

No: 13./2026/ CBTT-VNTT

Ho Chi Minh City, April ...24<sup>th</sup>..., 2026

## **INFORMATION DISCLOSURE**

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

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

Stock symbol: **TTN**

Address of head office: 16<sup>th</sup> Floor, WTC Tower Building, No. 1 Hung Vuong Street,  
Binh Duong Ward, Ho Chi Minh City, Vietnam.

Persons in charge of 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 2026 Annual General  
Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock  
Company.

This information was published on the Company's website on April ...24<sup>th</sup>..., 2026 as in  
the link: <https://vntt.com.vn/dai-hoi-dong-co-dong>.

We hereby certify that the information provided is true and correct and we bear the full  
responsibility to the law.

### **Persons in charge of information disclosure**

Legal representative

General Director



**PHAM TUAN ANH**

*Ho Chi Minh City, April 23<sup>rd</sup>, 2026*

No.: 01/2026/BB-DHDCD

**THE MEETING MINUTES  
OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF VIETNAM TECHNOLOGY & TELECOMMUNICATION  
JOINT STOCK COMPANY**

Vietnam Technology & Telecommunication Joint Stock Company, address of head office:  
16th Floor, Becamex Tower, No. 1 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh  
City, Vietnam.

Enterprise Registration Certificate No. 3700861497, issued by the Business Registration Office – Department of Finance of Ho Chi Minh City, for the 11th amendment on August 4, 2025.

Today, at 08:50 a.m on April 23<sup>rd</sup>, 2026, at VIP Room 1, Ground Floor, Binh Duong Convention and Exhibition Center, B11 Hung Vuong Street, Binh Duong Ward, Ho Chi Minh City, the 2026 Annual General Meeting of Shareholders (*hereinafter referred to as the "AGM"*) of Vietnam Technology & Telecommunication Joint Stock Company (*hereinafter referred to as the "Company"*) was 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 2026 Annual General Meeting of Shareholders to approve issues within the competence of the Annual General Meeting of Shareholders.

Participants:

- |                            |   |
|----------------------------|---|
| 1. Mr. Le Phan Minh Vu     | Chairman of the BOD                           |
| 2. Mr. Pham Tuan Anh       | Vice Chairman of the BOD cum General Director |
| 3. Mr. Nguyen Ba Thuoc     | Member of the BOD                             |
| 4. Mr. Le Nguyen Bao Trong | Member of the BOD                             |
| 5. Ms. Vo Thi Thanh Huong  | Member of the BOD                             |
| 6. Mr. Nguyen Hai Hoang    | Head of the Board of Supervisors              |
| 7. Mr. Nguyen Minh Duong   | Member of the Board of Supervisors            |



8. 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' ELIGIBILITY

Ms. Nguyen Thi Thanh Tra – Member of the Board of Supervisors – Head of the Shareholders' Eligibility Verification Committee, reported on the results of the verification of shareholders' eligibility to attend the General Meeting as of 08:50 a.m. on April 23<sup>rd</sup>, 2026, with the following results:

- The total number of shareholders entitled to vote according to the record date March 24<sup>th</sup>, 2026, is 3.022 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 192 people, holding 25.212.977 voting shares of the Company, accounting for 68,65% 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 2026 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 2026 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

### 1. Presiding Committee:

- Mr. Le Phan Minh Vu – Chairman of the BOD - Chairperson
- Mr. Pham Tuan Anh – Vice Chairman of the BOD cum General Director
- Mr. Nguyen Ba Thuoc – Member of the BOD
- Mr. Le Nguyen Bao Trong – Member of the BOD
- Ms. Vo Thi Thanh Huong – Member of the BOD

### 2. Secretariat:

- Ms. Tran Thi Thanh Ngan – Legal Officer
- Ms. Doan Thi Nam Phuong – Legal Officer





### 3. Vote Counting Committee:

- Mr. Nguyen Van Phuc – Chief Accountant cum Head of Finance Department – Head of the Committee
- Mr. Nguyen Xuan Vinh – Accounting Officer – Member
- Mr. Hoang Thanh Dung – Deputy Head of R&D Department – Member
- Mr. Dam Duc Duy – Web Development Team Leader – Member

The General Meeting of Shareholders resolved to approve the composition of the Presidium, the Secretariat, and the Vote Counting Committee as set out above by a show of voting cards, with 100% of the total voting rights of all shareholders present and voting at the meeting voting in favor.

## V. REGULATION ON ORGANIZATION OF THE AGM

The General Meeting of Shareholders resolved to approve and adopt the Regulation on the Organization of the 2026 Annual General Meeting of Shareholders by a show of voting cards; all shareholders present and voting at the meeting, representing 100% of the total voting rights, voted in favor.

## SESSION II: THE AGM CONTENTS

## I. PRESENTATION OF REPORTS AND PROPOSALS

1. **Mr. Pham Tuan Anh** – Vice Chairman of the Board of Directors cum General Director reported on the business performance in 2025 and the business plan for 2026.
2. **Mr. Le Phan Minh Vu** – Chairman of the Board of Directors reported on the activities of the Board of Directors in 2025 and its operational plan for 2026.
3. **Mr. Nguyen Hai Hoang** – Head of the Supervisory Board reported on the status and performance of the Supervisory Board in 2025.
4. **Ms. Le Thi Xuan Dieu** – Person in Charge of Corporate Governance reported on the changes to business lines; the amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors.

*(Content of the reports are fully presented in the document of the 2026 Annual General Meeting of Shareholders of the Company).*

## II. DISCUSSION AND DELIBERATION

Details of the discussions and deliberations were recorded by the Secretariat in the Appendix attached hereto.

### III. VOTE ISSUES AT THE AGM

**Mr. Le Nguyen Bao Trong – Member of the BOD** presented to the General Meeting the contents of the Proposals and requested the General Meeting to vote for approval of the following Proposal:





1. **Approval of Proposal No. 01/2026/TTr-HĐQT of the BOD** regarding the approval of the audited financial statements for 2025, the report of the Board of Directors, and the report of the Supervisory Board for 2025 *(These reports were attached the AGM documents)*.

**Voting counting results:**

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

**In which:**

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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 Proposal No. 02/2026/TTr-HĐQT of the BOD** regarding the approval of the General Director's report on the business performance in 2025 and the business plan for 2026, with the following key targets:

2.1 Business Performance in 2025:

*Unit: Million VND*

No.	Items	2025 Plan		2025 Actual		% Actual / Plan for 2025	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	410,000	412,500	428,877	430,093	104.6%	104.3%
2	Total expenses	330,000	332,500	338,321	339,320	102.5%	102.1%
3	Profit before Tax	80,000	80,000	90,556	90,773	113.2%	113.5%
4	Profit after Tax	64,000	64,000	72,410	72,589	113.1%	113.4%







### 3.1 The Profit Distribution in 2025:

Unit: Million VND

No.	Items	2025 Targets		2025 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after tax for the year		64,000		72,589
2	Retained profit brought forward from previous year		4,208		4,208
3	Appropriation to the Investment and Development Fund	30%/PAT	19,200	35%/PAT	25,406
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300		1,500
5	Bonus for Board of Management	2%/PAT	1,280	2%/PAT	1,452
6	Appropriation to the Reward and Welfare Fund	10%/PAT	6,400	10%/PAT	7,259
7	Charter capital		367,275		367,275
8	Dividend distribution	9%/ Charter Capital	33,055	10%/ Charter Capital	36,728
9	Remaining profit carried forward to the next year		6,973		4,453

### 3.2 The Profit Distribution Plan for 2026:

Unit: Million VND

No.	Items	Ratio	Amount
1	Profit after Tax		76,000
2	Retained profit brought forward from previous year		4,453
3	Investment and Development Fund	30%/ PAT	22,800
4	Remuneration for BOD + Board of Supervisors + Secretary		1,600
5	Bonus for Board of Management	2%/ PAT	1,520
6	Reward and Welfare Fund	10%/ PAT	7,600



7	Charter capital		500,228
8	Dividend distribution	9%/ Charter Capital	45,021
9	Remaining profit carried forward to the next year		1,912

**Voting counting results:**

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

In which:

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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.
4. Approval of the Proposal No. 04/2026/TTr-HDQT of the BOD on approval of the payment of remuneration of the BOD, the Board of Supervisors, the BOD's Secretary in 2025 and the remuneration payment plan for 2026 as follows:
- 4.1 The remuneration payment for the BOD, the Board of Supervisors, the BOD's Secretary in 2025:
- Approval of the payment of remuneration of BOD, the Board of Supervisors, the BOD's Secretary in 2025 are **1,500,000,000 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 2026:
- Under the business plan for 2026, the remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2026 are **1,600,000,000 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: voting conducted directly at the General Meeting by a show of voting cards.





- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

In which:

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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.
5. Approval of Proposal No. 05/2026/TTr-HĐQT of the Board of Directors regarding the update and supplementation of the Company's business lines as follows:
- 5.1 Approval of the update of business line codes and business line names of the Company (in accordance with Decision No. 36/2025/QĐ-TTg of the Prime Minister on promulgating the Vietnam Standard Industrial Classification dated September 29, 2025):

No.	Business line name	Business line code
1	Manufacture of other electronic components and boards Details: Manufacture, assembly, import-export, warranty, maintenance, and trading of equipment serving information technology, electronics, automation, telecommunications, office, and consumer devices.	2619
2	Manufacture of computers and peripheral equipment	2620
3	Manufacture of communication equipment	2630
4	Manufacture of consumer electronics	2640
5	Manufacture of optical instruments and photographic equipment	2670
6	Manufacture of other electrical equipment	2790
7	Manufacture of office machinery and equipment (except computers and peripheral equipment)	2817
8	Repair and maintenance and installation of electronic and optical equipment	3313
9	Repair and maintenance of electrical equipment	3314
10	Repair and maintenance of other equipment	3319
11	Electric power generation activities from renewable sources Details: Installation, construction, and operation of solar power systems.	3512
12	Construction of residential buildings	4101
13	Construction of non-residential buildings	4102
14	Construction of roads	4212
15	Construction of electrical works	4221



	Details: Construction of electrical works (excluding trading of goods and services in the list of goods and services under state monopoly in commerce).	
16	Construction of water supply and drainage works	4222
17	Construction of telecommunications and communication works	4223
18	Construction of other utility projects	4229
19	Construction of other civil engineering projects	4299
20	Demolition	4311
21	Site preparation	4312
22	Electrical installation Details: Electrical system installation.	4321
23	Plumbing, heat and air-conditioning installation	4322
24	Other construction installation Details: Installation and maintenance of telecommunications, information technology, and automation works; fire prevention and fighting works; electronic works.	4329
25	Building completion and finishing	4330
26	Other specialized construction activities	4390
27	Commission agents, brokers and auction agents Details: Commission agency services (excluding goods not committed under the WTO schedule of commitments and goods in the list of goods that foreign investors or foreign-invested economic organizations are not allowed to export, import, or distribute).	4610
28	Wholesale of other household products Details: Excluding goods not committed under the WTO schedule of commitments.	4649
29	Wholesale of computers, computer peripheral equipment and software Details: Wholesale of computers, peripheral devices, and software (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights)	4651
30	Wholesale of electronic and telecommunications equipment and parts Details: Wholesale of electronic and telecommunications equipment and components (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights).	4652
31	Wholesale of other machinery, equipment and supplies Details: Wholesale of other machinery, equipment and spare parts (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights).	4659
32	Wholesale of other construction materials and installation equipment	4673





	Details: Wholesale of construction materials (excluding inland waterway port activities).	
33	Non-specialized wholesale trade Details: Wholesale distribution rights of goods in accordance with the law (excluding goods not committed under the WTO Schedule and goods listed in the category that foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	4690
34	Retail sale of information and communication equipment Details: Retail sale of computers, peripheral devices, software, and telecommunications equipment in specialized stores (excluding the exercise of export, import, and distribution rights for goods listed in the category that foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	4740
35	Retail sale of electrical household appliances, furniture and the like, electric luminaires and lighting fittings and other household articles n.e.c.	4759
36	Other software publishing Details: Software publishing (excluding the exercise of export, import, and distribution rights for goods listed in the category that foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	5829
37	Television programming, broadcasting and video distribution activities	6020
38	Wired, wireless, and satellite telecommunication activities Telecommunications services	6110
39	Other telecommunication activities	6190
40	Other computer programming activities	6219
41	Computer consultancy and computer facilities management activities Details: Provision of consultancy services on technology transfer in the field of telecommunications and information technology	6220
42	<b>Other information technology and computer service activities</b> <b>Details: Information technology services and system integration.</b>	<b>6290</b> <b>(primary)</b>
43	Computing infrastructure, data processing, hosting and related activities	6310
44	News agency activities	6031
45	Web search portals activities and other information service activities	6390
46	Trading of real estate and land use rights owned, used or leased Details: Buying and selling residential houses and residential land use rights; buying and selling non-residential houses and land use rights; leasing, operating and managing residential houses and land; leasing, operating and managing non-residential houses and land; building and apartment management and operation services; other real estate business	6810



	activities. (Excluding business activities in sectors not yet accessible to foreign investors in accordance with Vietnamese law).	
47	Architectural, and related technical consultancy activities Details: Survey and consultancy services for telecommunications, information technology and automation works; electrical and electronic works; refrigeration works; water supply and drainage works; fire prevention and firefighting works	7110
48	Specialized design activities	7410
49	Rental and leasing of motor vehicles	7710
50	Rental and leasing, without operator, of other machinery, equipment and tangible goods	7730
51	Combined facilities support activities	8110
52	General cleaning of buildings	8121
53	Other cleaning activities Details: Cleaning of houses and other buildings	8129
54	Landscape service activities	8130
55	Office administrative and support activities	8210
56	Other education n.e.c. Details: Training and technology transfer in the field of telecommunications and information technology.	8559
57	Other educational support activities	8569
58	Repair and maintenance of computers and communication equipment	9510

5.2 Approval of the addition of the following business lines:

No.	Business line name	Business line code
1	Telecommunication reselling activities and intermediation service activities for telecommunication	6120

5.3 To authorize the Board of Directors to implement all necessary procedures for the amendment of the Company's business lines (including updating the relevant business line codes) in accordance with the guidance of the Business Registration Division – Department of Finance of Ho Chi Minh City.

**Voting counting results:**

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.





- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0 % of the total voting rights of all shareholders present and voting at the meeting.

**In which:**

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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 Proposal No. 06/2026/TTr-HĐQT of the Board of Directors regarding the approval of the execution and performance of contracts and transactions between the Company and its related parties *(as set out in Proposal No. 06/2026/TTr-HĐQT dated April 1, 2026 of the Board of Directors, attached to the meeting materials)*.

**Voting counting results:**

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Pursuant to Clause 3, Article 167 of the current Law on Enterprises, shareholders having related interests in the contracts or transactions shall have no voting rights.
- Number of valid votes: 7.799.671 votes, corresponding to 7.799.671 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0 % of the total voting rights of all shareholders present and voting at the meeting.

In which:

- Number of approval votes: 7,799,671 votes, corresponding to 7,799,671 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.
7. Approval of Proposal No. 07/2026/TTr-HĐQT of the Board of Directors regarding the approval of the plan for a public offering of additional shares to existing shareholders to increase the Company's charter capital *(as set out in Proposal No. 07/2026/TTr-HĐQT dated April 15, 2026 of the Board of Directors, attached to the meeting materials)*.



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

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100 % of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

#### **In which:**

- Number of approval votes: 21.223.571 votes, corresponding to 21.223.571 shares, accounting for 82,76% 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 7,8% of the total number of votes of all shareholders attending and voting at the meeting.
  - Number of abstain votes: 2.420.700 votes, corresponding to 2.420.700 shares, accounting for 9,44% of the total number of votes of all shareholders attending and voting at the meeting.
8. Approval of Proposal No. 08/2026/TTr-HĐQT of the Board of Directors regarding the amendments and supplements to the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. *(The Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors are attached to the meeting materials.)*

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

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100% of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

#### **In which:**

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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.
9. Approval of Proposal No. 01/2026/TTr-BKS of the Supervisory Board regarding the approval of the list of independent auditing firms for selection as the Company's auditor for 2026 (as set out in Proposal No. 01/2026/TTr-BKS dated April 1, 2026 of the Supervisory Board, attached to the meeting materials)..

**Voting counting results:**

- Voting method: voting conducted directly at the General Meeting by a show of voting cards.
- Number of valid votes: 25.644.271 votes, corresponding to 25.644.271 shares, representing 100 % of the total voting rights of all shareholders present and voting at the meeting.
- Number of invalid votes: 0 votes, corresponding to 0 shares, representing 0% of the total voting rights of all shareholders present and voting at the meeting.

In which:

- Number of approval votes: 25.644.271 votes, corresponding to 25.644.271 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.

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

1. Ms. **Tran Thi Thanh Ngan** – On behalf of the Secretariat presented the Resolution draft of the 2026 Annual General Meeting of Shareholders.
2. Mr. **Le Phan Minh Vu** – Chairman of the Board of Directors – Chairperson requested the General Meeting to vote on the approval of the Resolution of the 2026 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunications Joint Stock Company prior to the closing of the Meeting.

With 100% of the total voting rights of all shareholders present and voting at the Meeting in favor, the Resolution of the 2026 Annual General Meeting of Shareholders was duly adopted.

3. This Minutes were fully and accurately recorded by the Secretariat regarding the contents of the AGM.
4. Mr. **Le Phan Minh Vu** – Chairman of the Board of Directors, on behalf of the Presidium, delivered a closing speech and declared the Meeting closed.



5. The AGM ended at 12:00 p.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**



**DOAN THI NAM PHUONG**

**CHAIRPERSON**



**LÊ THÂN MINH VU**





## APPENDIX

### DISCUSSION ON REPORTING CONTENTS AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*(Attached to the Minutes of the 2026 Annual General Meeting of Shareholders dated April 23<sup>rd</sup>, 2026)*

#### Shareholder 1:

**Question 1:** In the 2026 plan, why is the profit growth rate not commensurate with the revenue growth rate?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* The Company's 2026 business plan is based on feasibility. The difference between revenue growth and profit growth is mainly due to the margin structure among business segments. Accordingly, the construction segment has a lower gross profit margin compared to the telecommunications segment.

*Mr. Nguyen Van Phuc – Chief Accountant cum Head of Finance Department replied:* The gross profit margin of the construction segment is approximately 8–9%, due to the nature of construction contracts, which include significant material components. Input material costs are high, and it is difficult to increase selling prices accordingly.

**Question 2:** What are the gross profit margins of the business segments?

*Mr. Nguyen Van Phuc – Chief Accountant cum Head of Finance Department replied:* Telecommunications: 46%; Datacenter: 24–25%, expected to decrease to approximately 16% in 2026 due to an increase in electricity costs following the Ministry of Industry and Trade's policy to apply commercial electricity tariffs instead of industrial tariffs for datacenter services, resulting in electricity costs increasing by approximately 1.5 times. Electricity costs account for about one-quarter of the cost of goods sold in datacenter operations. The Company is currently negotiating with customers to adjust selling prices; however, an immediate increase is unlikely. Smart Solutions: approximately 1%, as this is still an early-stage segment with costs mainly driven by personnel investment. It is expected to reach around 3% in 2026, with stronger revenue growth anticipated from 2027 onwards once products are fully developed.

#### Shareholder 2:

**Question 1:** What is the revenue structure of the business segments over the next 5 to 10 years?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* In the short term, VNTT continues to focus on service businesses as they generate



stable cash flow, with telecommunications remaining the core business. The datacenter segment will continue to be developed in a smart direction, with phased investment rather than large-scale upfront investment, in order to generate cash flow early for reinvestment. The smart solutions and ICT segments are currently being prioritized for R&D, with expected strong revenue growth in the coming years and potentially surpassing telecommunications. The construction segment will be gradually transformed into operation, maintenance, and servicing activities to ensure more stable cash flow.

*Mr. Le Phan Minh Vu – Chairman of the Board of Directors replied:* The Board of Directors and major shareholders are expected to continue studying and adding new business lines and sectors in line with current development trends. The capital increase plan is only the first phase for the coming period and is not limited to this stage.

*Mr. Nguyen Ba Thuoc – Board Member replied:* The Company's growth over the past two years has been positive. In the coming period, VNTT plans to develop a smart datacenter, leveraging algorithms, software, AI, and cloud computing to meet investor demand.

For the next five-year plan, VNTT will continue to closely follow the development pace of Becamex Group and VSIP. The Company will strengthen its internal capabilities and enhance cooperation with major domestic and international telecom operators to expand resources, particularly human resources, in order to keep pace with the development of Becamex and VSIP nationwide.

The 10-year plan cannot be defined in detail at this stage due to the rapid pace of technological development.

### **Shareholder 3:**

**Question 1:** Does VNTT have a plan to transfer its listing to HOSE?

*Mr. Le Phan Minh Vu – Chairman of the Board of Directors replied:* When a concrete plan is available, VNTT will inform shareholders for implementation.

**Question 2:** In 2025, VinaCapital became a major shareholder of VNTT. Is this a strategic investment or a financial investment?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* VinaCapital is a financial investment fund, and its investment is made for financial purposes in accordance with its capital allocation strategy.

### **Shareholder 4:**

**Question 1:** Regarding the Company's capital increase plan, the datacenter occupancy rate is currently 70–80%, and some state-owned enterprise clients have reduced usage following





mergers. Why does the Company consider this an appropriate time to proceed with a capital increase for datacenter investment? How will the target customer base be developed?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* The development of a new datacenter enables VNTT to take ownership of its infrastructure, thereby reducing current land lease costs of approximately VND 12 billion per year, while also addressing the capacity limitations of the existing facility, which can no longer be expanded.

