

REPORT OF CORPORATE GOVERNANCE 2024

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

- Name of company: **VTC Telecommunications JSC.**
- Address of headoffice: **750 (3rd floor) Điện Biên Phủ, Ward 11, District 10, Hồ Chí Minh City**
- Telephone: **028. 38331106** Fax: **028. 38300253**
- Charter capital: **45.346.960.000 VND**
- Stock symbol: **VTC**
- Governance model: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director.
- The implementation of internal audit: Implemented

I. Activities of the General Meeting of Shareholders

In 2024, VTC Telecommunications JSC held the 2024 Annual General Meeting (AGM) on April 25, 2024.

No.	AGM Resolution No.	Date	Content
01	01/2024/NQ-DHĐCĐ	April 25, 2024	<ul style="list-style-type: none">- Approve the Audited Financial Statements of 2023- Approve the Business Performance Report of 2023 and Business Plan of 2024- Approve the AGM report of 2023- Approve the Board of Supervisors report of 2023- Approve the 2023's remuneration of BOD/BOS 2024's remuneration plan for BOD/BOS.- Approve the distribution of 2023's profit and convert the funds into undistributed earnings.- Approve to authorize the BOD to choose the audit company of 2024 fiscal year.

II. Board of Directors

1. Information about members of the Board of Directors

In 2024, VTC did not have any changes to members of BOD.

No.	BOD members	Position	The date becoming/ceasing to be the member of the BOD	
			Date of appointment (dd/mm/yyyy)	Date of dismissal
1	Mr. Lê Xuân Tiến	Chairman of Directors	15/04/2011	
2	Mr. Bùi Văn Bằng	Member of BOD, General Director	28/04/2017	
3	Mr. Võ Hùng Tiến	Independent member of BOD	06/04/2007	
4	Ms. Lê Thị Thanh	Member of BOD, Head of the Representative Office	24/04/2015	
5	Ms. Trần Phương Hiền	Independent member of BOD	25/06/2020	

2. Meeting of the Board of Directors

In 2024, the members of BOD held 09 meetings to collect the opinions to closely follow and give guidance to execute the company's daily operations.

No.	BOD member	Position	No. of meetings attended	Rate	Reasons for absence
1	Mr. Lê Xuân Tiến	Chairman Legal Representative	09/09	100%	
2	Mr. Bùi Văn Bằng	Member of BOD, General Director	09/09	100%	
3	Mr. Võ Hùng Tiến	Independent member of BOD	09/09	100%	
4	Ms. Lê Thị Thanh	Member of BOD, Head of the Representative Office	09/09	100%	
5	Ms. Trần Phương Hiền	Independent member of BOD	09/09	100%	

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

- The BOD always dedicated to perform their role to give supportive guidance to the BOM in implement the company's production and business target.
- The BOD have been promulgated Resolutions and Decisions in order to promptly direct and create advantageous conditions for the BOM to operate. These Resolutions and Decisions is all based on the approval of BOD's members.

4. Activities of the Board of Directors' subcommittees: Nil.

5. Resolutions/Decisions of the Board of Directors

In 2024, the BOD held meetings to collect the opinions of members to review the business activities to promulgated Resolutions and Decisions base of the approval of the members. In particular:

No.	BOD Resolution No.	Date (dd/mm/yyyy)	Contents	Approval rate
01	01/2024/NQ-HĐQT	05/04/2024	<ul style="list-style-type: none"> - Approve the Separate and Consolidated Interim Financial Statements of 2023 audited by Viet Values Audit and Consulting Company Ltd. - Approve the Business Performance Report of 2023 - Approve the BOD report of 2023 - Approve the Board of General Director (BOGD)'s Executive Management Report of 2023 - Approve the BOM report of 2023 - Approve the Business Plan of 2024 - Approve the 2023's remuneration of BOD/BOS 2024's remuneration plan for BOD/BOS - Approve the distribution of 2023's profit and convert the funds into undistributed earnings - Approve the content, the program, the documents for 2024 AGM. - Approve other content under the competence of the BOD. 	100%

No.	BOD Resolution No.	Date (dd/mm/yyyy)	Contents	Approval rate
02	02/NQ-HĐQT	16/09/2024	<ul style="list-style-type: none"> - Approve the Report on production and business activities of the first 6 months of 2024; implement the quarter IV's production and business plan; project the business result of 2024. - Approve General Director's Report on management for the first 6 months of 2024. - Approve BOM's Report on supervision of business operations and finance status for the first 6 months of 2024. - Approve General Director's proposal regarding the approval of investment projects. 	

III. Board of Supervisors

1. Information about members of the Board of Supervisors

In 2024, the company didn't have any change in the list of BOS's member.

