board of Directors	026077011168					Insider
<b>Board of Management</b>									
4	Ngo Manh Cuong		General Director	031082005987					Insider
<b>Board of Supervisors</b>									
5	Nguyen Dinh Hung		Head	025431729					Insider
6	Nguyen Thi Hong Ha		Member	022320921					Insider

7	Nguyen Thi Kim Phuong		Member	008177 000174					Insider
<b>Chief Accountant</b>									
8	La Thi Thanh Hang		Chief Accountant	011805 466					Insider
<b>Major Shareholder with over 10% ownership</b>									
9	FPT Telecom Joint Stock Company		Shareholders own 56.51% of FOC shares	010177 8163	2nd Floor, FPT Cau Giay Building, No. 17 Duy Tan Street, Dich Vong Hau Ward, Cau Giay District, Hanoi, Vietnam				Major shareholder
10	FPT Joint Stock Company		Shareholders own 23.96% of FOC shares	010124 8141	No. 10 Pham Van Bach, Dich Vong Hau Ward, Cau Giay District, Hanoi, Vietnam				Major shareholder

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

No.	Name of organization/ individual	Relationship with the Company	No.* date of issue, place of issue	Address	Time of transactions with the Company	Resolution No. or Decision No. approved by General Meeting of	Content, quantity, total value of transaction	Note
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						Shareholders / Board of Directors (if any, specifying date of issue)		

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

N o.	Transacti on executor	Relations hip with internal persons	Posittio n at the listed Compa ny	cấp ID card No. /Passpo rt No., date of issue, place of Issue	Addre ss	Name of subsidiar ies or compani es which the Compan y control	Time of transacti on	Content, quantity, total value of transacti on	Not e

**4. Transactions between the Company and other objects**

4.1. Transactions between the Company and the company that its members of Board of Management, the Board of Supervisors, Director (General Director) have been founding members or members of Board of Directors, or CEOs in three (03) latest years (calculated at the time of reporting): None.

4.2. Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, Director (General Director) and other managers as a member of Board of Directors, Director (General Director or CEO): None.

4.3. Other transactions of the Company (if any) may bring material or non- material benefits for members of Board of Directors, members of the Board of Supervisors, Director (General Director) and other managers: None.

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

1. The list of internal persons and their affiliated persons : According to attached Appendix 01.

2. Transactions of internal persons and affiliated persons with shares of the Company:



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

**IX. Other matters to note:**

None

**Recipients:**

- As above.
- Save VT.

**CHAIRWOMAN**



**NGUYEN THI HAI**

# APPENDIX 01: LIST OF INSIDERS AND RELATED PERSONS OF INSIDERS

No.	Name	Securities trading account (if any)	Position at the company (if any)	ID card No./Passport No., date of issue, place of issue	Address	Number of shares owned at the end of the period	Percent age of share owners hip at the end of the period	Note
<b>I. Board of Directors</b>								
<b>1</b>	<b>Nguyen Thi Hai</b>		<b>Chairman of the Board of Directors and Legal Representative</b>	<b>025249452</b>	<b>6th Floor, Exchange Tower Building - No. 01 Nam Ky Khoi Nghia, Nguyen Thai Binh Ward, District 1, HCMC</b>	<b>50,850</b>	<b>0.27%</b>	
1.1	Bui Thi Dap							Mother of birth
1.2	Nguyễn Thu Hà							Sister
1.3	Nguyễn Phi Hùng							Younger brother
1.4	Le Quang Anh							Husband



1.5	Le Hai Anh								Son	
1.6	Le Van Anh								Daughter	
2	Chu Thi Thanh Ha		Board Member	00117402445 8	FPT Tower, 10 Pham Van Bach, Dich Vong Ward, Cau Giay District, Hanoi	0	0.00%			
2.1	Chu Hong Son								Father of birth	
2.2	Luong Thi Hang								Mother of birth	
2.3	Chu Thi Thanh Binh								Younger brother	
2.4	Chu Hung Thang								Younger brother	
2.5	Le The Hung								Husband	
2.6	Le The Nghia								Son	
2.7	Le The Trung								Son	
2.8	Le Dieu Huong								Daughter	
3	Nguyen The Phuong		Board Member	02607701116 8	FPT Tower, 10 Pham Van Bach, Dich Vong Ward, Cau Giay District,	0	0.00%			

[illegible]











9.8	Nguyen Duy Dong									
9.9	Chu Tien Thanh									Younger brother
9.10	Chu Hai Nam									Husband
9.11	Chu Phuong Anh									Son
										Daughter