The investment is considered financially sound, with a projected payback period of around seven years. It also allows the migration of existing customers to the new facility, thereby generating immediate cash flow.

VNTT's current customer base is highly diversified, including not only customers within the Becamex ecosystem but also enterprises operating in industrial parks, financial institutions, major banks, state agencies, and foreign customers.

**Question 2:** Regarding share dilution, will growth in the short term (2026–2028) be sufficient to offset the dilution impact? Does VNTT commit to maintaining dividend payout to shareholders?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* The revenue plan is based on potential revenue. Over the next 2–3 years, VNTT will strive to maintain its dividend commitment to investors. However, business operations are always subject to risks and objective market factors, such as geopolitical conflicts. Nevertheless, VNTT will continue to make efforts to ensure that the dividend payout ratio remains higher than bank deposit interest rates.

**Question 3:** Beyond the Becamex ecosystem, has the Company set any KPIs for expansion outside the ecosystem? What is the implementation plan for 2026?

*Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors cum Chief Executive Officer replied:* The key consideration is which business segments are suitable for external expansion. For example, the telecommunications segment faces significant challenges in expanding beyond the ecosystem due to strong competition among major telecom operators. Meanwhile, segments such as datacenter, smart solutions, and retail have already been expanded outside the ecosystem. Accordingly, KPIs for external expansion primarily focus on developing appropriate and effective strategies to optimize cash flow.



**VIETNAM TECHNOLOGY &  
TELECOMMUNICATION JOINT  
STOCK COMPANY**

No.: 01/2026/NQ-DHDCD

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Ho Chi Minh city, April 23<sup>rd</sup>, 2026*

**RESOLUTION**

**OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
VIETNAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK  
COMPANY**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020 and effective from 01 January 2021; and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025;
- Pursuant to the current Charter of Vietnam Technology & Telecommunication Joint Stock Company (the "Company");
- Pursuant to the meeting minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BB-DHDCD of the Company on April 23<sup>rd</sup>, 2026,

**DECIDES:**

**Article 1.** Approval of Proposal No. 01/2026/TTr-HĐQT of the Board of Directors regarding the approval of the audited Financial Statements for 2025, the Report of the Board of Directors, and the Report of the Board of Supervisors for 2025 (the reports are attached to the documents of the 2026 Annual General Meeting of Shareholders).

**Article 2.** Approval of Proposal No. 02/2026/TTr-HĐQT of the Board of Directors regarding the approval of the Report of the General Director on the business performance in 2025 and the business plan for 2026, with the following:

1. The business results in 2025

*Unit: Million VND*

No	Items	2025 Plan		2025 Actual		% Actual / Plan for 2025	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	410,000	412,500	428,877	430,093	104.6%	104.3%







Unit: Million VND

No.	Items	2025 Targets		2025 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after tax for the year		64,000		72,589
2	Retained profit carried forward from the previous year		4,208		4,208
3	Allocation to the Development Investment	30%/ PAT	19,200	35%/ PAT	25,406
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300		1,500
5	Bonus for Board of Management	2%/ PAT	1,280	2%/ PAT	1,452
6	Allocation to the Bonus and Welfare Fund	10%/ PAT	6,400	10%/ PAT	7,259
7	Charter capital		367,275		367,275
8	Dividend distribution	9%/ Charter Capital	33,055	10%/ Charter Capital	36,728
9	Remaining profit carried forward to the next year		6,973		4,453

2. The Profit Distribution Plan for 2026:

Unit: Million VND

No.	Items	Ratio	Amount
1	Profit after Tax		76,000
2	Retained profit carried forward from the previous year		4,453
3	Development investment fund	30%/ PAT	22,800







No.	Business line name	Business line code
1	Manufacture of other electronic components and boards Details: Manufacture, assembly, import-export, warranty, maintenance, and trading of equipment serving information technology, electronics, automation, telecommunications, office, and consumer devices.	2619
2	Manufacture of computers and peripheral equipment	2620
3	Manufacture of communication equipment	2630
4	Manufacture of consumer electronics	2640
5	Manufacture of optical instruments and photographic equipment	2670
6	Manufacture of other electrical equipment	2790
7	Manufacture of office machinery and equipment (except computers and peripheral equipment)	2817
8	Repair and maintenance and installation of electronic and optical equipment	3313
9	Repair and maintenance of electrical equipment	3314
10	Repair and maintenance of other equipment	3319
11	Electric power generation activities from renewable sources Details: Installation, construction, and operation of solar power systems.	3512
12	Construction of residential buildings	4101
13	Construction of non-residential buildings	4102
14	Construction of roads	4212
15	Construction of electrical works Details: Construction of electrical works (excluding trading of goods and services in the list of goods and services under state monopoly in commerce).	4221
16	Construction of water supply and drainage works	4222





17	Construction of telecommunications and communication works	4223
18	Construction of other utility projects	4229
19	Construction of other civil engineering projects	4299
20	Demolition	4311
21	Site preparation	4312
22	Electrical installation Details: Electrical system installation.	4321
23	Plumbing, heat and air-conditioning installation	4322
24	Other construction installation Details: Installation and maintenance of telecommunications, information technology, and automation works; fire prevention and fighting works; electronic works.	4329
25	Building completion and finishing	4330
26	Other specialized construction activities	4390
27	Commission agents, brokers and auction agents Details: Commission agency services (excluding goods not committed under the WTO schedule of commitments and goods in the list of goods that foreign investors or foreign-invested economic organizations are not allowed to export, import, or distribute).	4610
28	Wholesale of other household products Details: Excluding goods not committed under the WTO schedule of commitments.	4649
29	Wholesale of computers, computer peripheral equipment and software Details: Wholesale of computers, peripheral devices, and software (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights)	4651
30	Wholesale of electronic and telecommunications equipment and parts	4652







37	Television programming, broadcasting and video distribution activities	6020
38	Wired, wireless, and satellite telecommunication activities Details: Telecommunications services	6110
39	Other telecommunication activities	6190
40	Other computer programming activities	6219
41	Computer consultancy and computer facilities management activities Details: Provision of consultancy services on technology transfer in the field of telecommunications and information technology	6220
42	<b>Other information technology and computer service activities</b> <b>Details:</b> Information technology services and system integration.	<b>6290</b> <b>(primary)</b>
43	Computing infrastructure, data processing, hosting and related activities	6310
44	News agency activities	6031
45	Web search portals activities and other information service activities	6390
46	Trading of real estate and land use rights owned, used or leased Details: Buying and selling residential houses and residential land use rights; buying and selling non-residential houses and land use rights; leasing, operating and managing residential houses and land; leasing, operating and managing non-residential houses and land; building and apartment management and operation services; other real estate business activities. (Excluding business activities in sectors not yet accessible to foreign investors in accordance with Vietnamese law).	6810
47	Architectural, and related technical consultancy activities Details: Survey and consultancy services for telecommunications, information technology and automation works; electrical and electronic works; refrigeration works; water supply and drainage works; fire prevention and firefighting works	7110
48	Specialized design activities	7410



49	Rental and leasing of motor vehicles	7710
50	Rental and leasing, without operator, of other machinery, equipment and tangible goods	7730
51	Combined facilities support activities	8110
52	General cleaning of buildings	8121
53	Other cleaning activities Details: Cleaning of houses and other buildings	8129
54	Landscape service activities	8130
55	Office administrative and support activities	8210
56	Other education n.e.c. Details: Training and technology transfer in the field of telecommunications and information technology.	8559
57	Other educational support activities	8569
58	Repair and maintenance of computers and communication equipment	9510

2. Approval of the addition of the following business lines:

No.	Business line name	Business line code
1	Telecommunication reselling activities and intermediation service activities for telecommunication	6120

3. To authorize the Board of Directors to implement all necessary procedures for the amendment of the Company's business lines (including updating the relevant business line codes) in accordance with the guidance of the Business Registration Division – Department of Finance of Ho Chi Minh City.

**Article 6.** Approval of Proposal No. 06/2026/TTr-HDQT of the Board of Directors regarding the execution and performance of contracts and transactions between the Company and its related parties *(as set out in Proposal No. 06/2026/TTr-HDQT dated April 1, 2026 of the Board of Directors, attached to the materials of the 2026 Annual General Meeting of Shareholders)*.

**Article 7.** Approval of Proposal No. 07/2026/TTr-HĐQT of the Board of Directors regarding the plan for a public offering of additional shares to existing shareholders to increase the Company's charter capital *(as set out in Proposal No. 07/2026/TTr-HĐQT dated April 15, 2026*

Resolution of the 2026 Annual General Meeting of Shareholders



JOURNAL OF DOCUMENTATION





Ho Chi Minh City, April 15<sup>th</sup>, 2026

**REPORT OF THE GENERAL DIRECTOR  
REGARDING 2025 BUSINESS RESULTS AND THE 2026 PLAN**

**I. 2025 BUSINESS RESULTS**

**1. Business results (audited)**

**- Consolidated business results:**

No.	INDICATOR	CONSOLIDATED (million VND; %)			
		Actual 2025	% vs. Actual 2024	Consolidated Plan 2025	% Actual/Plan 2025
1	Total revenue and other income	430,093	116.5%	412,500	104.3%
2	Total expenses	339,320	115.8%	332,500	102.1%
3	Profit before tax	90,773	119.4%	80,000	113.5%
4	Profit after tax	72,589	118.9%	64,000	113.4%

- Total revenue and other income: 430.1 billion VND, equivalent to 116.5% compared to 2024 and reaching 104.3% of the plan.
- Total expenses: 339.3 billion VND, equivalent to 115.8% compared to 2024 and reaching 102.1% of the plan.
- Profit before tax: 90.8 billion VND, equivalent to 119.4% compared to 2024 and reaching 113.5% of the plan.
- Profit after tax: 72.6 billion VND, equivalent to 118.9% compared to 2024 and reaching 113.4% of the plan.

**- Parent Company business results:**

No.	INDICATOR	PARENT COMPANY (million VND; %)			
		Actual 2025	% vs. Actual 2024	Plan 2025	% Actual/Plan 2025
1	Total revenue and other income	428,877	117.4%	410,000	104.6%
2	Total expenses	338,321	116.8%	330,000	102.5%
3	Profit before tax	90,556	119.9%	80,000	113.2%
4	Profit after tax	72,410	119.9%	64,000	113.1%





- Total revenue and other income: 428.9 billion VND, equivalent to 117.4% compared to 2024 and reaching 104.6% of the plan.
- Total expenses: 338.3 billion VND, equivalent to 116.8% compared to 2024 and reaching 102.5% of the plan.
- Profit before tax: 90.6 billion VND, equivalent to 119.9% compared to 2024 and reaching 113.2% of the plan.
- Profit after tax: 72.4 billion VND, equivalent to 119.9% compared to 2024 and reaching 113.1% of the plan.
- **Results of revenue plan execution by sector in 2025:**
  - ✓ Telecommunications service revenue ("Telecommunications Services"): 228.8 billion VND, equivalent to 114.7% compared to 2024, reaching 109.0% of the plan;
  - ✓ Datacenter service revenue ("Datacenter Services"): 48.5 billion VND, equivalent to 98.9% compared to 2024, reaching 101.1% of the plan;
  - ✓ Electrical and electronic construction & operation, telecommunications infrastructure, and equipment retail: 93.7 billion VND, equivalent to 109.5% compared to 2024, reaching 98.1% of the plan;
  - ✓ Smart Solution service revenue: 47.2 billion VND, equivalent to 1,293.6% compared to 2024, reaching 118.0% of the plan.
- **Revenue structure by sector:** Telecommunications Services 53%; Datacenter Services 11%; Construction, Operation & Maintenance, and Retail 22%; Smart Solutions 11%; Financial income and other income 3%.
- **2025 Expenses:** Total annual expenses amounted to 338.3 billion VND, equivalent to 116.8% compared to 2024, reaching 102.5% of the plan. **The 2025 expense structure** included 86% cost of goods sold, 13.9% selling and administrative expenses, with other expenses being insignificant and no interest expenses incurred in 2025.

## II. TELECOMMUNICATIONS SERVICE DEVELOPMENT AND COOPERATION STATUS

### 1. Growth and Scale in 2025

- Corporate Customers ("B2B"): grew by 11.8%, equivalent to a cumulative increase of 206 customers, bringing the total number of B2B customers to 1,951 by the end of 2025.
- Individual Customers ("B2C"): grew by 16.3%, equivalent to a cumulative increase of 3,304 customers, bringing the total number of B2C customers to 23,603 by the end of 2025.
- Number of Subscribers: grew by 19.7%, equivalent to a cumulative increase of 5,918



subscribers, bringing the total number of telecommunications service subscribers to 35,909 by the end of 2025.

## 2. Cooperation

- Multi-carrier Cooperation: In 2025, VNTT signed Cooperation Agreements under a multi-carrier model with partners Viettel, VNPT, and FPT to increase flexibility in service provision and enhance customer experience. The parties coordinated on infrastructure connection and system integration, remaining ready to provide services from 2026.
- Cooperation with NTTe-Asia (Japan) under the BCC Contract: The total number of subscribers for the entire Project reached 13,120 by the end of 2025, including 5,861 initial converted FTTH subscribers, 6,981 newly developed FTTH subscribers, and 278 Cloudwifi subscribers.

## 3. Other Achievements

- Reporting to the Prime Minister, Deputy Prime Ministers, and the Minister of Science and Technology on the digital transformation - green transformation model at the 3<sup>rd</sup> National Digital Economy Forum.
- VNTT's Digital Twin Platform contributed to creating a hallmark for Ho Chi Minh City at the 2025 Vietnam Smart City Awards.
- Expanding international cooperation by adding signal sources from Hurricane Electric in Hong Kong, contributing to increased redundancy and ensuring the stability of international signals. Currently, VNTT's POP in Hong Kong is operating with two main partners, Cogent and Hurricane Electric, providing high connection performance and effectively meeting cross-border service requirements. By expanding and developing the VNTT POP in Hong Kong, VNTT is step-by-step asserting its position and reaching international standards in the telecommunications field.

## III. CAPITAL EXPENDITURE AND BASIC CONSTRUCTION INVESTMENT IN 2025

The total investment value in 2025 (*including asset procurement and basic construction investment*) reached 29.7 billion VND. Of which:

- Investment in virtualization server systems and AI servers: 13.5 billion VND, accounting for 45.5% of the total 2025 investment value.
- Investment in installation and renovation of telecommunications infrastructure in Industrial Parks ("IP")/Residential Areas: 10.7 billion VND, accounting for 36.1%.
- Investment in equipping new Firewall systems for the Datacenter: 2.1 billion VND, accounting for 7.1%.



- Investment in active fiber optic network monitoring systems: 1.0 billion VND, accounting for 3.4%.

#### IV. 2026 BUSINESS PLAN

##### 1. Business Environment Forecast for 2026

- Global Economy: Currently under pressure from various fluctuations due to geopolitical instability, trade volatility, and global supply chain disruptions.
- Vietnam's Economy: Entering the first year of the 5-year plan for the 2026-2030 period, GDP growth is striving to reach 10% or higher; international financial institutions all forecast a fairly positive growth outlook for Vietnam in 2026.
- Ho Chi Minh City: Many specific mechanisms and policies for the City's development are being amended and supplemented toward greater openness; large-scale and key projects are being implemented; striving for double-digit GDP growth.

##### 2. Business Orientation and Plan for 2026

The Board of Management of VNTT determines that in 2026, the focus will remain on developing smart infrastructure and digital transformation; continuing to expand telecommunications infrastructure, improving service quality, and developing the corporate customer base in key industrial parks; increasing financial capacity; and maintaining profitability. The specific action plan is as follows:

- Policy to issue shares to existing shareholders to increase charter capital from 367,275,000,000 VND to 500,228,550,000 VND during 2026-2027. Proceeds from the share issuance are expected to be used to build a Data Center to expand business operations.
- Investment and optimization of existing infrastructure:
  - Upgrading international connection infrastructure: In 2026, the company will implement an upgrade of international transmission capacity from 10Gbps to 20Gbps, connecting from the Hong Kong POP to DC-VNTT to increase international data transmission capacity, ensure system stability and redundancy, and meet the increasing service demands of corporate customers. Integrating additional services onto existing fiber optic infrastructure to increase revenue and reduce investment costs.
  - Researching the expansion of international POP points: The project to expand the VNTT POP in Singapore aims to strengthen international connection traffic, diversify connection routes, enhance redundancy, and optimize service quality. Expanding international infrastructure is a crucial step in the long-term

development strategy, contributing to step-by-step asserting VNTT's position in the domestic and regional telecommunications market.

- Proposal to build a new Data Center with a capacity of 10-30MW to meet market demand, optimize financial planning, and enhance VNTT's position on the stock market.
  - Continuing to optimize VNTT's telecommunications infrastructure and develop FTTH subscribers to improve the efficiency of existing infrastructure, increase profit margins, and take initiative in operations, troubleshooting, and customer care.
  - Implementing a multi-carrier service provision model through cooperation with VNPT, Viettel, and FPT to increase service flexibility and connection stability, thereby improving service quality.
- Continuing to digitize business processes and apply high levels of Information Technology across departments, typically:
- Implementing electronic contracts in telecommunications service provision, digitizing business and customer care processes to shorten signing and service deployment time, enhancing transparency and management efficiency, and improving customer experience;
  - Implementing a field service management system for construction, maintenance, and field troubleshooting to optimize staff performance, ensure project progress and quality, ensure information transparency, and digitize data into valuable reports for operation and management.
- Business Development Orientation:
- Providing customer care for existing clients to ensure retention and maximize revenue from the current customer base;
  - Approaching FSI group customers, companies in industrial parks, export processing zones, and high-tech zones, as well as businesses oriented toward applying technology to reduce energy consumption and develop greenly and sustainably; businesses with large budgets for technology, and other customers with needs that VNTT can satisfy;
  - Expanding the market at VSIP Quang Tri Industrial Park and VSIP Can Tho Industrial Park to promptly meet the telecommunications service needs of investors and businesses in the region;
  - Maintaining a flexible and appropriate pricing policy to increase competitive advantage and retain customers in the data center sector;



- Trading smart solutions focusing on smart urban areas and expanding the customer segment beyond the Becamex ecosystem.
- Strengthening marketing and brand communication activities for VNTT as a comprehensive digital infrastructure and solution provider, from data infrastructure and business process digitization to implementing centralized management models for Ho Chi Minh City and the special zones of Con Dao and Van Don, asserting its position in smart city projects.

### 3. 2026 Financial Plan

No.	2026 FINANCIAL PLAN				
	Indicator	PARENT COMPANY		CONSOLIDATED	
		Plan 2026	Plan 2026 /Actual 2025	Plan 2026	Plan 2026 /Actual 2025
<b>1</b>	<b>Total revenue</b>	<b>549,800</b>	<b>128.7%</b>	<b>550,800</b>	<b>128.6%</b>
a	Revenue from sales and service provision	546,000	130.5%	546,800	130.5%
	<i>In which: Telecommunications Services</i>	250,000	109.3%	250,000	109.3%
	<i>Construction, operation, maintenance, retail</i>	198,000	211.3%	198,000	211.3%
	<i>Data Center Services</i>	48,000	98.9%	48,000	98.9%
	<i>Smart Solutions</i>	50,000	105.9%	50,800	105.6%
b	Financial income	3,800	43.3%	4,000	44.0%
<b>2</b>	<b>Total expenses</b>	<b>455,000</b>	<b>134.7%</b>	<b>456,000</b>	<b>134.6%</b>
a	Cost of goods sold	403,500	138.7%	403,900	138.4%
b	Selling expenses	19,500	108.3%	19,600	108.7%
c	General and administrative expenses	32,000	110.4%	32,500	112.5%
d	Financial expenses	-	0.0%	-	0.0%
	<i>In which: Interest expense</i>	-		-	
	<i>Reversal of loss provision for VNTTS subsidiary</i>	(50)	142.9%	-	
<b>3</b>	<b>Net profit from business activities</b>	<b>94,800</b>	<b>106.3%</b>	<b>94,800</b>	<b>106.0%</b>
<b>4</b>	<b>Other profit</b>	<b>200</b>	<b>14.7%</b>	<b>200</b>	<b>14.7%</b>
a	Other income (Other revenue)	200	10.8%	200	10.8%
b	Other expenses	-	0.0%	-	0.0%
<b>5</b>	<b>Total profit before tax</b>	<b>95,000</b>	<b>104.9%</b>	<b>95,000</b>	<b>104.7%</b>
<b>6</b>	<b>Corporate income tax</b>	<b>19,000</b>	<b>104.7%</b>	<b>19,000</b>	<b>104.7%</b>
<b>7</b>	<b>Profit after tax</b>	<b>76,000</b>	<b>105.0%</b>	<b>76,000</b>	<b>104.7%</b>



#### 4. 2026 Profit Distribution Plan

Unit: Million VND

NO.	INDICATOR	PLAN 2025		EXPECTED DISTRIBUTION 2025 (Based on Consolidated PAT)		PLAN FOR DISTRIBUTION 2026 (Based on Consolidated PAT)		% Plan 2026 /Actual 2025
		Ratio	Amount	Ratio	Amount	Ratio	Amount	
1	Profit after tax (PAT) for the current year		64,000		72,589		76,000	104.7%
2	Retained PAT from the previous year		4,208		4,208		4,453	105.8%
3	Appropriation to Investment and Development Fund	30% PAT	19,200	35% PAT	25,406	30% PAT	22,800	89.7%
4	Remuneration for BOD, Supervisory Board, and BOD Secretary		1,300		1,500		1,600	106.7%
5	Executive Board Bonus	2% PAT	1,280	2% PAT	1,452	2% PAT	1,520	104.7%
6	Appropriation to Welfare and Reward Fund	10% PAT	6,400	10% PAT	7,259	10% PAT	7,600	104.7%
7	Charter Capital		367,275		367,275		500,228	136.2%
8	Dividend Payout	9% Charter Capital	33,055	10% Charter Capital	36,728	9% Charter Capital	45,021	122.6%
9	Remaining profit carried forward to next year		6,973		4,453		1,912	42.9%

The above is the Report on 2025 Business Results and the 2026 Plan. Respectfully submitted to the General Meeting of Shareholders for approval.