No.	Member of BOS	Position	The date becoming/ceasing to be the member of the BOS (dd/mm/yyyy)		Qualification
			Date of appointment	Date of dismissal	
1	Mr. Nguyễn Thiện Lợi	Head of BOS	25/04/2014		Master of Business Administration, Bachelor of Finance
2	Mr. Nguyễn Văn Xuân	Member	28/04/2010		Bachelor of Finance and Accounting
3	Ms. Phan Thanh Tú	Member	25/06/2020		Bachelor of Accounting

2. Meeting of the Board of Supervisors

No.	Member of BOS	Position	No. of meeting attended	Rate	Voting rate	Reasons for absence
1	Mr. Nguyễn Thiện Lợi	Head of BOS	2/2	100%	100%	

2	Mr. Nguyễn Văn Xuân	Member	2/2	100%	100%	
3	Ms. Phan Thanh Tú	Member	2/2	100%	100%	

3. Supervising Boards of Director, Boards of Management and shareholders by Board of Supervisor; The coordination among the Board of Supervisors, the Board of Management, Board of Directors and other managers:

In 2024, the BOS monitored the implementation of management, administration, and compliance tasks by the BOD and the BOM. The BOS reviewed the business operations, financial management, and compliance of the BOM.

The BOS has received cooperation from the BOD, BOM and other management staff, including the provision of necessary reports and documents for monitoring and inspection, as well as designating personnel to serve the BOS when requested.

The BOS was invited to the extended meeting of BOD to provide their viewpoint in order to ensure the alignment of the company's operations and the benefit of shareholders.

IV. Board of Management

No.	Members of BOM	Position	D.O.B (dd/mm/yyyy)	Qualification	Date of appointment
1	Mr. Bùi Văn Bằng	General Director	01/07/1976	Electrical and Electronics Engineer	01/07/2020
2	Mr. Trần Văn Mua	Deputy General Director	15/4/1979	Telecommunications Engineering Engineer	10/10/2017
3	Mr. Nguyễn Minh Vũ	Deputy General Director	10/01/1973	Electrical and Electronics Engineer	08/04/2020
4	Mr. Nguyễn Đức Long	Deputy General Director	29/02/1988	Master's Degree in Telecommunications	02/11/2020
5	Mr. Võ Anh Thịnh	Chief Accountant	05/8/1981	Master in Economics of Banking and Finance	01/09/2022

V. Training courses on corporate governance:

The company have conducted corporate governance training in accordance with regulations.

VI. The list of affiliated persons of the company and transactions of affiliated persons of the company

1. The list of affiliated persons of the company: **See Annex 01**
2. Transactions between the company and its affiliated persons or between the company and its major shareholders, internal persons and affiliated persons: In 2024, VTC had some transactions with its subsidiary Smart Technologies Investment And Development JSC (STID): The contracts of softwares and equipment with STID will be detailed in the Financial Statements of 2024.
3. Transaction between internal persons of the company, affiliated persons of internal persons and the company's subsidiaries in which the company takes controlling power: **Nil.**
4. Transactions between the company and other objects:
 - 4.1 Transactions between the company and the company that its member of BOM, BOS, General Director have been founding members or member of BOD, or CEOs in three (03) latest years: **Nil**
 - 4.2 Transactions between the Company and the company that its affiliated persons with members of Board of Directors, Board of Supervisors, General Director and other managers as a member of Board of Directors, General Director: **Nil.**
 - 4.3 Other transactions of the company (if any) may bring material or non-material benefits for members of BOD, members of BOS, General Director: **Nil.**

VII. Share transactions of internal persons and their affiliated persons.

1. The list of internal persons and their affiliated persons: **See Annex 01**
2. Transactions of internal persons and affiliated persons with shares of the company: **Nil.**

VIII. Other significant issues: Nil.

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



Lê Xuân Tiến

ANNEX 01

(Attached to the Report of Corporate Governance 2024)