Respectfully,

GENERAL DIRECTOR



PHAM TUAN ANH



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 Annual General Meeting of Shareholders (“**AGM**”) on the results of the BOD's activities in 2025 and the activity plan of the BOD for 2026 as follows:

## 1. Implementation of the Resolution of the 2025 Annual General Meeting of Shareholders

- Completed the registration of the change of the Company's head office address with the business registration authority and carried out information disclosure in accordance with applicable regulations.
- Implemented the payment of the 2024 dividend to shareholders at the rate of 9% per share in accordance with Resolution No. 04/2025/NQ-HDQT dated June 6, 2025, ensuring that the dividend payment was fully made within six (06) months from the date of completion of the 2025 Annual General Meeting of Shareholders.
- Approved the appointment of A&C Auditing and Consulting Co., Ltd. as the independent auditor for the Company's 2025 financial statements in accordance with Resolution No. 06/2025/NQ-HDQT dated July 11, 2025.
- Implemented the payment of remuneration to the Board of Directors, the Board of Supervisors and the Company Secretary in the total amount of VND 1,300,000,000, ensuring compliance with the approved plan.
- The remuneration of each member of the Board of Directors, the salary of the General Director, and those of other managers are presented as a separate item in the audited financial statements for 2025, specifically in Section VIII.2a of the Notes to the Financial Statements, which have been disclosed and published on the Company's website at: <https://vntt.com.vn/bao-cai-tai-chinh/>.

The Board of Directors of the Company for the 2022–2027 term consists of 05 members, including 04 non-executive members and 01 executive member. The structure of the Board of Directors ensures independence and diversity in terms of skills, experience and gender, in line with the Company's strategy and the complexity of its operations. Detailed information on the members of the Board of Directors is as follows:



No.	BOD members	Position (Independent members of the BOD, Non-executive members of the BOD)	The date becoming/ceasing to be the member of the BOD (Term 2022 – 2027)	
			Date of appointment	Date of dismissal
1	Mr. Duong Ngoc Hoang Vu	Chairman of BOD	April 18 <sup>th</sup> , 2023	April 18 <sup>th</sup> , 2025
2	Mr. Le Phan Minh Vu	Chairman of BOD	April 18 <sup>th</sup> , 2025	-
3	Mr. Pham Tuan Anh	Vice Chairman of BOD cum General Director	April 20 <sup>th</sup> , 2022	-
4	Mr. Quang Van Viet Cuong	BOD's member	April 20 <sup>th</sup> , 2022	April 18 <sup>th</sup> , 2025
5	Mr. Nguyen Ba Thuoc	BOD's member	April 20 <sup>th</sup> , 2022	-
6	Ms. Vo Thi Thanh Huong	BOD's member	April 20 <sup>th</sup> , 2022	-
7	Mr. Le Nguyen Bao Trong	BOD's member	April 18 <sup>th</sup> , 2025	-

In 2025, the Company intensified its participation in training and professional development programs on corporate governance and specialized expertise in order to update fundamental knowledge and the latest regulatory requirements. These activities aimed to enhance governance capacity and transparency in the operations of a public company, thereby contributing to improved management effectiveness and legal compliance. Specifically:

- Members of the Board of Directors, the Board of Supervisors, the Executive Management, the Person in charge of corporate governance, and the Legal Department participated in and successfully completed the course entitled “Advanced Legal Training for Corporate Management Personnel”, held from 17 August 2025 to 07 September 2025.
- Mr. Le Phan Minh Vu – Chairman of the Board of Directors and Mr. Pham Tuan Anh – Vice Chairman of the Board of Directors and General Director participated in and successfully completed the “Corporate Governance Program” organized by the Securities Research and Training Center under the State Securities Commission of Vietnam (SSC) on 18 September 2025 and 19 September 2025.



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- Ms. Le Thi Xuan Dieu – Person in charge of corporate governance participated in and successfully completed the “Advanced Company Secretary Professional Training” on 22 August 2025, and the “Corporate Governance Program” organized by the Securities Research and Training Center under the SSC on 18 September 2025 and 19 September 2025.

Through the above-mentioned training programs, the governance capacity, compliance awareness and executive skills of the Company’s management team have been further enhanced, thereby contributing to the improvement of the Company’s corporate governance system toward greater transparency, effectiveness and alignment with corporate governance standards applicable to public companies.

### 3. Meetings of the BOD:

No.	BOD members	Number of meetings attended by BOD	Attendance rate	Reasons for absence
1	Mr. Duong Ngoc Hoang Vu	02/12	16.7%	Dismissal from April 18 <sup>th</sup> , 2025
2	Mr. Le Phan Minh Vu	10/12	83.3%	Appointment from April 18 <sup>th</sup> , 2025
3	Mr. Pham Tuan Anh	12/12	100%	
4	Mr. Quang Van Viet Cuong	02/12	16.7%	Dismissal from April 18 <sup>th</sup> , 2025
5	Mr. Nguyen Ba Thuoc	12/12	100%	
6	Ms. Vo Thi Thanh Huong	12/12	100%	
7	Mr. Le Nguyen Bao Trong	10/12	83.3%	Appointment from April 18 <sup>th</sup> , 2025

In 2025, the Board of Directors held twelve (12) meetings to perform its governance functions, consider and adopt resolutions on matters within its authority; while also focusing on directing the implementation of matters approved by the 2025 Annual General Meeting of Shareholders under Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 18, 2025.

No.	Resolution/ Decision No.	Date	Content	Approval rate
1	01/2025/NQ-HĐQT	February 17 <sup>th</sup> , 2025	- To approve the plan for organizing the 2025 Annual General Meeting of	100%



			Shareholder of the Company.	
2	02/2025/NQ-HĐQT	March 27 <sup>th</sup> , 2025	- To approve contents and documents of the 2025 Annual General Meeting of Shareholder of the Company.	100%
3	03/2025/NQ-HĐQT	April 18 <sup>th</sup> , 2025	- To elect Mr. Le Phan Minh Vu as Chairman of the BOD for the remaining term of 2022 – 2027, from April 18 <sup>th</sup> , 2025.	100%
4	04/2025/NQ-HĐQT	June 6 <sup>th</sup> , 2025	- To approve the 2024 dividend payment to the company's shareholders in cash.	100%
5	05/2025/NQ-HĐQT	June 20 <sup>th</sup> , 2025	<ul style="list-style-type: none"> <li>- To dismiss Mr. Quang Van Viet Cuong from the position of the member of the Board of Members of VNTT Solutions Company Limited (“VNTTS”) from June 20<sup>th</sup>, 2025;</li> <li>- To dismiss Ms. Le Thi Xuan Dieu from the position of the secretary of the Board of Members of VNTTS from June 20<sup>th</sup>, 2025;</li> <li>- To appoint Ms. Le Thi Xuan Dieu - the corporate governance officer cum the company secretary of the Company as the member of the Board of Members of VNTTS from June 20<sup>th</sup>, 2025;</li> <li>- To appoint Ms. Tran Thi Thanh Ngan – Legal Executive of the Company as the secretary the Board of Members of VNTTS from June 20<sup>th</sup>, 2025;</li> <li>- To change the Authorized Representative to manage the contributed capital of VNTT at VNTTS.</li> </ul>	100%
6	06/2025/NQ-HĐQT	July 11 <sup>th</sup> , 2025	- To approve the selection of A&C Auditing and Consulting Company Limited as the auditing entity for the financial statements of VNTT for the year 2025.	100%
7	07/2025/NQ-HĐQT	July 21 <sup>st</sup> , 2025	- To approve the Company to obtain short-term and medium- and long-term loans, guarantees, opening of L/Cs, and other forms of credit facilities at the Joint Stock Commercial Bank for Investment and	100%





			Development of Vietnam – Binh Duong Branch	
8	08/2025/NQ-HDQT	August 11th, 2025	- To approve the change of the Company's seal specimen and the use of the seal in the form of a digital signature	100%
9	09/2025/NQ-HDQT	October 31st, 2025	<ul style="list-style-type: none"> <li>- To approve the Report on the estimated business performance for the year 2025 and the business plan for the year 2026 of the Company.</li> <li>- To approve the change of the Head of the Company's Representative Office in Nghe An.</li> <li>- To approve the change of the Head of the Company's Representative Office in Hai Phong City</li> </ul>	100%
10	10/2025/NQ-HDQT	December 9th, 2025	<ul style="list-style-type: none"> <li>- To approve the arrangement and restructuring of the Company's Departments and specialized Centers, and the issuance of the new organizational chart of the Company.</li> <li>- To approve the establishment of a Business Location at VSIP 2 Transaction Office.</li> <li>- To approve the establishment of a Representative Office in Ho Chi Minh City.</li> <li>- To issue the Operating Regulations of the Executive Board of Viet Nam Technology &amp; Telecommunication Joint Stock Company</li> </ul>	100%
11	11/2025/NQ-HDQT	December 23rd, 2025	- To approve the termination of operations and the termination of the tax identification number of the branch being the Telecommunications Service Center – a branch of Viet Nam Technology & Telecommunication Joint Stock Company.	100%



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			- To approve the establishment of a Business Location at VNTT Data Center.	
12	12/2025/NQ-HĐQT	December 31st, 2025	- To approve the policy on entering into and performing contracts and transactions between the Company and organizations that are related parties.	100%

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

The Board of Directors supervises the Executive Management on the basis of a clear separation between the management function and the supervisory function, in accordance with the Company's Charter, internal regulations and relevant laws and regulations. Such supervisory activities are carried out through the following forms:

- Through the Becawork electronic office system, the Board of Directors monitors and supervises the Company's operations; promptly obtains information in order to provide appropriate directions and orientations, and to support the General Director and the Executive Management in implementing the resolutions of the General Meeting of Shareholders and the Board of Directors; at the same time supervising compliance with internal regulations and applicable laws.

- The Board of Directors monitors and evaluates the management performance of the General Director and the Executive Management through the reporting system, relevant documents and key business indicators; holds periodic meetings to review operational performance, discuss key matters and issue resolutions for the implementation of the resolutions of the General Meeting of Shareholders.

The General Director has managed the Company's production and business activities in accordance with his functions, duties and authority as prescribed by law, the Company's Charter and internal regulations; at the same time ensuring that sufficient information is provided and necessary conditions are created for the Board of Supervisors to perform its inspection and supervisory duties.

Based on the results of such supervision, the Board of Directors acknowledges and highly appreciates the management and executive performance of the General Director and the Executive Management in 2025. The Company achieved business results exceeding the approved plan, with total consolidated revenue (including other income) reaching VND 430.1 billion, and consolidated profit after tax reaching VND 72.6 billion, exceeding the targets approved by the General Meeting of Shareholders by 4.3% and 13.4%, respectively.

All activities of the Board of Directors have been carried out prudently and in compliance with the Law on Enterprises, the Company's Charter and internal regulations, ensuring objectivity, transparency and respect for the lawful rights and interests of shareholders.

#### 5. 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 2025 Corporate Governance Report which has been disclosed and posted on the Company's website at: <https://vnvt.com.vn/bao-cao-quan-tri-cong-ty/>.

## II. THE ACTIVITIES PLAN OF THE BOARD OF DIRECTOR FOR 2026

In the context of the Government's strong commitment to achieving double-digit economic growth in 2026 and the implementation of various special mechanisms to promote the private economic sector, the Board of Directors believes that VNVT will have the opportunity to maintain its growth momentum in the coming period. On this basis, the Board of Directors has resolved to submit to the General Meeting of Shareholders the business plan for the fiscal year 2026 with the following key targets:

No.	Targets	Unit	Actual 2025	Plan 2026	% Plan 2026 / Actual 2025
1	Total consolidated revenue and other income	VND million	430,093	551,000	128.1%
2	Consolidated profit after tax	VND million	72,589	76,000	104.7%

Maintain its position and continue expanding telecommunications infrastructure within the industrial park ecosystem, while improving the quality of products and services.

Develop corporate customers and effectively leverage the ecosystem; promote the development of smart infrastructure and digital transformation, thereby enhancing operational efficiency and profit margins.

Ensure full compliance with applicable laws and regulations; enhance the Company's reputation and credibility with customers, partners, state authorities and shareholders.

Focus on developing high-quality human resources, particularly in corporate governance, management and specialized professional teams to meet development requirements; at the same time, improve the material and spiritual well-being of employees, ensure the harmonization of interests and protection of the legitimate rights and interests of shareholders, and actively contribute to the community and society.

Promote the application of digital technologies, data and automation in corporate governance, management and the provision of products and services, in line with the development orientation of a technology and telecommunications enterprise.

The Board of Directors will continue to enhance and promote its role in strategic direction and supervision; strengthen transparency, accountability and risk management, thereby contributing to the creation of sustainable long-term value for the Company.



This is the Report of the Board of Directors on the results of the BOD's activities in 2025 and the plan for 2026. Respectfully submitted to the General Meeting of Shareholders for approval.

Best regards./.

Ho Chi Minh City, April 01<sup>st</sup>, 2026

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LÊ PHAN MINH VU**

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*Ho Chi Minh City, March 25<sup>th</sup>, 2026*

**REPORT OF THE BOARD OF SUPERVISORS  
ON THE OPERATIONAL POSITION  
AND PERFORMANCE RESULTS IN 2025**

**(For submission to the 2026 Annual General Meeting of Shareholders)**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025;*

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

*Pursuant to the 2025 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 2025 as follows:

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

- The Board of Supervisors of Vietnam Technology & Telecommunication Joint Stock Company (VNTT) for the term 2022–2027 consists of three (03) members as follows:

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

- Meetings of the Board of Supervisors in 2025:

No.	Members of the Board of Supervisors	Number of meetings attended	Attendance rate	Voting rate
1	Mr. Nguyen Hai Hoang	04/04	100%	100%
2	Mr. Nguyen Minh Duong	04/04	100%	100%
3	Ms. Nguyen Thi Thanh Tra	04/04	100%	100%

- In 2025, the Board of Supervisors held meetings to implement the following main tasks:

+ Approving the draft Report on the activities of the Board of Supervisors in 2024 for submission to the 2025 Annual General Meeting of Shareholders.

+ Supervising the Board of Directors and the Executive Management in implementing the production and business plan, making appropriations to funds, and paying dividends to shareholders in accordance with the plan approved by the General Meeting of Shareholders.

+ Evaluating the business results for the first six months of 2025, the financial situation and the Company's cash flows as at 30 June 2025.

+ Examining and supervising the issuance of resolutions of the Board of Directors in accordance with the authority prescribed in the Charter and the law. Periodically reviewing transactions with related parties and the Company's information disclosure activities to ensure compliance with regulations on information disclosure applicable to public companies.

- Remuneration of the Board of Supervisors for 2024 paid in 2025 amounted to VND 122,500,000, of which:

+ Head of the Board: VND 54,500,000.

+ Members: VND 34,000,000 per person.

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

### I. Regarding business results:

Unit: Billion VND

Item	Implementing in 2024	Year 2025 Plan	Implementing	Ratio of Implementing 2025/plan 2025	Growth compared to 2023
Total revenue	365	410	428,8	105%	+17%
Total Expenses	289	330	338,3	102%	+17%
Profit before tax	76	80	90,5	113%	+20%
Profit after tax	60	64	72,4	113%	+20%

(Source: VNTT's audited separate financial statements for 2025)

Vietnam's economy grew by **8.02% in 2025**, standing out as a bright spot amid global tariff and trade tensions. Domestically, the Government maintained stable interest rate policies, accelerated public investment, promoted digital transformation, and attracted



capital inflows by advancing the upgrade of the stock market. At the same time, tax support policies for enterprises' production and business activities were extended to stimulate consumption. In addition, legal policies relating to enterprises, investment, and the management and investment of state capital in enterprises were revised to remove legal obstacles and enhance the autonomy of businesses. In particular, the policy on the consolidation of local administrative units implemented from early July 2025 is expected to create additional room for development in the medium and long term, including in the telecommunications infrastructure and technology sectors in which VNTT operates.

In 2025, VNTT's business activities generally achieved positive results. The telecommunications segment led the Company's overall growth during the year. Specifically, telecommunications revenue in 2025 reached VND 229 billion, accounting for 54% of the total revenue structure and increasing by 15% compared with 2024. The efficiency of this segment also improved by 20%, making a significant contribution to the Company's profit growth.

Amid increasingly intense competition and the consolidation of administrative units in the past year, the Data Center service segment focused on maintaining stable operations, recording revenue of VND 49 billion, a slight decrease of 1% compared with 2024, with efficiency remaining comparable to the same period. The construction, operation and equipment retail segment contributed 22% of the revenue structure, with revenue reaching VND 94 billion, an increase of 10% compared with 2024. Due to the nature of construction and equipment retail activities, this segment's contribution to the Company's overall profit remained relatively limited. Notably, in 2025, the technology solutions segment that VNTT has been developing in recent years generated revenue of VND 47 billion, increasing thirteenfold compared with the same period last year and accounting for 11% of total revenue. This growth was driven by several highly regarded contracts for smart factory and smart industrial park solutions.

Alongside expanding its business operations, VNTT also placed strong emphasis on cost management, contributing to improved operational efficiency. According to the audited separate financial statements, total revenue in 2025 reached VND 428.8 billion, achieving 105% of the assigned plan and increasing by 17% compared with 2024. Profit after tax reached VND 72.4 billion, achieving 113% of the plan and growing by 20% year-on-year.

VNTT's business activities are primarily concentrated at the parent company; therefore, the consolidated business results do not differ significantly from those of the parent company. According to the audited consolidated financial statements for 2025, VNTT's consolidated revenue reached VND 430 billion (achieving 104% of the plan), while consolidated profit after tax amounted to VND 72.6 billion (achieving 113% of the plan and increasing by 19% compared with 2024).

## **2. Regarding the financial position:**

No.	VNTT parent company index	Unit	As of 31/12/2024	As of 31/12/2025
<b>1</b>	<b>Asset structure and capital sources</b>			
1.1	Short-term assets/Total assets	%	71%	74%
1.2	Long-term assets/Total assets	%	29%	26%
1.3	Liabilities/Equity	Times	0,21	0,25
1.4	Liabilitie/Total capital	Times	0,17	0,20
<b>2</b>	<b>Liquidity Ratios</b>			
2.1	Current ratio = Current assets/Current liabilities	Times	4,57	4,11
2.2	Quick ratio = (Current assets – Inventories)/Current liabilities	Times	3,34	2,96
<b>3</b>	<b>Profitability ratio</b>			
3.1	Return on Equity (ROE)	%	13%	14%
3.2	Return on Assets (ROA)	%	10%	11%

*Source: VNTT's audited separate financial statements for 2025*

- As at 31 December 2025, the asset structure of the parent company VNTT continued to be concentrated in short-term assets to ensure high liquidity for operations. The ratio of short-term assets to total assets reached 74% compared with 71% at the beginning of the year, while long-term assets accounted for 26% compared with 29% at the beginning of the year. This shift indicates that the Company has increased the allocation of resources to short-term production and business activities, while no significant increase in long-term asset investment was recorded during the year.

- As at the end of 2025, the ratios of liabilities to equity and liabilities to total capital were 0.25 times and 0.20 times respectively, slightly higher than those at the beginning of the year at 0.21 times and 0.17 times. Although these ratios increased, they remain at relatively low levels, indicating that the Company maintains a prudent financial policy, uses limited financial leverage and retains a high level of financial independence with low financial risk.

- The Company's liquidity ratios as at the end of 2025 remained at high levels. The current ratio reached 4.11 times and the quick ratio reached 2.96 times, slightly lower than those at the beginning of the year which were 4.57 times and 3.34 times respectively. This decrease mainly reflects the use of a portion of working capital for production and business activities during the year. However, these ratios remain significantly higher than common safety thresholds, indicating that the Company has strong capacity to meet its short-term



obligations while also highlighting the need to further optimize the efficiency of working capital utilization.

- Profitability indicators in 2025 improved compared with 2024. Return on equity reached 14% compared with 13% in the previous year and return on assets reached 11% compared with 10% in the previous year. These results show that the Company improved the efficiency of using its capital and assets in business operations while maintaining solid profitability without relying heavily on financial leverage.

- Overall, the financial position of the parent company VNTT as at 31 December 2025 is considered healthy, stable and showing improved operational efficiency. However, the Company should consider adjusting its asset structure toward more effective long-term investments, while also studying the appropriate use of financial leverage and optimizing working capital in order to further enhance the efficiency of capital utilization in the coming period.

### **III. Assessment of the performance of the Board of Directors:**

In 2025, the Board of Directors held 12 meetings and issued 12 resolutions in accordance with its authority, approving the following key matters:

- Approving the plan for organizing the Annual General Meeting of Shareholders in 2025, including the meeting agenda and documents, and approving the payment of cash dividends for 2024 to the Company's shareholders.

- Approving the Company's short-term and medium- to long-term borrowings, guarantees, opening of L/Cs, and other credit facilities at the Joint Stock Commercial Bank for Investment and Development of Vietnam – Binh Duong Branch.

- Approving the restructuring and reorganization of the Company's departments and professional centers and issuing the new organizational structure of the Company.

- Issuing the Operating Regulations of the Executive Board of Vietnam Technology & Telecommunication Joint Stock Company.

- Approving the policy for entering into and implementing contracts and transactions between the Company and related parties.

**Assessment:** In 2025, the Board of Directors maintained regular meetings to closely supervise the management and implementation of business and production activities of the Board of Management, thereby providing timely strategic directions and policies. The resolutions issued by the Board of Directors were in compliance with its authority and the provisions of the Law on Enterprises and the Company's Charter. The Company also properly fulfilled its information disclosure obligations in accordance with regulations applicable to public companies.

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

- In 2025, despite significant changes resulting from the merger of several provinces and cities, the Board of Management of the Company made strong efforts and successfully

fulfilled the assigned tasks, fully and promptly implementing the resolutions and decisions of the Board of Directors.

- The Board of Management also performed its executive role effectively in 2025, organizing and implementing tasks and managing the Company's production and business activities in line with the directions set out by the General Meeting of Shareholders and the Board of Directors.

**V. Result of appraising the 2024 Financial Statements:**

The financial statements for 2025 of the Company were prepared in accordance with the prevailing Vietnamese accounting standards and accounting regime and were audited by A&C Auditing and Consulting Company Limited. The Board of Supervisors agrees with the reported figures on the financial position and the results of production and business operations in 2025. These reports fairly reflect the Company's financial position as well as its production and business performance for the year 2025.

**VI. Regarding transactions with related parties:**

- The Board of Directors issued Resolution No. 10/2024/NQ-HĐQT dated 27 December 2024 approving the authorization for the General Director to execute contracts and transactions between the Company and related organizations in 2025, where the value of each contract or transaction is less than 35% of the total assets of the Company. These contracts and transactions must not result in the total value of transactions arising within 12 months from the date of the first transaction reaching or exceeding 35% of the total assets.

- In 2025, the Company regularly entered into transactions with a related organization. Becamex IDC Corporation, a major shareholder holding more than 10% of the Company's shares, in relation to the provision of services, goods and construction works. The cumulative value of these transactions arising within a 12-month period exceeded 35% of the total assets according to the latest financial statements and therefore fell under the cases requiring approval by the General Meeting of Shareholders. Details of these transactions were disclosed in the 2025 Corporate Governance Report of VNTT.

**Assessment:** Based on Article 167 of the 2020 Law on Enterprises regarding the *"Approval of contracts and transactions between the company and related parties"* and Article 293 of Decree No. 155/2020/ND-CP on *"Transactions with shareholders, corporate managers, and related parties of these entities"*, the Board of Supervisors recommends that the Board of Directors submit to the next General Meeting of Shareholders for approval any contracts or transactions with a value of 35% or more, or transactions that result in the total value of transactions arising within 12 months from the date of the first transaction reaching or exceeding 35% of total assets reported in the latest financial statements, in order to ensure compliance with applicable law.

**VII. Assessment of the coordination between the Board of Supervisors, the Board of Directors, and the General Director:**



- In 2025, the Board of Directors, the Board of Supervisors, and the General Director closely coordinated in managing, supervising, and directing the Company's operations.

- The Board of Directors, the General Director, and the Company's Departments actively cooperated and facilitated the Board of Supervisors in collecting information, documents, and records during inspection and supervision activities.

- The Board of Supervisors was invited to attend the Board of Directors' meetings to monitor the Board's activities, ensuring compliance with legal regulations and the Company's Charter.

The above constitutes the report of the Board of Supervisors on the operational performance of Vietnam Technology & Telecommunication Joint Stock Company in 2025, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

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



**NGUYEN HAI HOANG**

**PROPOSAL**

*On approval of the Audited Financial Statements in 2025, the Report of the Board of Directors and the Report of the Board of Supervisors in 2025*

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

*Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company as amended and adopted at the 2025 Annual General Meeting of Shareholders on April 18, 2025;*

*Pursuant to the audited financial statements for the year 2025 of Vietnam Technology & Telecommunication Joint Stock Company, audited by A&C Auditing and Consulting Company Limited,*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully presents the following reports to the General Meeting of Shareholders for approval:

1. The 2025 audited Financial Statements.
2. The Report of the Board of Directors in 2025.
3. The Report of the Board of Supervisors in 2025.

*(These reports were attached in the documents of the 2026 Annual General Meeting of Shareholders)*

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

  
**LÊ PHAN MINH VU**





## PROPOSAL

*On Approval of the General Director's Report on the 2025 Business Results and  
the 2026 Business Plan*

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

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company as amended and adopted at the 2025 Annual General Meeting of Shareholders on April 18, 2025,*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the General Director's Report on the 2025 business results and the 2026 business plan, with the main contents as follows:

### 1. The business results in 2025

Unit: Million VND

No.	Items	2025 Plan		2025 Actual		% Actual / Plan for 2025	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	410,000	412,500	428,877	430,093	104.6%	104.3%
2	Total expenses	330,000	332,500	338,321	339,320	102.5%	102.1%
3	Profit before Tax	80,000	80,000	90,556	90,773	113.2%	113.5%
4	Profit after Tax	64,000	64,000	72,410	72,589	113.1%	113.4%



## 2. The business plan for 2026

Unit: Million VND

No.	Items	2025 Actual		2026 Plan		% 2026 Plan/ 2025 Actual	
		Separate	Consolidated	Separate	Consolidated	Separate	Consolidated
1	Total revenue, other income	428,877	430,093	550,000	551,000	128.2%	128.1%
2	Total expenses	338,321	339,320	455,000	456,000	134.5%	134.4%
3	Profit before Tax	90,556	90,773	95,000	95,000	104.9%	104.7%
4	Profit after Tax	72,410	72,589	76,000	76,000	104.9%	104.7%

Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN  
CÔNG TY  
CỔ PHẦN  
CÔNG NGHỆ &  
TRUYỀN THÔNG  
VIỆT NAM  
TP. HỒ CHÍ MINH  
LE PHAN MINH VU

197-C.T.C.P.  
CÔNG  
MINH





## PROPOSAL

*On Approval of the Profit Distribution in 2025 and the Profit Distribution Plan for 2026*

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

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company as amended and adopted at the 2025 Annual General Meeting of Shareholders on April 18, 2025;*

*Pursuant to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 18, 2025 of the 2025 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company;*

*Pursuant to the audited financial results for the fiscal year 2025 and the business plan for 2026;*

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 2025 and the Profit Distribution Plan for 2026 with following contents:

### 1. The Profit Distribution in 2025

*Unit: Million VND*

No.	Items	2025 Targets		2025 Actual (consolidated)	
		Ratio	Amount	Ratio	Amount
1	Profit after tax for the year		64,000		72,589
2	Retained profit brought forward from previous year		4,208		4,208
3	Appropriation to the Investment and Development Fund	30%/LNST	19,200	35%/LNST	25,406
4	Remuneration for BOD + Board of Supervisors + Secretary		1,300		1,500



5	Bonus for Board of Management	2%/LNST	1,280	2%/LNST	1,452
6	Appropriation to the Reward and Welfare Fund	10%/LNST	6,400	10%/LNST	7,259
7	Charter capital		367,275		367,275
8	Dividend distribution	9%/VĐL	33,055	10%/VĐL	36,728
9	Remaining profit carried forward to the next year		6,973		4,453

## 2. The Profit Distribution Plan for 2026

Unit: Million VND

No.	Items	Ratio	Amount
1	Profit after Tax		76,000
2	Retained profit brought forward from previous year		4,453
3	Investment and Development Fund	30%/LNST	22,800
4	Remuneration for BOD + Board of Supervisors + Secretary		1,600
5	Bonus for Board of Management	2%/LNST	1,520
6	Reward and Welfare Fund	10%/LNST	7,600
7	Charter capital		500,228
8	Dividend distribution	9%/VĐL	45,021
9	Remaining profit carried forward to the next year		1,912

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE PHAN MINH VU**





THE SOCIALIST REPUBLIC OF VIETNAM

## Independence - Freedom - Happiness

No.: 04/2026/TTr-HĐQT

*Ho Chi Minh City, April 01<sup>st</sup>, 2026*

## PROPOSAL

*On Approval of the Remuneration Payment for the Board of Directors, the Supervisory Board and the Secretary to the Board of Directors in 2025 and the Remuneration Plan for 2026*

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

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing a number of articles of the Law on Enterprises No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company as amended and adopted at the 2025 Annual General Meeting of Shareholders on April 18, 2025;*

*Pursuant to Resolution No. 01/2025/NQ-DHĐCĐ of the 2025 Annual General Meeting of Shareholders of Vietnam Technology & Telecommunication Joint Stock Company dated April 18, 2025;*

*Pursuant to the audited financial results for the fiscal year 2025 and the business plan for 2026;*

The Board of Directors of Vietnam Technology & Telecommunication Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the remuneration payment for the Board of Directors (“BOD”), the Supervisory Board and the Secretary to the Board of Directors in 2025 and the remuneration plan for 2026 as follows:

1. The remuneration payment for the BOD, the Board of Supervisors, the BOD's Secretary in 2025

Approval of the payment of remuneration of BOD, the Board of Supervisors, the BOD's Secretary in 2025 are **1.500.000.000VND**. 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 2026

Under the business plan for 2026, the remuneration payment plan for the BOD, the Board of Supervisors, the BOD's Secretary for 2026 are **1.600.000.000 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.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**



**CHAIRMAN**

**LE PHAN MINH VU**





*Ho Chi Minh City, April 01<sup>st</sup>, 2026*

### *On Updating and Supplementing the Business Lines of the Company*

1. Approval of the update of business line codes and business line names of the Company (in accordance with Decision No. 36/2025/QĐ-TTg of the Prime Minister on promulgating the Vietnam Standard Industrial Classification dated September 29, 2025;

No.	Business line name	Business line code
1	Manufacture of other electronic components and boards Details: Manufacture, assembly, import-export, warranty, maintenance, and trading of equipment serving information technology, electronics, automation, telecommunications, office, and consumer devices.	2619
2	Manufacture of computers and peripheral equipment	2620
3	Manufacture of communication equipment	2630
4	Manufacture of consumer electronics	2640
5	Manufacture of optical instruments and photographic equipment	2670

6	Manufacture of other electrical equipment	2790
7	Manufacture of office machinery and equipment (except computers and peripheral equipment)	2817
8	Repair and maintenance and installation of electronic and optical equipment	3313
9	Repair and maintenance of electrical equipment	3314
10	Repair and maintenance of other equipment	3319
11	Electric power generation activities from renewable sources Details: Installation, construction, and operation of solar power systems.	3512
12	Construction of residential buildings	4101
13	Construction of non-residential buildings	4102
14	Construction of roads	4212
15	Construction of electrical works Details: Construction of electrical works (excluding trading of goods and services in the list of goods and services under state monopoly in commerce).	4221
16	Construction of water supply and drainage works	4222
17	Construction of telecommunications and communication works	4223
18	Construction of other utility projects	4229
19	Construction of other civil engineering projects	4299
20	Demolition	4311
21	Site preparation	4312
22	Electrical installation Details: Electrical system installation.	4321
23	Plumbing, heat and air-conditioning installation	4322
24	Other construction installation Details: Installation and maintenance of telecommunications, information technology, and automation works; fire prevention and fighting works; electronic works.	4329
25	Building completion and finishing	4330
26	Other specialized construction activities	4390
27	Commission agents, brokers and auction agents Details: Commission agency services (excluding goods not committed under the WTO schedule of commitments and goods in the list of goods that foreign investors or foreign-invested economic organizations are not allowed to export, import, or distribute).	4610
28	Wholesale of other household products Details: Excluding goods not committed under the WTO schedule of commitments.	4649





29	Wholesale of computers, computer peripheral equipment and software Details: Wholesale of computers, peripheral devices, and software (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights)	4651
30	Wholesale of electronic and telecommunications equipment and parts Details: Wholesale of electronic and telecommunications equipment and components (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights).	4652
31	Wholesale of other machinery, equipment and supplies Details: Wholesale of other machinery, equipment and spare parts (excluding the exercise of export, import, and distribution rights for goods listed in the restricted foreign investor list and goods of foreign-invested enterprises not allowed to exercise export, import, or distribution rights).	4659
32	Wholesale of other construction materials and installation equipment Details: Wholesale of construction materials (excluding inland waterway port activities).	4673
33	Non-specialized wholesale trade Details: Wholesale distribution rights of goods in accordance with the law (excluding goods not committed under the WTO Schedule and goods listed in the category that foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	4690
34	Retail sale of information and communication equipment Details: Retail sale of computers, peripheral devices, software, and telecommunications equipment in specialized stores (excluding the exercise of export, import, and distribution rights for goods listed in the category that foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	4740
35	Retail sale of electrical household appliances, furniture and the like, electric luminaires and lighting fittings and other household articles n.e.c.	4759
36	Other software publishing Details: Software publishing (excluding the exercise of export, import, and distribution rights for goods listed in the category that	5829



	foreign investors and foreign-invested economic organizations are not permitted to exercise export, import, or distribution rights).	
37	Television programming, broadcasting and video distribution activities	6020
38	Wired, wireless, and satellite telecommunication activities Telecommunications services	6110
39	Other telecommunication activities	6190
40	Other computer programming activities	6219
41	Computer consultancy and computer facilities management activities Details: Provision of consultancy services on technology transfer in the field of telecommunications and information technology	6220
42	<b>Other information technology and computer service activities</b> <b>Details:</b> Information technology services and system integration.	<b>6290</b> <b>(primary)</b>
43	Computing infrastructure, data processing, hosting and related activities	6310
44	News agency activities	6031
45	Web search portals activities and other information service activities	6390
46	Trading of real estate and land use rights owned, used or leased Details: Buying and selling residential houses and residential land use rights; buying and selling non-residential houses and land use rights; leasing, operating and managing residential houses and land; leasing, operating and managing non-residential houses and land; building and apartment management and operation services; other real estate business activities. (Excluding business activities in sectors not yet accessible to foreign investors in accordance with Vietnamese law).	6810
47	Architectural, and related technical consultancy activities Details: Survey and consultancy services for telecommunications, information technology and automation works; electrical and electronic works; refrigeration works; water supply and drainage works; fire prevention and firefighting works	7110
48	Specialized design activities	7410
49	Rental and leasing of motor vehicles	7710
50	Rental and leasing, without operator, of other machinery, equipment and tangible goods	7730
51	Combined facilities support activities	8110
52	General cleaning of buildings	8121
53	Other cleaning activities Details: Cleaning of houses and other buildings	8129
54	Landscape service activities	8130





55	Office administrative and support activities	8210
56	Other education n.e.c. Details: Training and technology transfer in the field of telecommunications and information technology.	8559
57	Other educational support activities	8569
58	Repair and maintenance of computers and communication equipment	9510

2. Approval of the addition of the following business lines:

No.	Business line name	Business line code
1	Telecommunication reselling activities and intermediation service activities for telecommunication	6120

3. To authorize the Board of Directors to implement all necessary procedures for the amendment of the Company's business lines (including updating the relevant business line codes) in accordance with the guidance of the Business Registration Division – Department of Finance of Ho Chi Minh City.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOD**



**LE PHAN MINH VU**

C.T.C.P.  
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1. Approval of contracts and transactions arising in 2025 between the Company and Becamex Investment and Industrial Development group (a major shareholder and an entity related to insiders), whereby the total transaction value within 12 months from the date of the first transaction reaches 35% or more of the total assets as reported in the most recent financial statements, specifically:

No.	Contract/Transaction Description	Contract No.	Signing Date	Value (VND)
1.	Smart Solutions – Becamex Industrial & Smart Urban Area (Phase 1: Upgrade and development of the intelligent management and monitoring system)	11/11/2024/HĐVT/HĐ and PL03	07/11/2024 – 20/01/2025	46,904,371,369
2.	Construction of segmented lighting system (Phase 1B & Phase 2) – Green City	27A/10/2025/HĐVT/HĐ	24/10/2025	18,172,594,637
3.	Construction of telecommunications infrastructure – Hòa Lợi resettlement area, Bình Duong Integrated Industrial – Service – Urban Area (Green City)	01A/12/2025/HĐVT/HĐ	12/04/2025	18,806,013,000
4.	Construction of power supply system (medium and low-voltage lines and substations 1xIII 320KVA + 6xIII 400KVA + 12xIII 560KVA) – Power supply for Green City	07A/12/2025/HĐVT/HĐ	12/10/2025	136,336,700,654
5.	Construction of medium-voltage power lines – Capitaland (Phase 2)	22A/12/2025/HĐVT/HĐ	24/12/2025	9,035,621,858



6.	Renewal of VMware software (Smart 4 zones)	4/12/2025/HĐ VT/HĐ	30/12/2025	908,800,000
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2. Approval of contracts and transactions arising in 2026 between the Company and Becamex Investment and Industrial Industrial Development group (major shareholder, entity related to insiders), where the total value of transactions arising within 12 months from the date of the first transaction is equal to or exceeds 35% of the total assets recorded on the most recent financial statements, specifically:

No.	Contract/ Transaction Description	Contract No.	Signing Date	Value (VND
1.	Supply and installation of electromechanical items for the Block 11 Renovation Project as a semiconductor center	05A/01/2026/HĐVT/HĐ	12/01/2026	16,476,625,708
2.	Inspection, maintenance, repair, and replacement of materials and equipment for electromechanical infrastructure arising at Becamex International Hospital, Becamex Tower, Eastern International University, and costs for inspection, maintenance, and lighting system upkeep on DT746 road	Appendix 05 - Contract 102/12/2024/HĐVT/HĐ	During 2026	7,820,901,589
3.	Additional construction works arising at BECAMEX	38A/07/2025/HĐVT/HĐ - PL02	During 2026	882,213,163













4. In order to promptly implement the business plan, the Board of Directors respectfully proposes to the General Meeting of Shareholders to authorize the Board of Directors to decide and direct the implementation of the following: To discuss, negotiate, and develop specific terms and conditions of the contracts and transactions referred to in this proposal, including signing, amending, supplementing, executing, terminating, and replacing such contracts and transactions, ensuring compliance with applicable laws and the Company's Charter, based on the principle of safeguarding the highest interests of the Company and its Shareholders.

The Board of Directors shall report the results of the execution of the aforementioned contracts and transactions at the next General Meeting of Shareholders.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**LE PHAN MINH VU**

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&  
V.G  
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No.: 07/2026/TTr-HĐQT

Ho Chi Minh City, April 15<sup>th</sup> 2026

**THE PROPOSAL**

*Plan for public offering of additional shares to existing shareholders to increase the Company's charter capital*

**To: THE GENERAL MEETING OF SHAREHOLDERS OF  
Viet Nam Technology and Telecommunication Joint Stock Company**

*Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020; and the Law amending and supplementing a number of articles of the Enterprise Law No. 76/2025/QH15 dated June 17, 2025;*

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

*Pursuant to the Law amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Auditing, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Management, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling Administrative Violations No. 56/2024/QH15 dated November 29, 2024, of the National Assembly of the Socialist Republic of Vietnam;*

*Pursuant to Government Decree 155/2020/ND-CP issued on December 31, 2020, detailing the implementation of a number of articles of the Law on Securities and its amending and supplementing documents;*

*Pursuant to Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law;*

*Pursuant to Circular 118/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of contents on offering, issuing securities, public tender offers, share buybacks, registration of public companies and deregistration of public companies and amending and supplementing documents;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company, amended and approved at the Annual General Meeting of Shareholders 2025 on April 18, 2025;*

*Pursuant to actual circumstances.*

The Board of Directors ("BOD") of Viet Nam Technology and Telecommunication Joint Stock Company (the "Company") respectfully submits to the Annual General Meeting of



Shareholders (“AGM”) for the approval of the plan for the public offering of additional shares to existing shareholders to increase the Company’s charter capital. The details are as follows:

#### **I. PLAN FOR PUBLIC OFFERING OF ADDITIONAL SHARES TO EXISTING SHAREHOLDERS**

- Name of the Issuer : Viet Nam Technology and Telecommunication Joint Stock Company
- Stock name : Stock of Viet Nam Technology and Telecommunication Joint Stock Company
- Ticker symbol : TTN
- Stock type : Common share
- Par value : VND 10,000 per share
- Charter capital before issuance : VND 367,275,000,000; equivalent to 36,727,500 shares.
- Expected number of shares to be issued : 13,295,355 shares, equivalent to 36,2% of the total expected outstanding shares at the time of offering.
- Total stock value (at par) : VND 132,953,550,000 (*In words: One hundred thirty-two billion, nine hundred fifty-three million, five hundred fifty thousand Vietnamese dong*)
- Purpose of the offering :
  - To enhance financial capacity, meet the needs of operational scale expansion, and increase the Company’s total assets;
  - To supplement capital for investment and/or to offset the repayment of loans used for the formation and procurement of fixed assets. This aims to serve the Company’s business operations, thereby enhancing competitive advantage and creating a foundation for improved business efficiency.
- Issuance method : Public offering of additional shares to existing shareholders.
- Rights exercise ratio : 1000:362 (On the Record Date for rights exercise, a shareholder owning 01 shares shall be entitled to 01 rights; a shareholder owning 1000 right is entitled to purchase 362 new share).
- Eligible participants : Existing shareholders whose names appear on the List of Shareholders on the Record Date for exercising purchase rights of additional shares, as provided by the Vietnam Securities Depository and





Clearing Corporation (VSDC) in accordance with regulations (The specific Record Date shall be determined by the BOD as authorized by the AGM).

- Issue price : VND 10,000 per share

Pricing Principles:

- **Book Value as of December 31, 2025, based on the Company's Audited Consolidated Financial Statements:**

$$\text{Book Value Per Share} = \frac{\text{Total Equity}}{\text{Number of Outstanding Shares}}$$

$$\text{Book Value Per Share} = \frac{505,610,275,408}{36,727,500} = \mathbf{13,766.53 \text{ VND}}$$

- **Market Price:** During the period from February 05, 2026, to March 25, 2026, on the Hanoi Stock Exchange (HNX), the average closing price of TTN shares was VND 16,113 over 30 trading sessions. (Source: <https://www.hnx.vn>)

Pursuant to Article 126 of the Law on Enterprises: "The Board of Directors shall determine the timing, method, and offering price of shares. The offering price shall not be lower than the market price at the time of offering or the most recent book value of the shares, except in the following cases:

1. Shares offered for the first time to persons other than founding shareholders;
2. Shares offered to all shareholders in proportion to their existing shareholding in the company;..."