No.	Name	Position	No. of share owned	Rate	Note
1	Lê Xuân Tiến	Chairman/ Legal Representative	927.862	20,46%	
2	Đỗ Thị Cáy		0		
3	Lê Thị Khuyên		0		
4	Lê Thị Vòng		0		
5	Lê Thị Vang		0		
6	Lê Văn Quyết		0		
7	Lê Thị Năm		0		
8	Lê Thị Ngọc Tú		0		
9	Lê Xuân Ngọc Thương		0		
10	Lê Xuân Ngọc Thơ		0		
11	Bùi Văn Bằng	Member of BOD/ General Director	0	0%	
12	Nguyễn Thị Tường Vân		0		
13	Bùi Nguyễn Phương Nghi		0		
14	Bùi Nguyễn Khánh Bằng		0		
15	Mai Thị Ba		0		
16	Bùi Thị Xe		0		
17	Bùi Quốc Hữu		0		
18	Bùi Văn Thức		0		
19	Bùi Văn Phong		0		
20	Bùi Văn Vũ		0		
21	Bùi Minh Hải		0		
22	Trần Phương Hiền	Member of BOD	0		
23	Dương Đình Hân		0		
24	Dương Đình Hạnh		0		
25	Lê Thị Lanh		0		
26	Trần Văn Sung		0		
27	Hồ Thị Xuyên		0		
28	Trần Thị Phương Thảo		0		
29	Dương Minh Hiền		0		
30	Dương Minh Quân		0		
31	Dương Minh Phú		0		
32	Lê Thị Thanh	Member of BOD	0		

No.	Name	Position	No. of share owned	Rate	Note
33	Lê Văn Tân		0		
34	Lê Thị Hải An		0		
35	Lê Thị Thanh Nhân		0		
36	Lê Tuấn Anh		0		
37	Võ Hùng Tiến	Member of BOD	20.519	0,45%	
38	Võ Huỳnh Phương Thảo		0		
39	Võ Huỳnh Dạ Thảo		0		
40	Nghiêm Bách Hương		0		
41	Võ Anh Minh		0		
42	Võ NghiêM Quỳnh Anh		0		
43	Nguyễn Thiện Lợi	Head of BOS	0	0%	
44	Nguyễn Văn Nhân		0		
45	Trần Thị Hồng		0		
46	Nguyễn Anh Tuấn		0		
47	Trần Thị Kim Ngân		0		
48	Nguyễn Trần Tố Như		0		
49	Nguyễn Anh Khoa		0		
50	Nguyễn Văn Xuân	Member of BOS	0	0%	
51	Nguyễn Văn Bê		0		
52	Phạm Thị Quý Nhi		0		
53	Nguyễn Tùng Lâm		0		
54	Nguyễn Thị Vũ		0		
55	Nguyễn Văn Đặng		0		
56	Nguyễn Văn Sang		0		
57	Nguyễn Văn Đông		0		
58	Nguyễn Thị Đoài		0		
59	Nguyễn Văn Thụ		0		
60	Nguyễn Băng Giang		0		
61	Nguyễn Minh Phương		0		
62	Phan Thanh Tú	Member of BOS	0	0%	
63	Ninh Vĩnh Quang		0		
64	Ninh Phan Quang Huy		0		
65	Ninh Phan Quang Hiếu		0		
66	Trần Văn Mua	Deputy General Director	0	0%	

No.	Name	Position	No. of share owned	Rate	Note
67	Nguyễn Thị Mộng Thùy		0		
68	Trần Nguyễn Diệu My		0		
69	Trần Công Bình		0		
70	Trần Hồng An		0		
71	Trần Công Thắng		0		
72	Vương Thị Minh		0		
73	Trần Công Mua		0		
74	Trần Thị Tuyết Hậu		0		
75	Trần Công Phương		0		
76	Nguyễn Minh Vũ	Deputy General Director	11	0,0002%	
77	Mai Thị Kim Oanh		170	0,004%	
78	Nguyễn Thanh Sơn		0		
79	Hoàng Thị Dung		0		
80	Nguyễn Thị Thanh Thùy		0		
81	Nguyễn Tuấn Cường		0		
82	Nguyễn Thành Vinh		0		
83	Nguyễn Vũ Quang Minh		0		
84	Nguyễn Vũ Mai Phương		0		
85	Nguyễn Đức Long	Deputy General Director	0	0%	
86	Nguyễn Thị Diễm Phương		0		
87	Nguyễn Văn Lan		0		
88	Nguyễn Thị Việt		0		
89	Nguyễn Thị Hồng Thắm		0		
90	Nguyễn An Nhiên		0		
91	Nguyễn Hoàng Vũ		0		
92	Võ Anh Thịnh	Chief Accountant	0	0%	
93	Lê Thị Mai		0		
94	Võ Anh Kiệt		0		
95	Võ Anh Đức		0		
96	Võ Anh Phúc		0		
97	Dương Thị Hoàng Cát	Person in charge of corporate governance / attorney-in-fact of disclosing information	0	0%	

No.	Name	Position	No. of share owned	Rate	Note
98	Dương Văn Hưng		0		
99	Huỳnh Thị Phụng		0		
100	Dương Quốc Công		0		
101	Hồ Ngọc Đạt		0		
102	Hồ Bảo Ngọc		0		
103	Hồ Bảo Minh		0		

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