To express gratitude to our shareholders for their long-term commitment to the Company, the Board of Directors proposes an offering price for existing shareholders of: **VND 10,000/share**.

- Total expected proceeds from the issuance : VND 132,953,550,000 (*In words: One hundred thirty-two billion, nine hundred fifty-three million, five hundred fifty thousand Vietnamese dong*)
- Additional paid-in capital : VND 0
- Expected charter capital after issuance : VND 500,228,550,000, corresponding to 50,022,855 shares.
- Expected offering time : Expected in 2026 or at another timing as decided by the BOD, after receiving written approval from the State Securities Commission (SSC).  
The AGM assigns and authorizes the BOD to determine the appropriate timing for the public offering to existing shareholders in compliance with



relevant laws to ensure the interests of the shareholders and the Company.

- Issuance method : Distributed through the exercise of purchase rights by existing shareholders.
- Transfer of purchase rights : Existing shareholders on the List of Shareholders as of the Record Date are entitled to transfer their purchase rights to other parties within the specified period. Such rights may only be transferred one (01) time. The transferee (the party receiving the rights from the existing shareholder) shall not be permitted to further transfer these rights to any other party. Parties shall mutually agree upon the transfer value and payment, and shall be responsible for all relevant obligations in accordance with applicable regulations regarding the transfer of purchase rights.
- Rounding principles and handling of fractional shares : The number of shares to be offered to existing shareholders for the purpose of increasing charter capital shall be rounded down to the nearest whole share. Any fractional shares arising (if any) shall be handled in accordance with the plan for handling unsubscribed shares following the offering.  
*Example: On the Record Date, shareholder A owns 1,019 shares. With an exercise ratio of 1000:362, shareholder A is entitled to purchase:  $1,019 \times 0.362 = 368.878$  shares. According to the rounding principle, shareholder A is entitled to purchase 368 shares. The fractional portion of 0.878 shares will be handled in accordance with the plan for handling unsubscribed shares following the offering.*
- Handling of undistributed shares (if any) : The number of remaining shares not fully distributed (including shares not subscribed or not paid for by investors, as well as fractional shares arising from rounding) shall be determined by the Board of Directors to be either cancelled or offered to other investors at a price not lower than the offering price to existing shareholders, or otherwise handled in accordance with the Board of Directors' decision depending on the actual circumstances.  
In the event of further distribution, the AGM authorizes the BOD to determine the criteria and the list of investors permitted to purchase such unsubscribed shares. Any undistributed shares must be handled in strict compliance with Article 42 of





Decree No. 155/2020/ND-CP dated December 31, 2020, and Article 195 of the Law on Enterprises.

Upon the expiration of the distribution period as prescribed by law, if any shares remain undistributed, such shares shall be canceled, and the offering shall be concluded.

- Related restrictions : Additional shares offered to existing shareholders are not subject to transfer restrictions.  
Existing shareholders currently holding shares subject to transfer restrictions are still entitled to the purchase rights of the additional shares. The number of shares purchased through the exercise of these rights will not be restricted for transfer.  
Any unsubscribed shares (due to investors not registering or failing to make payment) that are subsequently offered to other investors shall be subject to a 01 (one) year transfer restriction from the completion date of the offering.
- Plan to ensure : The AGM assigns and authorizes the BOD to compliance with approve the plan to ensure that the share offering foreign ownership ratio complies with the foreign ownership ratio regulations.
- Minimum success : Not regulated.  
rate
- Mitigation plan for : The AGM authorizes the BOD to decide and capital shortfall rebalance capital sources or determine appropriate handling measures to compensate for any capital shortfall expected from the offering. This ensures that the Company's capital structure and business operations remain unaffected.

## II. ASSESSMENT OF ANTICIPATED SHARE DILUTION POST-OFFERING

The public offering to existing shareholders will result in dilution risks, including:

- i. Dilution of Basic Earnings Per Share (EPS).
- ii. Dilution of Book Value Per Share (BVPS).
- iii. Dilution of ownership percentage and voting rights.
- iv. Technical adjustment of the reference price on the Ex-rights Date.

### - EPS and BVPS Dilution

The variance between the growth rates of the Company's net profit and its equity will impact EPS and BVPS as follows:

- a. Earnings Per Share (EPS):

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$$\text{Formula:} \quad \text{Basic EPS} = \frac{\text{Net Profit After Tax}}{\text{Weighted Average Number of Shares Outstanding}}$$

$$\text{Weighted Average Number of Shares} = (X*12+Y*t)/12$$

Where:

X: Number of outstanding shares before the offering.

Y: Number of additional shares issued.

t: Actual number of months the additional shares are in circulation during the fiscal year.

Upon completion of the offering, EPS will fluctuate due to changes in total equity and the profit growth rate.

b. Book Value Per Share (BVPS)

$$\text{Formula:} \quad \text{BVPS} = \frac{\text{Total Equity}}{\text{Number of Shares Outstanding}}$$

Post-offering, BVPS will change based on the change in outstanding shares and the equity growth rate. In the short term, if the equity growth rate is lower than the share count increase, the Company's post-offering BVPS will decrease accordingly.

- **Ownership and voting rights**

Existing shareholders' ownership and voting power will be diluted in proportion to the rights they decline to exercise during this offering (compared to their position prior to the Record Date).

- **Technical Price Adjustment on the Ex-rights Date**

The offering will trigger a technical adjustment to the share price as calculated by the Stock Exchange. The formula is as follows:

$$P_{tc} = \frac{PR_{t-1} + (I \times P_r)}{1 + I}$$

Where:

- + Reference price on the Ex-rights Date.
- + Closing price on the trading session immediately preceding the Ex-rights Date.
- + The capital increase ratio from the rights offering.
- + Offering price for rights holders.

### III. PLAN FOR THE USE OF PROCEEDS FROM THE OFFERING





The plan to develop a Data Center aims to expand business operations, with the estimated investment cost detailed as follows:

No	Proposed Use of Proceeds	Estimated Investment Value (VND)	Expected Disbursement Timeline	Payment Method
1	Payment for design and construction costs	100.000.000.000	In 2026, 2027	Payment
2	Payment for investment in procurement of machinery, equipment, and other ancillary items forming fixed assets	30.000.000.000	In 2026, 2027	Payment
3	Payment for other expenses, including infrastructure leasing/land use rights	50.000.000.000	In 2026, 2027	Payment
	<b>Total</b>	<b>180.000.000.000 (*)</b>		

The total proceeds from the offering are expected to amount to VND 132,953,550,000 and will be used, including but not limited to, for: payment of infrastructure leasing costs and/or land use rights; payment of design and construction costs; payment for investment in and procurement of machinery, equipment, and auxiliary items forming fixed assets of the Data Center; and other related expenses. The AGM authorizes BOD to develop a detailed plan for the use of proceeds from the offering in line with actual implementation conditions, including the prioritization and allocation of such proceeds.

At the same time, to ensure the timely implementation of the Data Center construction as approved by the General Meeting of Shareholders, the General Meeting of Shareholders authorizes the Board of Directors to proactively mobilize additional funding sources for implementation. Upon receipt of proceeds from the offering, the Board of Directors shall use such proceeds to repay the mobilized funds (including borrowings from credit institutions, individuals, and organizations) incurred for the purpose of developing the Data Center.

In addition, based on the actual results of the offering, business performance, and construction progress, the General Meeting of Shareholders authorizes the Board of Directors to amend, supplement, and adjust the plan for the use of proceeds (if necessary) in order to reallocate the actual funds raised in line with the Company's Data Center development progress and to ensure the interests of shareholders.



In the event that the proceeds from the offering are insufficient to cover the total estimated investment cost of the Data Center project, the Company shall proactively utilize alternative funding sources.

#### **IV. APPROVAL OF CHARTER CAPITAL INCREASE PROCEDURES AND AMENDMENTS TO THE CHARTER REGARDING CAPITAL CONTENT**

1. Approval of the assignment and authorization for the Legal Representative of the Company to perform all necessary procedures for the registration of the increase/change in the Company's charter capital with the State Securities Commission (SSC), the Business Registration Authority, and other competent State agencies (if any) in accordance with the law.
2. Approval of the upward adjustment of the charter capital level stipulated in the Charter, corresponding to the actual results of the offering and the actual charter capital upon completion of the offering. Accordingly, following the completion of the additional shares offering and the statutory capital increase procedures, the Legal Rep./Chairman of the Board of Directors is authorized to sign and issue the newly amended Charter, in which the sole amendment compared to the current Charter shall be the Company's charter capital amount.

#### **V. APPROVAL OF ADDITIONAL REGISTRATION AND DEPOSITORY**

Upon completion of the offering, all shares issued to existing shareholders shall be additionally registered and deposited at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally registered for trading on the Hanoi Stock Exchange (HNX) in full compliance with applicable laws.

#### **VI. APPROVAL OF THE ASSIGNMENT AND AUTHORIZATION TO THE BOD**

In addition to the authorization contents specified in the detailed share offering plan, the AGM hereby assigns and authorizes the BOD to perform the following tasks:

Decide on any amendments, supplements, or adjustments to the Offering Plan as approved by the AGM, based on requests from regulatory authorities or the Company's actual conditions (if necessary), to ensure the most effective implementation in compliance with applicable laws and the Company's Charter.

1. Determine the specific timing for the offering; prepare and finalize the issuance dossier for submission to the SSC; and decide on the timing for additional registration and depository in accordance with regulations.
2. Resolve all detailed matters concerning the offering procedures following receipt of written approval from the State Securities Commission (SSC).
3. Decide on detailed matters regarding the allocation, balancing, and specific utilization of the proceeds to align with the Company's actual situation and the capital use purposes approved by the AGM.
4. Decide on detailed matters regarding the amendment of the Company's Charter to record the change in charter capital; perform legal procedures to amend the Enterprise Registration Certificate with the Business Registration Office and other competent authorities to update the new charter capital upon completion of the offering.





5. Determine and implement all necessary legal procedures as required by law and competent authorities to complete the additional depository at VSDC and additional trading registration at HNX for the total number of actually issued shares.
6. Ensure the foreign ownership limit (FOL) is maintained in compliance with applicable laws.
7. Decide on all other related matters and perform all necessary procedures to ensure the successful execution of the offering plan as approved by the AGM and in accordance with the law.
8. The BOD shall report the offering results and the status of the charter capital increase to the AGM at the nearest General Meeting.

Sincerely,

**Recipients:**

- As above;
- BOD, Supervisory Board;
- Archived: HR-Admin, Corporate Secretary.

**ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN**



**LE PHAN MINH VU**



No.: 08/2026/TTr-HDQT

*Ho Chi Minh City, April 01<sup>st</sup>, 2026*

**PROPOSAL**

*On Approval of Amendments and Supplements to the Charter and Internal Regulations of the Company*

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

*Pursuant to Enterprise Law No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law amending and supplementing certain articles of the Enterprise Law No. 76/2025/QH15 dated June 17, 2025;*

*Pursuant to Securities Law No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, effective from January 1, 2021;*

*Pursuant to Government Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain provisions of the Securities Law, as amended and supplemented by Decree No. 245/2025/ND-CP dated September 11, 2025;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, providing guidance on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP;*

*Pursuant to The Charter, Internal Corporate Governance Regulations, and the Rules of Operation of the Board of Directors currently in effect at Vietnam Technology & Telecommunication Joint Stock Company;*

*Practical requirements in the management and administration of the Company.*

The Board of Directors respectfully submits for the approval of the General Meeting of Shareholders:

1. To approve the amendments and supplements to the Charter and internal regulations of the Company, including: The Internal Corporate Governance Regulations and the Rules of Operation of the Board of Directors (*attached explanatory documents on the amendments and supplements*).
2. To approve the full text of the amended and supplemented Charter and Internal Corporate Governance Regulations and the Rules of Operation of the Board of Directors to replace the currently effective Charter and internal regulations.





Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**P. PHAN MINH VU**





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

**16th Floor, WTC Tower, No. 1 Hung Vuong Street,  
Binh Duong Ward, Ho Chi Minh City, Vietnam  
Tel: 0274. 2220222 – Hotline: 18009400**

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

*(Amended according to Resolution No. 01/2026/NQ-DHDCD of the 2026  
Annual General Meeting of Shareholders held on April 23, 2026)*

**Ho Chi Minh city, April 23, 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. 01/2026/NQ-DHDCD of the 2026 Annual General Meeting of Shareholders held on April 23<sup>rd</sup>, 2026.

### 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, and its amendments, supplements and implementing/replacing documents from time to time;
  - d. *Law on Securities* means 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, and its amendments, supplements and implementing/replacing documents from time to time;
  - 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.
- p. *Dividends* mean the after-tax profits distributed to each share in cash or in other assets
- 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.









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.
- 4. The nomination and election of candidates for the Board of Directors and the Supervisory Board by a Shareholder or a group of Shareholders, as provided in Clause 3 of this Article, shall comply with the following principles:
  - a. Ordinary Shareholders forming a group to nominate individuals for the Board of Directors and the Supervisory Board must notify in writing the holding of such group meeting to the Shareholders attending the General Meeting of Shareholders prior to the commencement of the meeting;
  - b. The maximum number of candidates that a Shareholder or a group of Shareholders may nominate or stand for election, as referred to in Clause 3 of this Article, shall be carried out in accordance with the Internal Corporate Governance Regulations;
  - c. A Shareholder or a group of Shareholders under this Clause may exercise the right to nominate or stand candidates for election to the Board of Directors and the Supervisory Board only once during the term of the Board of Directors and the Supervisory Board. However, to avoid any misunderstanding, in the event that a member of the Board of Directors or the Supervisory Board is removed or relieved of office by the General Meeting of Shareholders, the Shareholder or group of Shareholders who previously nominated the elected candidate for such position shall still be entitled to nominate or stand other candidates to fill the vacant position in the Board of Directors or the Supervisory Board.

### **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. Shareholders shall provide accurate contact addresses, email addresses, and phone numbers when registering to purchase Shares, and upon request by the Company. Shareholders are responsible for promptly and accurately notifying the Company of any changes to their personal information, including contact addresses, email addresses, and phone numbers.
9. Shareholders shall maintain a cooperative attitude and behave politely and in accordance with proper standards when providing opinions or recommendations to the Company.
10. Fulfill other obligations as required by applicable law and the company's charter

#### **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;
- d. 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.
- e. 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.
- 5. The General Meeting of Shareholders may be held in person, online, or in a combination of both in-person and online formats.

#### **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**

- 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





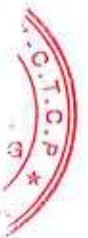


par value of the issued shares of that type. In case there are not enough quorum as mentioned above, the meeting shall be re-organized within the next 30 days and the holders of shares of that type (regardless of the number of people and shares) present in person or through authorized representatives 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;
  - 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, 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 composition and number of non-executive members of the Board of Directors of a public company must comply with the following requirements:
  - a) At least one non-executive member if the Board consists of 3 to 5 members;
  - b) At least two non-executive members if the Board consists of 6 to 8 members;
  - c) At least three non-executive members if the Board consists of 9 to 11 members.
4. For listed companies, the total number of independent members of the Board of Directors must comply with the following requirements:
  - a) At least 01 independent member if the Board consists of 3 to 5 members;
  - b) At least 02 independent members if the Board consists of 6 to 8 members;
  - c) At least 03 independent members if the Board consists of 9 to 11 members.
5. 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.
6. 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.





7. 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. The Board of Directors shall have the right to modify the use of capital or the proceeds from a share offering or issuance, provided that the amount of change does not exceed 50% of the capital or proceeds from the offering or issuance, and such modification is authorized by the General Meeting of Shareholders;
  - e. Decide on the selling price of the Company's shares and bonds;
  - f. Decide on share repurchases as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
  - g. Decide on investment plans and investment projects within the authority and limits prescribed by law;
  - h. Decide on solutions for market development, marketing and technology;
  - i. 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;
  - j. 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;
- k. Supervise and direct the General Director and other managers in the daily business operations of the Company;
  - l. 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;
  - m. 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;
  - n. Submit audited annual financial statements to the General Meeting of Shareholders;
  - o. 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;
  - p. Propose the reorganization, dissolution of the Company; request bankruptcy of the Company;
  - q. 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;
  - r. To carry out the payment of dividends to Shareholders in accordance with the law, after such payment has been approved by the Annual General Meeting of Shareholders.
  - s. 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 meeting must send the meeting notice at least three (03) working days prior to the meeting date; however, this period may be shortened as determined by the competent convener in case of necessity in the interest of the Company. The meeting notice must specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided. The notice shall be sent by the Company Secretary or the department designated by the Chairman of the Board and must be accompanied by all documents to be 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.
  13. A meeting of the Board of Directors may be held in the form of an online conference among Board members when all or some members are at different locations, provided that all participating members are able to hear, speak, and communicate with each other simultaneously in real time.

#### **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







- 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. Recruitment of employees; in addition, the General Director shall also have the authority to appoint other personnel within the Company in accordance with the Company's internal regulations.
  - 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 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. The General Director shall not be a related person of the enterprise manager, the company's and parent company's auditor, the representative of state capital, or the representative of the enterprise's capital in the company and parent company as stipulated in point d, Clause 46, Article 4 of the Securities Law.
7. 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.

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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**





**APPENDIX 1:**  
**LIST OF BUSINESS SECTORS AND ACTIVITIES OF THE COMPANY**

The list of the Company's business sectors and activities, as prescribed in Clause 2, Article 4 of this Charter, is as follows:

<b>No.</b>	<b>Business line name</b>	<b>Business line code</b>
1	Manufacture of other electronic components and boards Details: Manufacture, assembly, import-export, warranty, maintenance, and trading of equipment serving information technology, electronics, automation, telecommunications, office, and consumer devices.	2619
2	Manufacture of computers and peripheral equipment	2620
3	Manufacture of communication equipment	2630
4	Manufacture of consumer electronics	2640
5	Manufacture of optical instruments and photographic equipment	2670
6	Manufacture of other electrical equipment	2790
7	Manufacture of office machinery and equipment (except computers and peripheral equipment)	2817
8	Repair and maintenance and installation of electronic and optical equipment	3313
9	Repair and maintenance of electrical equipment	3314
10	Repair and maintenance of other equipment	3319
11	Electric power generation activities from renewable sources Details: Installation, construction, and operation of solar power systems.	3512
12	Construction of residential buildings	4101
13	Construction of non-residential buildings	4102
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The Company's business lines may be added or removed depending on the Company's actual business activities and as decided by the General Meeting of Shareholders.







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STOCK COMPANY**

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# **INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

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



**Ho Chi Minh City, April 23, 2026**



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# INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

## VIET NAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK COMPANY

*(Promulgated under General Meeting of Shareholders Resolution No. 01/2026/NQ-DHDCD dated April 23, 2026)*

### CHAPTER I: GENERAL PROVISIONS

#### Article 1. Significance and Scope of Regulations

- a. The internal regulations on corporate governance of Viet Nam Technology & Telecommunication Joint Stock Company stipulate the basic principles of corporate governance in order to protect the legitimate rights and interests of shareholders; the authority, obligations, and operating methods of the company's managers. These regulations are developed in compliance with the following provisions:
  - The Securities Law No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements, execution guidelines, and replacements from time to time ("*Securities Law*");
  - The Enterprise Law No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements, execution guidelines, and replacements from time to time ("*Enterprise Law*");
  - Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of Articles of the Securities Law.
- b. The Board of Directors, the Board of Supervisors, the Board of Management, shareholders, and related individuals are all subject to these Regulations.
- c. These regulations also serve as the basis for evaluating the Company's corporate governance performance.

#### Article 2. Interpretation

1. Abbreviations:
  - a. "Company": Viet Nam Technology & Telecommunication Joint Stock Company
  - b. "GMS": General Meeting of Shareholders
  - c. "BOD": Board of Directors



- d. "BoS": Board of Supervisors
  - e. "SSC": State Securities Commission of Vietnam
  - f. "SE": Stock Exchange
  - g. "VSDC": Viet Nam Securities Depository and Clearing Corporation
  - h. "Appendix 01": Appendix 01 - Regulations on guidances for online attendance and electronic voting at the General Meetings of Shareholders of the Company.
2. The following terms are construed as follows:
- a. "Corporate governance" is a system of principles, including:
    - Ensure a sound governance structure;
    - Ensure the effective operation of the Board of Directors and the Board of Supervisors;
    - Ensure the rights of shareholders and stakeholders.
    - Ensure fair treatment among shareholders;
    - Ensure transparency in all company activities.
  - d. "Public company" refers to a joint-stock company as defined in Clause 1, Article 32 of the Securities Law;
  - e. "Major shareholder" refers to a shareholder as defined in Clause 18, Article 4 of the Securities Law;
  - f. "Business managers" are individuals who manage a company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other managerial positions as stipulated in the Company Charter.;
  - g. "Business executives" include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated in the Company Charter;
  - h. "Related parties" are individuals and organizations as defined in Clause 46, Article 4 of the Securities Law.;
  - i. In these Regulations, references to one or more provisions or legal texts shall include any amendments, supplements or replacements to those texts.

## **CHAPTER II: PROCEDURES FOR CONVENING AND VOTING AT THE GENERAL MEETING OF SHAREHOLDERS**

### **Article 3. Notice regarding the closing of the list of shareholders entitled to attend the General Meeting of Shareholders.**

- The Record Date is the date on which shareholders are entitled to attend the General Meeting of Shareholders are determined. The company must disclose information on the





preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days prior to the Record date.

- The Board of Directors shall send notices and related documents to the Stock Exchange and VSDC notifying the record date for completing the list of shareholders entitled to attend the meeting no later than eight (08) consecutive working days before the record date.

#### **Article 4. Notice of Invitation to the General Meeting of Shareholders**

1. The invitation of the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures it reaches the shareholders' contact addresses (it may be sent to shareholders by post and/or otherwise communication methods to ensure it reaches the shareholders' contact addresses), and shall also be published on the Company's website and the State Securities Commission of Vietnam, the stock exchange where the Company's shares are listed or subscribed for trading. The convenor of the General Meeting of Shareholders must send the meeting invitation to all shareholders included in the List of Shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the meeting. The agenda of the General Meeting of Shareholders, and documents related to the issues to be voted at the meeting shall be posted on the Company's website. In case where the documents are not enclosed with the invitation of the General Meeting of Shareholders, the invitation of the meeting must clearly state the link to all meeting documents so that shareholders can access them, including:
  - a Meeting agenda and documents to be used in the meeting;
  - b List and detailed information of candidates in case of election of members of the Board of Directors and members of the Board of Supervisors;
  - c Voting ballot;
  - d Draft resolutions for each item on the meeting agenda.

#### **Article 5. Method to register to attend the General Meeting of Shareholders**

1. Shareholders or their authorized representatives holding shares of Viet Nam Technology & Telecommunication Joint Stock Company, included in the list provided by VSDC, have the right to attend the General Meeting of Shareholders.
2. Shareholders or their authorized representatives must register to attend the General Meeting of Shareholders according to the time and method stated in the meeting invitation letter.
3. In case where shareholders or their authorized representatives attend the online General Meeting of Shareholders, the authorization shall be made by the shareholders through the electronic voting system as stipulated in Article 6 of Appendix 01 herein.
4. Shareholders or their authorized representatives attending the general meeting must



bring the meeting invitation and valid personal identification documents (Citizen ID card, Identity card, Passport) to register for attendance.

#### **Article 6. Voting procedures in the General Meeting of Shareholders**

1. When subscribing shareholders, the Company issues each shareholder or authorized representative a voting card, which includes the subscription number, the shareholder's full name, the authorized representative's full name, and the number of votes cast by that shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting is conducted by vote in favor, against, or abstention. At the meeting, the ballots voting for the resolution are collected first, followed by those voting against. Finally, the total number of votes for or votes against is counted to make a decision. The results of the vote count are announced by the Chairman immediately before the meeting closing. The General Meeting elects a vote counting committee consisting of individuals responsible for counting or supervising the vote count as proposed by the Chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting.
2. Shareholders, authorized representatives of shareholders being organization, or authorized representatives of shareholders who arrive after the meeting has commenced have the right to subscribe immediately and subsequently have the right to attend and vote at the meeting immediately upon subscription. The chairperson is not obligated to stop the meeting to allow late-arriving shareholders to subscribe, and the validity of any previously voted-on items remains unchanged.
3. For electronic voting at online General Meetings of Shareholders, shareholders shall cast electronic votes on voting and election matters as stipulated in Article 7 of Appendix 01 herein.

#### **Article 7. Method of counting votes**

The General Meeting of Shareholders discusses and votes each item on the agenda. Voting is conducted by vote for, vote against, and abstention. The results of the vote count are announced by the chairperson immediately before the meeting closing.

The method for electronic vote counting at the online General Meetings of Shareholders is stipulated in Article 9 of Appendix 01 herein.

#### **Article 8. Announcement of vote count results**

After the vote count is completed, the Vote Counting Committee will announce the vote count results directly at the General Shareholders' Meeting. The announcement of the vote count results must specify the number of votes for, the number of votes against, and the number of abstentions for each issue.

#### **Article 9. Request for annulment of a Shareholders' General Meeting Resolution**





Within ninety (90) days from the date of receiving the resolution or minutes of the General Meeting of Shareholders or the minutes of the vote count results for consultation of the General Meeting of Shareholders, the shareholder or group of shareholders specified in Clause 2, Article 115 of the Enterprise Law has the right to request the Court or Arbitration to review and annul the resolution or part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The procedures for convening meetings and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company Charter, except as stipulated in Clause 3, Article 21 of the Company Charter.
2. The resolution's content violates the law or the Company Charter.

#### **Article 10. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be in Vietnamese, and may also be in a foreign language, and must include the following main contents:
  - a. Name, registered office address, and business code;
  - b. Time and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and content;
  - d. Full names of the chairperson and secretary;
  - e. Summary of the meeting proceedings and opinions provided at the General Meeting of Shareholders on each item on the agenda.;
  - f. Number of shareholders and total number of voting rights of shareholders attending the meeting, appendix of shareholder subscription list, shareholder representatives attending the meeting with corresponding share and voting rights;
  - g. The total number of votes cast for each voting issue, specifying the voting method, the total number of valid, invalid, vote for, vote against, and abstention; and the corresponding percentage of the total votes cast by shareholders attending the meeting;
  - h. Issues that were approved and the corresponding percentage of votes for;
  - i. Full name and signature of the chairperson and secretary. If the chairperson or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other Board of Directors members attending the meeting and containing all contents as stipulated in this clause. The meeting minutes shall clearly state the chairperson's or secretary's refusal to sign the minutes of meeting.
2. The minutes of the General Meeting of Shareholders must 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 made in both Vietnamese and foreign languages have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and minutes in foreign language, the content in the Vietnamese version shall prevail.
4. Resolutions, minutes of the General Meeting of Shareholders, list of shareholders subscribed for the meeting attendance with their signatures, Power of Attorney for attending the meeting, all documents attached to the minutes (if any), and related documents accompanying the meeting invitation notice must be disclosed in accordance with the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 11. Disclosure of the General Meeting of Shareholders' Resolution**

Resolutions of the General Meeting of Shareholders must be disclosed in accordance with the Company Charter and relevant legal regulations.

#### **Article 12. The General Meeting of Shareholders' adoption of resolutions in the form of consultation in writing.**

The authority and procedures for consultation of shareholder in writing to approve resolutions of the General Meeting of Shareholders shall be carried out in accordance with the following regulations:

1. The Board of Directors has the right to solicit shareholder opinions in writing to adopt resolutions of the General Meeting of Shareholders when deemed necessary for the benefit of the Company, including but not limited to the following matters:
  - a. Amend and supplement the content of the Company Charter.;
  - b. Company development orientation;
  - c. Class of shares and total number of shares of each class;
  - d. Elect, dismiss, and remove members of the Board of Directors and the Board of Supervisors;
  - e. Decide to invest in or sell assets worth thirty-five percent (35%) or more of the total asset value recorded in the company's most recent financial statement;
  - f. Reorganize or dissolve the company;
  - g. The company enters into contracts or transactions with entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than thirty-five percent (35%) of the total value of the company's assets as recorded in the most recent financial statements;
  - h. Approve transactions as stipulated in Clause 4, Article 293 of Government Decree No.





155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Securities Law.;

- i. Other matters as decided by the Board of Directors.
2. The Board of Directors must prepare written ballot, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolutions and send them to all voting shareholders no later than ten (10) days before the deadline for returning the ballot forms. The requirements and methods for sending ballot forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3, Article 18 of the Company Charter.
3. The written ballot forms must contain the following main contents:
  - a. Name, head office address, and business code;
  - b. Purpose of consultation;
  - c. Full name, contact address, nationality, and legal document number of the individual for shareholder being individual; name, business code or legal document number of the organization, and head office address of the shareholder being organization; or full name, contact address, nationality, and legal document number of individual for the representative of the shareholder being organization; number of shares of each class and number of votes of the shareholder;
  - d. Issues requiring consultation to approve a decision;
  - e. The voting options include vote for, vote against, and abstention for each issue being considered;
  - f. Deadline for returning the completed ballot forms to the Company.;
  - g. Full name and signature of the Chairman of the Board of Directors.
4. Shareholders may submit their completed written ballots to the Company by mail or email in accordance with the following regulations:
  - a. In the case of mailing, the completed ballot forms must be signed by the shareholder being individual, by the authorized representative, or the legal representative of the shareholder being organization. The ballot forms submitted to the Company must be enclosed in a sealed envelope, and no one is allowed to open it before the vote count;
  - b. In the case of sending via email, the ballot forms sent to the Company must be kept confidential until the time of vote counting;
  - c. Opinion ballots submitted to the Company after the deadline specified in the ballot forms, or that have been opened in the case of submissions by mail or disclosed in the case of email submissions, are invalid. Unsubmitted ballot forms shall be deemed as non-voting ballots.



5. The Board of Directors shall count the votes and prepare a vote counting minutes in the presence of the Board of Supervisors or shareholders who do not hold managerial positions in the Company. The vote counting minutes must include the following main contents:
  - a. Name, head office address, and business code;
  - b. Purpose and issues requiring consultation for the resolution's adoption;
  - c. The number of shareholders and the total number of votes cast, distinguishing between valid and invalid votes, and the method of submitting the votes, enclosed with an appendix of the list of the shareholders who participated in the vote.;
  - d. Total number of votes for, against, and abstentions for each issue;
  - e. Issues that have been approved and the corresponding percentage of votes for;
  - f. Full name and 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 vote counter, and the vote counting supervisor shall be jointly responsible for the honesty and accuracy of the vote counting minutes; and jointly responsible for any damages arising from decisions made due to dishonest or inaccurate vote counting.

6. The vote count minutes and resolutions must be sent to shareholders within fifteen (15) days from the date of the end of the vote count. The submission of the vote count minutes and resolutions may be replaced by posting them on the Company's website within twenty-four (24) hours from the time of the end of the vote count.
7. The completed ballots, vote counting minutes, adopted resolutions, and related documents attached to the ballot forms must all be kept at the Company's head office.
8. A resolution shall be adopted by written consultation of shareholder if it is approved by shareholders holding more than fifty percent (50%) of the total votes cast by voting shareholders, and it shall have the same validity as a resolution adopted at the General Meeting of Shareholders.

### **CHAPTER III: MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 13. Standards for Board of Directors Members**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a. Not falling under the categories specified in Clause 2, Article 17 of the Enterprise Law;
  - b. Possessing professional qualifications and experience in business administration or in the field, sectors, and business lines of the company, and not necessarily being a shareholder of the company, unless otherwise stipulated in the Company Charter;





- c. A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors or a member of the Members' Council at a maximum of five (05) other companies;
  - d. For state-owned enterprises as stipulated in Point b, Clause 1, Article 88 of the Enterprise Law and subsidiaries of state-owned enterprises as stipulated in Clause 1, Article 88 of the Enterprise Law, a member of the Board of Directors may not be a family relative of the General Director and other managers of the company; or of the manager or person with the authority to appoint managers of the parent company.
2. Unless otherwise provided by securities law, independent members of the Board of Directors as stipulated in Point b, Clause 1, Article 137 of the Enterprise Law must meet the following standards and conditions:
- a. Not currently working for the company, its parent company, or its subsidiary; not having worked for the company, its parent company, or its subsidiary for at least three (03) preceding years;
  - b. Not currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to under regulations;
  - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adopted child, biological elder brother, biological elder sister, or biological younger sibling is a major shareholder of the company; or is a manager of the Company or its subsidiary;
  - d. Not directly or indirectly holding at least one percent (01%) of the total voting shares of the Company;
  - e. Not being a person who has served as a member of the Board of Directors or Board of Supervisors of the company for at least five (05) preceding years, except in the case of being appointed for two (02) consecutive terms of office.
3. The Chairman of the Board of Directors shall not concurrently hold the position of General Director (or Director) of one (01) public company.

**Article 14. Nomination or Candidacy Procedures of shareholders and groups of shareholders for positions of the Board of Directors member**

Common shareholders forming a group to nominate candidates to the the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders. A Shareholder or a group of shareholders holding ten percent (10%) or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and the Company Charter, specifically:

- 1. A shareholder or a group of shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total voting shares may nominate one (01) candidate;





from twenty percent (20%) to less than thirty percent (30%) may nominate a maximum of two (02) candidates; from thirty percent (30%) to less than forty percent (40%) may nominate a maximum of three (03) candidates; from forty percent (40%) to less than fifty percent (50%) may nominate a maximum of four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) may nominate a maximum of five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) may nominate a maximum of six (06) candidates; From seventy percent (70%) to less than eighty percent (80%) may nominate a maximum of seven (07) candidates, and from eighty percent (80%) to ninety percent (90%) may nominate a maximum of eight (08) candidates.

2. If the number of candidates for the Board of Directors, through nomination and candidacy, is still insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with the Company Charter, Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect Board members in accordance with the provisions of law.

#### **Article 15. Method of electing members of the Board of Directors**

The voting to elect members of the Board of Directors is carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to their total shares held multiplied by the number of members to be elected to the Board of Directors. The Shareholder has the right to accumulate all or part of their total votes for one or several candidates. The persons elected as members of the Board of Directors shall be determined by the number of votes from high to low, starting from the candidate with the highest votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more candidates achieve the same number of votes for the last member of the Board of Directors, a re-election shall be held among those candidates with an equal votes, or a selection shall be made according to the criteria stipulated in the Election Regulations or the Company Charter.

In the event that the number of candidates is less than or equal to the number of Board members to be elected, the election of Board members may be carried out by the cumulative voting method as mentioned above or by a voting method (vote for, vote against, abstain). The approval ratio for the voting method shall be determined according to Clause 2, Article 21 of the Charter or Clause 8, Article 22 of the Charter.

#### **Article 16. Cases of dismissal or removal of Board of Directors members**

1. The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:





- a. Failure to meet the standards and conditions stipulated in Article 155 of the Enterprise Law;
  - b. Submission of a resignation letter that is subsequently approved;
  - c. Other cases as stipulated in the Company Charter.
2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
    - a. Failure to participate in the activities of the Board of Directors for six (06) consecutive months, except in cases of force majeure.;
    - b. Other cases as stipulated in the Company Charter.
  3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; dismiss or remove members of the Board of Directors in cases other than those stipulated in Clauses 1 and 2 of this Article
  4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
    - a. The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
    - b. The number of independent members of the Board of Directors is reduced, failing to ensure the ratio as stipulated in point b, Clause 1, Article 137 of the Enterprise Law;
    - c. Except for the case provided in points a and b of this clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting;

#### **Article 17. Notification of election, dismissal, and removal of Board of Directors members**

The election, dismissal, and removal of members of the Board of Directors shall be announced in accordance with the Company Charter and relevant legal regulations.

#### **Article 18. Procedures for introduction of candidates to the Board of Directors.**

1. In the event that candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening 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 must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, prudently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of



Directors to be disclosed includes:

- a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Work experience;
  - d. Other managerial positions (including positions of Board of Directors in other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any);
2. Public companies are responsible for disclosing information about the companies in which candidates hold positions as members of the Board of Directors, other managerial positions, and any related interests in the companies of the candidates for the Board of Directors (if any).

#### **CHAPTER IV: THE BOARD OF DIRECTORS MEETING**

##### **Article 19. Notice of Board of Directors Meeting**

1. Notices of Board of Directors meetings must be sent to Board members and Supervisors no later than three (03) working days before the meeting date. This period may be shorter as decided by the person authorized to convene the meeting in case it is necessary for the benefit of the Company. The notice must specify the time, place of the meeting, agenda, content of the issues to be discussed, and enclose with necessary documents on the issues to be discussed and voted on at the meeting and the votes of the members.
2. Meeting notices shall be sent by invitation letter, email, or other means, but must ensure that they reach the contact addresses of each Board of Directors member and Supervisors registered with the Company.

##### **Article 20. Conditions for convening and holding the Board of Directors meetings**

1. The Board of Directors meeting is held at least once every quarter and extraordinary meetings may be held.
2. The Chairman of the Board of Directors convenes a meeting of the Board of Directors in the following cases:
  - a. At the request of the Board of Supervisors or an independent member of the Board of Directors;
  - b. At the request of the General Director or at least five (05) other managers;
  - c. At the request of at least two (02) members of the Board of Directors;
  - d. Other cases as stipulated in the Company Charter.





3. The proposals stipulated in Clause 2 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the decisions falling within the authority of the Board of Directors.
4. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within seven (07) working days from the date of receiving the proposal specified in Clause 2 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred by the company; the requesting person has the right to replace the Chairman of the Board of Directors in convening a meeting of the Board of Directors.
5. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to the Supervisors in the same manner as provided for the members of the Board of Directors.

Supervisors have the right to attend Board of Directors meetings; they have the right to participate in discussions but not to vote.
6. A Board of Directors meeting shall be held when at least three-quarters (3/4) of the total number of members are present. If the meeting convened in accordance with this clause does not have the required number of members present, a second meeting shall be convened within seven (07) days from the date of the first scheduled meeting. In this case, the meeting shall be held if more than half of the Board of Directors members attend.

## Article 21. Voting Procedures





3. In the event that the chairperson or the minute-maker refuses to sign the meeting minutes, but if all other attending members of the Board of Directors have signed and agreed to approve the minutes which contain all the contents as prescribed in points (a), (b), (c), (d), (e), (f), (g), and (h) of Clause 1 of this Article, then such minutes shall remain valid. The minutes must clearly state the chairperson or the minute-maker's refusal to sign it. Those who sign the minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors' meeting minutes. The chairperson and the minute-maker shall be personally liable for any damages caused to the enterprise resulting from their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company Charter, and relevant laws.
4. The chairperson, the minutes maker, and those who sign the minutes are responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.
5. Minutes of Board of Directors meetings and documents used in the meetings must be kept at the company's head office.
6. Minutes made in Vietnamese and in a foreign language have equal legal validity. In case of discrepancies in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall prevail.

#### **Article 24. Notification of Board of Directors' Resolutions**

Board of Directors resolutions must be notified to relevant parties as stipulated in the Company Charter.

### **CHAPTER V: THE SUPERVISORS**

#### **Article 25. Standards for Supervisors**

Members of the Board of Supervisors must meet the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall under the following cases:

1. Working in the accounting and finance department of the Company;
2. Being a member or employee of an independent auditing firm that has audited the company's financial statements for three (03) preceding years.

#### **Article 26. Nomination and candidacy procedures of shareholders or groups of shareholders for the position of Supervisors**

1. The nomination and candidacy of members of the Board of Supervisors shall be carried out in a manner similar to the provisions of Clauses 1 and 2 of Article 25 of the Company Charter.
2. In the event that the required number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance







## **Supervisors**

The election, dismissal, and removal of the Board of Supervisors shall be announced in accordance with the Company Charter and securities laws.

## **CHAPTER VI: SUB-COMMITTEES OF THE BOARD OF DIRECTORS**

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

1. The Board of Directors may establish subordinate sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of the sub-committee shall be decided by the Board of Directors with a minimum of three (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 shall constitute a majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only valid when a majority of members attend and vote in favor at the sub-committee meeting.
2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must be consistent with applicable laws and regulations and the provisions of the Company Charter.

### **Article 31. Operational Principles of sub-committees**

The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, or of individuals holding membership in those sub-committees must be consistent with applicable laws and regulations and the provisions of the Company Charter.

## **CHAPTER VII: BUSINESS EXECUTIVES**

### **Article 32. Standards for business executives**

1. The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the Company's day-to-day business operations. The Company has a General Director, Deputy General Director(s), Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution of the Board of Directors.
2. Business executives must show duty of diligence in supporting the Company achieving its operational and organizational goals set.

### **Article 33. General Director**









- b. During Board of Supervisors meetings, the Board of Supervisors has the right to request the attendance of Board members (and simultaneously request the General Directors, internal audit members (if any), and independent auditors) and to answer questions of concern to the Board of Supervisors members;
- c. Periodic and extraordinary inspections conducted by the Board of Supervisors must result in written conclusions (to be issued no later than fifteen (15) working days from the completion date) and be submitted to the Board of Directors to provide additional grounds for the Board's management of the Company. Depending on the scope and results of the aforementioned inspections, the Board of Supervisors shall discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the event of a disagreement, the parties are authorized to reserve their opinions in the minutes, and the Head of the Board of Supervisors shall be responsible for reporting these matters to the nearest General Meeting of Shareholders;
- d. In case the Board of Supervisors discovers violations of the law or violations of the Company Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, request the person committing the violation to cease the violation and take measures to remedy the consequences. At the same time, the Board of Supervisors shall be responsible for reporting to the General Meeting of Shareholders and simultaneously reporting and disclosing information in accordance with current law;
- e. For recommendations relating to the company's operational and financial situation, the Board of Supervisors must send the relevant documents and materials at least fifteen (15) working days before the expected date of receiving the response.
- f. Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) working days.

**Article 39. Operational Coordination between the Board of Directors and the General Director**

1. Regarding the organization of the annual General Meeting of Shareholders, the Board of Directors must notify the General Director about the coordination and use of resources within a reasonable time as stipulated in the Company Charter.
2. In urgent cases, the Board of Directors has the right to request the General Director and other executives in the company to provide information about the company's operations. The Board of Directors may not use information that has not been authorized for public disclosure or disclose it to others to carry out related transactions.



3. Issues falling under the Board of Directors' approval authority as stipulated by law and the Company Charter, and proposed by the General Director, must be responded to by the Board of Directors within the time limit prescribed in the Company Charter.
4. The Board of Directors shall decide on rewards or disciplinary actions for the fulfillment or non-fulfillment of resolutions and other matters delegated by the Board of Directors to the General Director.

#### **Article 40. Access to Information**

1. Regarding access to the Company's information and documents, the Board of Supervisors is obligated to state the reason in the written request for provision and to maintain absolute confidentiality of information collected during the monitoring of the Company's operations. Disclosure of this information is only permitted upon request from a competent authority, but must be notified to the Board of Directors before provision, or in other cases as stipulated by law.
2. This information and documentation includes:
  - a. Meeting notice and related documents, and a form for collecting opinions from Board members;
  - b. Minutes and Resolutions of the Board of Directors;
  - c. Report by the General Director;
  - d. Information and documents related to management and financial reporting;
  - e. Report evaluating the management performance of the Board of Directors;
  - f. Other related documents.

#### **Article 41. Operational Coordination between the Board of Supervisors and the General Director**

1. The Board of Supervisors has the function of inspection and supervision.
  - a. During Board of Supervisors meetings, the Board of Supervisors has the right to request the General Director (and simultaneously request members of the Board of Directors, internal auditors (if any), and independent auditors) to attend and answer questions of concern to the Board of Supervisors members.;
  - b. Periodic and extraordinary inspections conducted by the Board of Supervisors must result in written conclusions (to be issued no later than fifteen (15) working days from the completion date) and be submitted to the General Director to provide additional grounds for the General Director's management of the Company. Depending on the scope and results of the aforementioned inspections, the Board of Supervisors shall discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In the event of a disagreement, the parties are authorized to reserve their opinions in the minutes, and

the Head of the Board of Supervisors shall be responsible for reporting these matters to the nearest General Meeting of Shareholders;

- c. In case the Board of Supervisors detects violations of the law or company charter by the General Director, the Board of Supervisors shall notify the General Director in writing within forty-eight (48) hours, requesting the person committing the violation to cease the violation and take remedial measures, and at the same time the Board of Supervisors shall report to the General Meeting of Shareholders and simultaneously disclose information in accordance with current law;
- d. Members of the Board of Supervisors have the right to request the General Director to facilitate access to records and documents related to the company's business activities at the Head Office or where the records are store;
- e. For information and documents on business management and operation, business performance reports, financial statements, and written requests from the Board of Supervisors must be sent to the company at least forty-eight (48) hours in advance. The Board of Supervisors may not use information that has not been authorized for public disclosure by the company or disclose it to others to carry out related transactions;
- f. Other matters requiring the General Director's opinion: must be submitted at least seven (07) working days in advance and the General Director will respond within seven (07) working days from the date of receipt of such matter.

#### **Article 42. Coordination between the General Directors and the Board of Directors and Board of Supervisors.**

- 1. The General Director shall represent the Company in managing its operations, ensure the Company's going concern and effective operation.
- 2. The General Director is accountable to the General Meeting of Shareholders and the Board of Directors for the exercise of their duties and responsibilities and must report to these bodies when requested.
- 3. When there are proposals for measures to improve the Company's operations and management, decision on such matter must be made; the General Director shall send it to the Board of Directors as soon as possible but no later than seven (07) days before the date of issuance of the decision.
- 4. Other matters requiring the opinion of the Board of Directors must be submitted at least seven (07) working days in advance and the Board of Directors will respond within seven (07) days from the date of receipt of such matters.

### **CHAPTER IX: THE PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 43. Standards for persons in charge of corporate governance**





1. The person in charge of corporate governance must meet the following standards:
  - a. Having knowledge of the law;
  - b. Must not concurrently work for the independent auditing firm that is performing the audit of the Company's financial statements.
  - c. Other standards as prescribed by law, the Company Charter, and decisions of the Board of Directors.

**Article 44. Rights and obligations of the person in charge of corporate governance**

1. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and shareholders;
2. Prepare for Board of Directors, Board of Supervisors, and General Shareholders' Meetings as requested by the Board of Directors or Board of Supervisors.;
3. Provide advice on meeting procedures;
4. Attend meetings;
5. Provide advice on the procedures for preparation and issuance of resolutions of the Board of Directors in accordance with legal regulations;
6. Provide financial information, copies of Board of Directors meeting minutes, and other information to members of the Board of Directors and the Board of Supervisors;
7. Monitor and report to the Board of Directors on the company's information disclosure activities;
8. Maintain confidentiality of information in accordance with legal regulations and the Company Charter;
9. Other rights and obligations as prescribed by law and the Company Charter.

**Article 45. Appointment of persons in charge of corporate governance**

The Board of Directors shall appoint at least one (01) person to be in charge of the Corporate Governance to support the effective performance of corporate governance. The person in charge of Corporate Governance may also serve as the Company Secretary as prescribed in Clause 5, Article 156 of the Enterprise Law. The term of office of the person in charge of Corporate Governance shall be decided by the Board of Directors, with a maximum of five (05) years and may be reappointed.

**Article 46. Cases of dismissal of the person in charge of corporate governance.**

The Board of Directors may remove the person in charge of Corporate governance when necessary, provided that such removal does not contrary to applicable labor laws. The Board of Directors may appoint an Assistant to the person in charge of corporate



governance from time to time.

**Article 47. Announcement of appointment and dismissal of persons in charge of corporate governance**

Announcement regarding the appointment and dismissal of the person in charge of corporate governance is made in accordance with the Company Charter and securities laws.

**CHAPTER X: PREVENTING CONFLICTS OF INTEREST**

**Article 48. Duty of Care**

Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives are responsible for performing their duties, including those as members of sub-committees under the Board of Directors, in good faith and with due diligence for the benefit of the Company.

**Article 49. Duty of loyalty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests in accordance with the Enterprise Law and relevant legal documents.
2. Members of the Board of Directors, members of the Board of Supervisors, 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 Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the public company control 50% or more of the charter capital, and those entities themselves or their related parties, as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the securities law on information disclosure.
4. Members of the Board of Directors may not vote on transactions that benefit that member or its related person, as stipulated in the Enterprise Law and the Company Charter.
5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and related persons of these entities are prohibited from using or disclosing internal information to others for the purpose of conducting related transactions.
6. The General Director shall not be a related party of the business manager, the





Supervisor of company and parent company, the representative of state capital, or the representative of the enterprise's equity in the company and parent company as stipulated in point d, clause 46, Article 4 of the Securities Law.

7. Transactions between the Company and one or several members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:
  - a. For transactions worth less than thirty-five percent (35%) of the total value of assets recorded in the latest financial statement, the significant contents of the contract or transaction, as well as the relationships and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives, have been reported to the Board of Directors and approved by a majority vote in favor of the Board members who have no vested interest;
  - b. For transactions worth thirty-five percent (35%) or more, or transactions resulting in a transaction value arising within twelve (12) months from the date of the first transaction worth thirty-five percent (35%) or more of the total asset value recorded in the latest financial statement, the significant contents of this transaction as well as the relationship and interests of the Board of Directors members, Board of Supervisors members, General Director, and other executives have been disclosed to the shareholders and approved by the General Meeting of Shareholders by votes of shareholders who have no related interest.

#### **Article 50. Liability for damages and compensation**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives who violate their obligations, duty of loyalty and duty of diligence, or fail to fulfill their obligations, shall be held liable for any damages caused by their violation.
2. The Company shall indemnify any person who was, is, or may become a party to any claims, lawsuits, or legal proceedings (including civil and administrative cases, excluding those initiated by the Company) if such person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, other executives, employees, or representatives authorized by the Company who performed duties under the Company's authorization, acted in good faith and with due diligence in the best interests of the Company in compliance with the law, and provided there is no evidence confirming that such person breached their responsibilities.
3. Indemnification expenses shall include judgment costs, fines, and actual payments arising (including legal fees) from the resolution of such matters within the extent permitted by law. The Company may purchase insurance for these individuals to mitigate the aforementioned indemnification liabilities.



## **CHAPTER XI. AMENDMENT OF INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

### **Article 51. Amendments to the Internal Regulations on Corporate Governance**

1. Any amendments, supplements, or replacements to these Regulations must be submitted by the Board of Directors to the General Meeting of Shareholders for approval.
2. In cases where relevant legal provisions governing the company's operations are not addressed in these Regulations, or in cases where new legal provisions differ from those in these Regulations, those legal provisions shall automatically apply and govern the company's operations.

## **CHAPTER XII: EFFECTIVE DATE**

### **Article 52. Effective Date**

1. These Regulations consist of twelve (12) chapters and fifty-two (52) articles, including Appendix 01 attached; and is submitted to the General Meeting of Shareholders for approval on April 23, 2026.
2. Copies or extracts of the Regulations on Corporate Governance must be signed by the Chairman of the Board of Directors or at least one-half (1/2) of the total number of members of the Board of Directors to be valid.

**ON BEHALF OF BOARD OF  
DIRECTORS  
CHAIRMAN**



*Lê Phan Minh Vũ*





APPENDIX 01  
INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

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**REGULATIONS  
ON GUIDELINES FOR ONLINE ATTENDANCE AND ELECTRONIC VOTING  
AT THE GENERAL MEETING OF SHAREHOLDERS OF  
VIETNAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK  
COMPANY**

*(Promulgated under the Internal Regulations on Corporate Governance of Viet Nam Technology & Telecommunication Joint Stock Company, which was approved by the General Meeting of Shareholders under Resolution No. 01/2026/NQ-DHĐCĐ dated April 23, 2026.)*

**CHAPTER I. GENERAL PROVISIONS**

**Article 1. Scope and subjects of application**

This appendix stipulates the regulations for online attendance at the General Meeting of Shareholders and electronic voting by delegates at the Annual General Meeting/Extraordinary General Meeting of Shareholders of Viet Nam Technology & Telecommunication Joint Stock Company (*hereinafter referred to as "the Company"*).

**Article 2. Interpretation**

- a. **"Delegate"** means a shareholder, an authorized representative (authorized person).
- b. **"Online General Meeting of Shareholders"** means annual or extraordinary general meetings of shareholders held *via the internet* to exercise their voting/election rights.
- c. **"Electronic voting"** means the process by which a Delegate connects to the internet and exercise their voting or election right through the Electronic Voting System as specified and notified by the Company.
- d. **"Electronic voting system"** is a system that provides delegates with the tools to exercise their relevant rights when attending online shareholders' general meetings.
- e. **"Identifying elements"** are pieces of information necessary to accurately identify an object in a given context.
- f. **"Force majeure event"** refers to events occurring beyond the will of the convenor of the General Meeting, which could not be foreseen or overcome despite the necessary and possible measures taken.
- g. **"Equal Cumulative Voting"** is a method of Cumulative Voting in which a Delegate accumulates their total votes for a single candidate or distributes them equally among several corresponding candidates. Following the equal distribution, the number of



votes allocated to each candidate shall be rounded down to the nearest whole number. Any remaining fractional votes (if any) shall be discarded.

- h. ***“Manual Cumulative Voting”*** is a method of Cumulative Voting in which a Delegate specifies the exact number of votes for each candidate, provided that the total votes allocated to all candidates equal the Delegate’s total voting rights.

## **CHAPTER II. SPECIFIC PROVISIONS**

### **Article 3. Conditions and procedures for online attendance and E-voting by delegates of the general meeting of shareholders.**

- a. Eligibility requirements:
- Being named in the List of Shareholders entitled to attend the General Meeting of Shareholders, as established in accordance with the Company’s notice for exercising rights.
  - Being an authorized representative who meets all eligibility requirements as prescribed by law and the Company Charter.
- b. Technical requirements:
- Delegates must be equipped with an internet-connected electronic device (e.g., computer, tablet, mobile phone, or other electronic devices with internet connectivity, etc.).
- c. Method of implementation:
- Delegates access the link and log in using the information provided in Article 4 of this Appendix to attend the online general meeting of shareholders and cast their electronic votes on the electronic voting system.

### **Article 4. Providing login information and conducting electronic voting.**

- a. Information regarding the access link to the electronic voting system, username, password, and other identifying elements (if any) for attending the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of login information notification as stipulated by the Board of Directors). Delegates are responsible for keeping their username, password, and other assigned identifying elements confidential to ensure that only Delegates have the right to vote on the electronic voting system and are fully responsible for the information they have registered.
- b. When delegates request a re-issue of their login information, the General Meeting Organizing Committee may notify them through the following methods: in person or via email/telephone. Providing login information via email or telephone will only be done based on shareholder information from the list of voting shareholders made by the Vietnam Securities Depository and Clearing Corporation, as per the Company's notice of exercising voting rights.





- c. Delegates use their login name, password, or other identifying factors (if any) to access the electronic voting system and cast their electronic votes according to the agenda of the online General Shareholders' Meeting.

**Article 5. Method of recording the attendance of Delegates at the online general meeting of shareholders.**

Delegates are recognized as having attended the online General Meeting of Shareholders by the electronic voting system when they access the system using the access information provided in accordance with Article 4 of this Appendix and have cast their electronic vote on any item in the agenda of the online General Meeting of Shareholders

## Article 6. Regulations on online authorization

- a. Shareholders being individual: authorize all or part of their shares to a single individual to represent them in attending and voting at the general meeting.
- b. Shareholders being organization: authorize all or part of their maximum number of shares to 3 proxies to attend and vote at the general meeting.
- c. Shareholders must provide complete information to conduct authorization, especially providing the information of the authorized party: telephone number, contact address, and email address. This is the basis for assigning login names, login passwords, and other identifying elements (if any) to the authorized party.
- d. Validity of authorization: Authorization is only legally valid when the following conditions are met:
  - When shareholders fill in all the information on the online authorization form and complete the online authorization process.
  - The power of attorney must be printed using the online authorization form, with full signatures, specifying the full names, and stamping (if it is an organization) of both the authorizing party and the authorized party.
  - The company shall receive the original Power of Attorney before the official opening of the general meeting.
- e. Cancellation of online proxy authorization for shareholders: Shareholders must submit a formal written request to the Company to cancel their online proxy authorization before the official opening of the General Meeting. Note that the effective date of the cancellation of the proxy authorization is calculated from the date the Company receives the formal written request to cancel the online proxy authorization.
- f. The cancellation of the proxy will be invalid if the proxy has already cast a vote/election on any issue of the agenda for the online General Meeting of Shareholders.

## Article 7. Methods of electronic voting

- a. Voting method:







The time for electronic voting is specified in the regulations of procedure at the general meeting. Delegates can access the electronic voting system and vote twenty-four (24) hours a day and seven (07) days a week except in case of system maintenance or other reasons beyond the Company's control. After the voting period ends, the system will not record any further electronic voting results from Delegates.

#### **Article 9. Method of vote counting**

When delegates cast their votes/elections, the number of votes and ballots is recorded in the system according to the principle of the number of votes in favor, the number of votes against, and the number of abstentions.

The vote counting minutes is a document recording the results of the vote counting of all delegates attending the online General Meeting of Shareholders through the electronic voting system.

#### **Article 10. Announcement of vote counting results**

Based on the vote counting minutes as stipulated in Article 9 of this Appendix, the Vote Counting Committee will verify, compile, and report the results of the vote count for each issue according to the agenda of the General Meeting to the Chairperson. The results of the vote count will be disclosed by the Chairperson immediately before the closing of the meeting.

#### **Article 11. Minutes of the online General Meeting of Shareholders and the method of approval.**

- a. The venue of meeting recorded in the minutes of the online Shareholders' Meeting is the location where the Chairperson of the Meeting will be present to preside over the meeting. This location must be in Vietnam.
- b. The method for adopting the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Regulations on Procedure for the General Meeting of Shareholders.

#### **Article 12. Rights and obligations of Delegates when participating in electronic voting.**

- a. All matters within the authority of the General Meeting, as stipulated by law and the Organizational and Operational Charter of the Company, shall be voted on and elected through electronic voting.
- b. Delegates shall be responsible for maintaining the confidentiality of their access information to ensure that only the Delegate has the right to perform voting on the Electronic Voting System. All voting transaction results performed by a Delegate on the electronic voting system shall be automatically considered the Delegate's final decision. Delegates shall bear full legal responsibility before the law and the Company for the results of their electronic voting transactions performed on the Electronic Voting System.



- c. Delegates must immediately notify the Company for timely action upon discovering that their login name, password, and/or other identifying elements have been lost, stolen, compromised, or suspected of being compromised by contacting the Company to lock their login name and security device. Delegates shall be responsible for any damages, losses, and other risks occurring before the Company receives notification from the Delegate if the cause is due to the Delegate's fault.

### **Article 13. Discussion at the Online General Meeting of Shareholders**

a. Principles:

- Discussions shall only be conducted within the prescribed time and must be limited to the matters presented in the General Meeting of Shareholders' agenda;
- Only delegates are allowed to participate in the discussion.;
- Delegates may register their discussion topics in the format specified in the regulations of General Meeting's procedure.;
- The Secretariat will arrange the delegates' discussion content in the order of registration and forward them to the Chairperson.;

b. Addressing the opinions of the Delegates:

- Based on the content of the delegates' discussions, the Chairperson or a member designated by the Chairperson will answer the delegates' question;
- In case of time constraints, questions that are not answered directly at the General Meeting will be answered by the Company later.

### **Article 14. Force majeure events**

- a. During the online Shareholders' Meeting and electronic voting, force majeure events (beyond the Company's control) may occur at the location where the Chairperson presides over the Meeting (excluding force majeure events affecting one or more attending delegates) such as: natural disasters, fires, power outages or internet connection failures, technical malfunctions at the location where the Chairperson presides over the Meeting, requests or directives from the Government and other state agencies or competent authorities.....
- b. In the event of irremediable Force Majeure events that prevent the General Meeting from proceeding for a duration of sixty (60) minutes, the Chairperson shall declare a suspension of the General Meeting. All matters previously voted for prior to the suspension (if any) shall be voided. These matters shall be resubmitted for voting at the next convened General Meeting of Shareholders.

## **CHAPTER III. OTHER PROVISIONS**

### **Article 15. Other provisions**

Other matters not mentioned in this Appendix shall be governed by the Company Charter, the Regulations on Corporate Governance, and relevant laws and regulations.





## Article 16. Enforcement

- a. This appendix consists of three (03) chapters, sixteen (16) articles and is effective from the date of issuance.
- b. Delegates, individuals, organizations, and departments involved in the Company's online General Meeting of Shareholders are responsible for complying with this Appendix.

To:

- Shareholders;
- Board of Directors, Board of Supervisors, Management Board;
- Kept files.

ON BEHALF OF THE BOARD OF  
DIRECTORS  
CHAIRMAN



LE PHAN MINH VU





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

**16<sup>th</sup> Floor, WTC Tower, No. 1 Hung Vuong Street, Binh Duong Ward,  
Ho Chi Minh City, Vietnam**

**Tel: 0274. 2220222 – Hotline: 1800 9400**

# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

**VIET NAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK  
COMPANY  
CÔNG TY CỔ PHẦN CÔNG NGHỆ & TRUYỀN THÔNG VIỆT NAM**



**Ho Chi Minh City, April 23, 2026**





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# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS**

## **VIET NAM TECHNOLOGY & TELECOMMUNICATION JOINT STOCK COMPANY ("THE COMPANY")**

*(Issued attached to the General Meeting of Shareholders' Resolution of Viet Nam Technology & Telecommunication Joint Stock Company No. 01/2026/NQ-DHDCD dated April 23, 2026)*

*Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents amending, supplementing, guiding the implementation, or replacing it from time to time ("Law on Securities");*

*Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, guiding the implementation, or replacing it from time to time ("Law on Enterprises");*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of several articles of the Law on Securities, as amended and supplemented by Decree No. 245/2024/ND-CP dated September 11, 2025;*

*Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Minister of Finance guiding several articles on corporate governance applicable to public companies in Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government providing detailed regulations on the implementation of several articles of the Law on Securities,*

### **CHAPTER I. GENERAL PROVISIONS**

#### **Article 1. Scope of Regulation and Subjects of Application**

1. Scope of Regulation: The Regulations on the Operation of the Board of Directors stipulate the personnel organizational structure, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Company's Charter, and other relevant legal provisions.
2. Subjects of Application: These Regulations apply to the Board of Directors and the members of the Board of Directors.

#### **Article 2. Operating Principles of the Board of Directors**

1. The Board of Directors works on the principle of collectivity. Members of the Board of Directors are personally responsible for their assigned tasks and are jointly liable before the General Meeting of Shareholders and the law for approving resolutions and decisions of the Board of Directors regarding the Company's development.
2. The Board of Directors assigns the responsibility to the General Director to organize and manage the implementation of the resolutions and decisions of the Board of





Directors.

## **CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors have full rights as prescribed by the Law on Enterprises, Law on Securities, related laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and its units.
2. Members of the Board of Directors have obligations as prescribed in the Company's Charter and the following obligations:
  - a. Perform their duties honestly and prudently for the best interests of the shareholders and the Company;
  - b. Attend all meetings of the Board of Directors and provide opinions on issues brought up for discussion;
  - c. Report promptly and fully to the Board of Directors regarding any remuneration received from subsidiaries, associates, and other organizations;
  - d. Report to the Board of Directors at the nearest meeting regarding transactions between the Company, subsidiaries, or other companies in which the Company holds control of over fifty percent (50%) of the charter capital, with that member of the Board of Directors or their related persons; and transactions between the Company and companies in which the Board of Directors member was a founding member or a business manager within the last 03 years prior to the transaction time;
  - e. Perform information disclosure when conducting transactions of the Company's shares in accordance with legal regulations.
3. Each independent member of the Board of Directors of a listed company must prepare an evaluation report on the activities of the Board of Directors.

### **Article 4. Right to be Provided with Information of Members of the Board of Directors**

1. Members of the Board of Directors have the right to request the General Director, Deputy General Directors, and other managers in the Company to provide information and documents regarding the financial status and business operations of the Company and its units.
2. The requested managers must promptly, fully, and accurately provide the information and documents as requested by the members of the Board of Directors. The sequence and procedures for requesting and providing information are stipulated by the Company's Charter.

### **Article 5. Term of Office and Number of Members of the Board of Directors**

1. The Board of Directors shall have from three (03) to eleven (11) members. The specific number of members shall be decided by the General Meeting of Shareholders in accordance with operational requirements in each period.



2. The term of office for members of the Board of Directors shall not exceed five (05) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Company's Board of Directors for no more than two (02) consecutive terms.
3. In the event that the terms of all members of the Board of Directors expire simultaneously, those members shall continue to be members of the Board of Directors until new members are elected to replace them and take over the work, unless otherwise provided by the Company's Charter.
4. The number of non-executive members of the Board of Directors must ensure the following requirements:
  - a. At least one (01) non-executive member if the Board of Directors has from three (03) to five (05) members;
  - b. At least two (02) non-executive members if the Board of Directors has from six (06) to eight (08) members;
  - c. At least three (03) non-executive members if the Board of Directors has from nine (09) to eleven (11) members.
5. The Company's Charter specifically stipulates the number, rights, obligations, organizational methods, and coordination of activities of the independent members of the Board of Directors.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must meet the following standards and conditions:
  - a. Not falling under the categories specified in Clause 2, Article 17 of the Law on Enterprises;
  - b. Possessing professional qualifications and experience in business administration or in the fields, sectors, and business lines of the Company, and not necessarily being a shareholder of the Company, unless otherwise provided by the Company's Charter;
  - c. A member of the Board of Directors of a public company may only simultaneously be a member of the Board of Directors at a maximum of five (05) other companies;
  - d. For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises, or subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, a member of the Board of Directors must not be a family relative of the General Director or other managers of the company; or of the managers and persons with the authority to appoint managers of the parent company;
  - e. Other standards and conditions as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance.
2. Independent members of the Board of Directors, as prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, must meet the following standards and conditions:





- a. Not currently working for the Company, the parent company, or a subsidiary of the Company; and not having worked for the Company, the parent company, or a subsidiary of the Company for at least the three (03) preceding years;
  - b. Not currently receiving salary or remuneration from the Company, except for allowances that members of the Board of Directors are entitled to under regulations;
  - c. Not being a person whose spouse, biological father, adoptive father, biological mother, adoptive mother, biological child, adoptive child, biological elder brother, biological elder sister, or biological younger sibling is a major shareholder of the Company; or is a manager of the Company or a subsidiary of the Company;
  - d. Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;
  - e. Not having been a member of the Board of Directors or the Supervisory Board of the Company for at least the five (05) preceding years, except in cases of being appointed for two (02) consecutive terms;
  - f. Other standards and conditions as prescribed by the Company's Charter and the Internal Regulations on Corporate Governance.
3. Independent members of the Board of Directors must notify the Board of Directors if they no longer meet the standards and conditions specified in Clause 2 of this Article and shall automatically cease to be independent members from the date they fail to meet such requirements. The Board of Directors must report cases where an independent member no longer meets the standards and conditions at the nearest General Meeting of Shareholders or convene a General Meeting of Shareholders to elect a supplement or replacement for the independent member within six (06) months from the date of receiving the notice from the relevant independent member.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairman of the Board of Directors has the following rights and obligations:
  - a. Establish the programs and activity plans of the Board of Directors;
  - b. Prepare the agenda, content, and documents for meetings; convene, preside over, and chair meetings of the Board of Directors;
  - c. Organize the approval of resolutions and decisions of the Board of Directors;
  - d. Supervise the implementation process of the 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 the event the Chairman of the Board of Directors submits a resignation letter or is dismissed, the Board of Directors must elect a replacement within ten (10) days from the date of receipt of the resignation letter or the date of dismissal. In case the Chairman is absent or unable to perform their duties, they must authorize another member in writing to exercise the rights and obligations of the Chairman according to the principles specified in the Company's Charter. If no person is authorized or if the Chairman dies, is missing, is detained, is serving an imprisonment sentence, is serving administrative measures at a compulsory detoxification center or compulsory educational institution, flees their place of residence, has restricted or lost civil act capacity, has difficulties in cognition and behavioral control, or is prohibited by the Court from holding positions, practicing a profession, or performing certain jobs, the remaining members shall elect one person among themselves to hold the position of Chairman of the Board of Directors according to the majority principle until a new decision is made by the Board of Directors.
- 5. When deemed necessary, the Board of Directors decides on the appointment of the Company Secretary. The Company Secretary has the following rights and obligations:
  - a. Assist in organizing and convening the General Meeting of Shareholders and Board of Directors meetings; record meeting minutes;
  - b. Support members of the Board of Directors in exercising their assigned rights and obligations;
  - c. Assist the Board of Directors in applying and implementing corporate governance principles;
  - d. Support the Company in building shareholder relations and protecting the legal rights and interests of shareholders; ensuring compliance with information provision, information disclosure obligations, and administrative procedures;
  - e. Other rights and obligations as prescribed by the Company's Charter.

#### **Article 8. Dismissal, Removal, Replacement, and Supplementation of Board Members**

- 1. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:
  - a. Failure to meet the standards and conditions as prescribed in Article 155 of the Law on Enterprises;
  - b. Submission of a resignation letter that is subsequently approved;
  - c. Other cases as prescribed in the Company's Charter..
- 2. The General Meeting of Shareholders shall remove a member of the Board of Directors in the following cases:
  - a. Failure to participate in the activities of the Board of Directors for six (06) consecutive





months, except in cases of force majeure;

- b. Other cases as prescribed in the Company's Charter.
3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; or dismiss or remove members of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.
4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:
  - a. The number of members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company's Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within sixty (60) days from the date the number of members is reduced by more than one-third;
  - b. The number of independent members of the Board of Directors decreases, failing to ensure the ratio prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises;
  - c. Except for the cases prescribed in Point a and Point b of this Clause, the General Meeting of Shareholders shall elect new members to replace those who have been dismissed or removed at the nearest meeting.

#### **Article 9. Methods for Election, Dismissal, and Removal of Board Members**

1. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates to the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Specifically:

A shareholder or a group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% to less than 70% may nominate a maximum of six (06) candidates; from 70% to 80% may nominate a maximum of seven (07) candidates, and from 80% to 90% may nominate a maximum of eight (08) candidates.

2. The nomination of candidates to the Board of Directors is carried out as follows:
  - a. Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group meeting before the opening of the General Meeting of Shareholders;
  - b. Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this Clause is entitled to nominate one or several individuals as candidates for the Board of Directors according to the decision of the





General Meeting of Shareholders. In the event that the number of candidates nominated by the shareholder or group of shareholders is lower than the number they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

3. In the event that the number of candidates for the Board of Directors through nomination and candidacy is still insufficient as required by 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 Company's Charter, Internal Regulations on Corporate Governance, and the Regulations on the Operation of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.
4. The voting to elect members of the Board of Directors is carried out by the cumulative voting method, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or several candidates. The persons elected as members of the Board of Directors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members prescribed in the Company's Charter is reached. In the event that two (02) or more candidates achieve the same number of votes for the last member of the Board of Directors, a re-election shall be held among the candidates with equal votes, or a selection shall be made according to the criteria of the election regulations or the Company's Charter.

In the event that the number of candidates is less than or equal to the number of Board members to be elected, the election of Board members may be carried out by the cumulative voting method as mentioned above or by the voting method (approve, disapprove, no opinion). The approval ratio for the voting method is implemented according to Clause 2, Article 21 of the Charter or Clause 8, Article 22 of the Charter.

5. The election, dismissal, and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders according to the voting principles prescribed in the Company's Charter and relevant legal regulations.

#### **Article 10. Notification of Election, Dismissal, and Removal of Board Members**

1. In cases where candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least ten (10) days before the opening of the General Meeting of Shareholders on the Company's website so that shareholders can research these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their





duties honestly, prudently, and for the highest interests of the Company if elected as a member of the Board of Directors. Information related to the candidates to be disclosed includes:

- d. Full name, date of birth;
  - e. Professional qualifications;
  - f. Work experience;
  - g. Other management positions (including Board positions in other companies);
  - h. Interests related to the Company and related parties of the Company;
  - i. Other information (if any) as prescribed in the Company's Charter;
  - j. As a public company, it is responsible for disclosing information about companies in which the candidate currently holds a Board position, other management positions, and the interests related to the company of the Board candidate (if any).
2. The notification of the results of the election, dismissal, and removal of members of the Board of Directors shall be implemented in accordance with the guiding regulations on information disclosure.

### **CHAPTER III. THE BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and perform the rights and obligations of the company, except for those falling under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are prescribed 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 the strategy, medium-term development plans, and annual business plans of the Company;
  - b. Recommend the types of shares and the total number of shares of each type authorized to be offered;
  - c. Decide on the sale of unsold shares within the scope of authorized shares of each type; decide on raising additional capital in other forms;
  - d. Be entitled to change the plan for capital use and the proceeds from an offering or issuance with a change value of less than 50% of the capital/proceeds from such offering or issuance when authorized by the General Meeting of Shareholders;
  - e. Decide the selling price of shares and bonds of the Company;
  - f. Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;



- g. Decide on investment plans and investment projects within its authority and limits as prescribed by law;
- h. Decide on market development, marketing, and technology solutions;
- i. Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions valued at 35% or more of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions under the deciding authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- j. Elect, dismiss, and remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts for the General Director and other important managers as prescribed by the Company's Charter; decide on salaries, remuneration, bonuses, and other benefits for such managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of such persons;
- k. Supervise and direct the General Director and other managers in managing the daily business affairs of the Company;
- l. Decide the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m. Approve the agenda and documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to approve resolutions;
- n. Submit the audited annual financial statements to the General Meeting of Shareholders;
- o. Recommend the dividend payout level; decide on the time and procedures for dividend payments or the handling of losses incurred during business operations;
- p. Recommend the reorganization or dissolution of the Company; or request for bankruptcy of the Company;
- q. Decide on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after approval by the General Meeting of Shareholders; decide on the issuance of the Regulations on the Operation of the Audit Committee under the Board of Directors, the Regulations on Information Disclosure of the company, and other regulations of the Company;
- r. Implement dividend payments to shareholders in accordance with the law after approval by the Annual General Meeting of Shareholders;
- s. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and the Company's Charter.





3. The Board of Directors approves resolutions and decisions by voting at meetings, collecting written opinions, or in other forms as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.
4. In the event that a resolution or decision approved by the Board of Directors is contrary to the law, the resolution of the General Meeting of Shareholders, or the Company's Charter, thereby causing damage to the Company, the members who voted to approve such resolution or decision shall be jointly and personally liable for that resolution or decision and must compensate the Company for the damage; members who opposed the approval of the aforementioned resolution or decision shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation of or cancel the aforementioned resolution or decision.

#### **Article 12. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts**

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions leading to a total value of transactions arising within twelve (12) months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements between the Company and one of the following subjects:
  - a. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons;
  - b. Shareholders or authorized representatives of shareholders owning more than 10% of the total ordinary share capital of the Company and their related persons;
  - c. Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.
2. The Company's representative signing the contract or transaction must notify the members of the Board of Directors and members of the Supervisory Board regarding the related subjects of such contract or transaction, and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen (15) days from the date of receipt of the notice, unless the Company's Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction shall not have the right to vote.

#### **Article 13. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:
  - a. The Board of Directors deems it necessary for the interests of the Company;
  - b. The remaining number of members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;



- c. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request may be made in multiple copies and collect sufficient signatures of the relevant shareholders;
  - d. At the request of the Supervisory Board;
  - e. Other cases as prescribed by law and the Company's Charter.
2. Convening an Extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within thirty (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 remains less than the minimum number of members prescribed in the Company's Charter, or upon receipt of the request specified in Point c and Point d, Clause 1 of this Article;

- 3. The person convening the General Meeting of Shareholders must perform the following tasks:
  - a. Prepare a list of shareholders entitled to attend the meeting;
  - b. Provide information and resolve complaints related to the list of shareholders;
  - c. Establish the agenda and content of the meeting;
  - d. Prepare documents for the meeting;
  - e. Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting; list and detailed information of candidates in case of electing members of the Board of Directors or members of the Supervisory Board;
  - f. Determine the time and location of the meeting;
  - g. Send meeting notices to each shareholder entitled to attend the meeting in accordance with the Law on Enterprises;
  - h. Other tasks serving the meeting.

#### **Article 14. Sub-committees assisting the Board of Directors.**

- 1. The Board of Directors may establish subordinate sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors with a minimum of three (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 constitute the majority of the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A resolution of the sub-committee is only valid when a majority of members attend and





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or the department assigned by the Chairman of the Board of Directors and must be accompanied by the documents to be used at the meeting and the voting ballots for members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, electronic means, or other methods prescribed by the Company's Charter and must ensure arrival at 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 convenor shall send the meeting notice and accompanying documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors. The meeting notice shall be sent by the Company Secretary or the department assigned by the Chairman of the Board of Directors.

Members of the Supervisory Board have the right to attend Board of Directors meetings; they have the right to discuss but are not entitled to vote.

8. A Board of Directors meeting shall be conducted when at least three-quarters (3/4) of the total members attend the meeting. In the event that a meeting convened according to this Clause does not have enough members attending as prescribed, it shall be convened for a second time within seven (07) days from the originally intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.
9. A member of the Board of Directors is considered to have attended and voted at a meeting in the following cases:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend the meeting and vote in accordance with Clause 11 of this Article;
  - c. Attending and voting through an online conference, electronic voting, or other electronic forms;
  - d. Sending the voting ballot to the meeting via mail, fax, or email;
  - e. Sending the voting ballot by other means as prescribed in the Company's Charter.
10. In case the voting ballot is sent to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors no later than one (01) hour before the opening. The voting ballot shall only be opened in the presence of all attendees.
11. Members must fully attend all Board of Directors meetings. A member is allowed to authorize another person to attend the meeting and vote if approved by a majority of the members of the Board of Directors.
12. Resolutions and decisions of the Board of Directors are approved if they are favored by a majority of the attending members; in case of a tie, the final decision shall belong





to the side with the opinion of the Chairman of the Board of Directors.

#### **Article 16. Board of Directors Meeting Minutes**

1. Meetings of the Board of Directors must be recorded in minutes and may be sound-recorded, video-recorded, and stored in other electronic forms. Minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language, including the following main contents:
  - a. Name, head office address, enterprise code;
  - b. Time and location of the meeting;
  - c. Purpose, agenda, and content of the meeting;
  - d. Full names of each member attending the meeting or the authorized representative attending the meeting and the method of attendance; full names of members not attending and the reasons;
  - e. Issues discussed and voted on at the meeting;
  - f. Summary of the opinions of each attending member according to the chronological order of the meeting;
  - g. Voting results, clearly stating members who approved, disapproved, or had no opinion;
  - h. Issues approved and the corresponding approval voting ratio;
  - i. Full names and signatures of the chairperson and the person recording the minutes, except for the cases prescribed in Clause 2 of this Article.
2. In the event the chairperson or the person recording the minutes refuses to sign the meeting minutes, but if signed by all other attending members of the Board of Directors and containing all the contents prescribed in Points a, b, c, d, e, f, g, and h, Clause 1 of this Article, these minutes shall be valid. The meeting minutes must clearly state the refusal of the chairperson or the person recording the minutes to sign. The persons signing the meeting minutes shall be jointly liable for the accuracy and truthfulness of the contents of the Board of Directors meeting minutes. The chairperson and the person recording the minutes shall be personally liable for any damage occurring to the enterprise due to their refusal to sign the meeting minutes in accordance with the Law on Enterprises, the Company's Charter, and relevant laws.
3. The chairperson, the person recording the minutes, and the persons signing the minutes must be responsible for the truthfulness and accuracy of the contents of the Board of Directors meeting minutes.
4. The Board of Directors meeting minutes and documents used in the meeting must be kept at the Company's head office.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy between the Vietnamese and the foreign language versions, the content in the Vietnamese version shall prevail.



## **CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 17. Submission of Annual Reports**

1. At the end of the fiscal year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a. Report on the Company's business results;
  - b. Financial statements;
  - c. Report on the assessment of the Company's management and administration;
  - d. Verification report of the Supervisory Board.
2. The reports prescribed in Points a, b, and c, Clause 1 of this Article must be sent to the Supervisory Board for verification no later than thirty (30) days before the opening date of the Annual General Meeting of Shareholders, unless otherwise provided by the Company's Charter.
3. The reports prescribed in Clauses 1 and 2 of this Article, the verification report of the Supervisory Board, and the audit report must be kept at the Company's head office no later than ten (10) days before the opening date of the Annual General Meeting of Shareholders, unless the Company's Charter provides for a longer time limit. Shareholders owning Company shares for at least one (01) consecutive year have the right, by themselves or together with lawyers, accountants, or auditors with practice certificates, to directly review the reports prescribed in this Article.

### **Article 18. Remuneration, Bonuses, and Other Benefits of Board Members**

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 work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the duties of a Board member and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member on a consensus basis. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each member of the Board of Directors is recorded as the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors holding executive positions, or members of the Board of Directors working in sub-committees of the Board of Directors, or performing other tasks outside the scope of the normal duties of a Board member, may be paid additional remuneration in the form of a lump-sum fee, salary, commission, percentage of profits, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors have the right to be reimbursed for all travel,





accommodation, meals, and other reasonable expenses they have incurred while performing their responsibilities as Board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may have liability insurance purchased by the Company upon approval from the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of Board members related to violations of the law and the Company's Charter.

#### **Article 19. Disclosure of Related Interests**

Unless the Company's Charter provides for other stricter regulations, the disclosure of interests and related persons of the Company shall be implemented as follows:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:
  - a. Name, enterprise code, head office address, business lines of the enterprises in which they own contributed capital or shares; the ratio and the time of such ownership;
  - b. Name, enterprise code, head office address, business lines of the enterprises in which their related persons jointly or separately own contributed capital or shares representing more than 10% of the charter capital.
2. The declaration prescribed in Clause 1 of this Article must be performed within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.
3. Members of the Board of Directors who, in their own name or in the name of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work before the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or approval by the Board of Directors, all income gained from such activities shall belong to the Company.

### **CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 20. Relationship between Members of the Board of Directors**

1. The relationship between members of the Board of Directors is a collaborative relationship; members of the Board of Directors are responsible for informing each other about relevant issues during the process of handling assigned tasks.
2. During the process of handling tasks, the member of the Board of Directors assigned with primary responsibility must proactively coordinate the handling if there are issues related to fields overseen by other members of the Board of Directors. In the event of differing opinions among members of the Board of Directors, the member with primary responsibility shall report to the Chairman of the Board of Directors for consideration and decision within their authority, or organize a meeting or collect opinions from



members of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.

3. In the event of reassignment among members of the Board of Directors, the members must hand over the work, dossiers, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors.

#### **Article 21. Relationship with the Executive Board**

With the governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. Simultaneously, the Board of Directors inspects and supervises the implementation of such resolutions.

#### **Article 22. Relationship with the Supervisory Board or Audit Committee**

1. The relationship between the Board of Directors and the Supervisory Board or the Audit Committee is a collaborative relationship. The working relationship between the Board of Directors and the Supervisory Board or the Audit Committee follows the principles of equality and independence, while maintaining close coordination and mutual support during the execution of their duties.
2. Upon receiving inspection minutes or general reports from the Supervisory Board or the Audit Committee, the Board of Directors is responsible for studying and directing the relevant departments to develop plans and perform timely rectifications.

### **CHAPTER VII. ENFORCEMENT PROVISIONS**

#### **Article 23. Effective Date**

The Regulations on the Operation of the Board of Directors of Viet Nam Technology & Telecommunication Joint Stock Company consist of seven (07) chapters, twenty-three (23) articles, and shall take effect from April 23, 2026.

#### Recipients:

- Shareholders;
- Board of Directors, Supervisory Board, Management Board;
- Archives.

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**CHAIRMAN**



**LE PHAN MINH VU**





**PROPOSAL**

*On approval of the list of the independent auditing firms to select  
an audit firm in 2026*

**To: THE GENERAL MEETING OF SHAREHOLDERS –  
Vietnam Technology & Telecommunication Joint Stock Company (VNTT)**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020; and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises No. 76/2025/QH15 dated 17 June 2025;*

*Pursuant to the Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019 and effective from 01 January 2021;*

*Pursuant to Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, as amended and supplemented by Decree No. 245/2025/ND-CP dated 11 September 2025;*

*Pursuant to the Charter of Vietnam Technology & Telecommunication Joint Stock Company as amended and adopted at the 2025 Annual General Meeting of Shareholders on 18 April 2025;*

*Pursuant to the Operating Regulations of the Board of Supervisors dated 18 April 2023;*

The Board of Supervisors of Vietnam Technology & Telecommunication Joint Stock Company (the “Company”) respectfully submits to the General Meeting of Shareholders the selection criteria and the list of independent auditing firms for consideration and selection as the Company’s auditing firm for 2026, with the main contents as follows:

**\* The selection criteria:**

- Operating legally in Vietnam and approved by the State Securities Commission of Vietnam to audit listed companies and public companies;
- Having extensive experience in auditing listed companies and public companies;
- Being ranked among reputable auditing firms with recognized audit quality in Vietnam;

- Possessing a team of auditors with strong professional skills and extensive experience;

- Capable of meeting the Company's requirements regarding audit scope and audit schedule;

- Offering reasonable audit fees commensurate with the quality and scope of the audit.

**\* Proposed List of Independent Auditing Firms for Selection:**

Based on the above criteria and in order to ensure the quality of the audit of the financial statements, the Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the list of independent auditing firms to be selected to perform the semi-annual financial statement review and the annual financial statement audit, and to approve the list of auditing firms eligible to provide audit services (if necessary) for the Company in 2026, and to authorize the Board of Directors to decide on the selection of the auditing firm from the list below:

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

The General Director of the Company is authorized to execute the audit service agreement with the selected auditing firm as mentioned above.

Respectfully submitted.

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

  
**NGUYEN HAI HOANG**