



**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**



# TABLE OF CONTENTS

<b>CHAPTER I. GENERAL PROVISIONS .....</b>	<b>2</b>
Article 1. Scope of Regulation and Subjects of Application.....	2
Article 2. Operating Principles of the Board of Directors.....	2
<b>CHAPTER II. MEMBERS OF THE BOARD OF DIRECTORS.....</b>	<b>3</b>
Article 3. Rights and Obligations of Members of the Board of Directors .....	3
Article 4. Right to be Provided with Information of Members of the Board of Directors.....	3
Article 5. Term of Office and Number of Members of the Board of Directors .....	3
Article 6. Standards and Conditions for Members of the Board of Directors.....	4
Article 7. Chairman of the Board of Directors .....	5
Article 8. Dismissal, Removal, Replacement, and Supplementation of Board Members.....	6
Article 9. Methods for Election, Dismissal, and Removal of Board Members.....	7
Article 10. Notification of Election, Dismissal, and Removal of Board Members.....	8
<b>CHAPTER III. THE BOARD OF DIRECTORS .....</b>	<b>9</b>
Article 11. Rights and Obligations of the Board of Directors.....	9
Article 12. Duties and Powers of the Board of Directors in Approving and Signing Transaction Contracts .....	11
Article 13. Responsibility of the Board of Directors in Convening Extraordinary General Meetings of Shareholders .....	11
Article 14. Sub-committees assisting the Board of Directors. ....	12
<b>CHAPTER IV. BOARD OF DIRECTORS MEETINGS .....</b>	<b>13</b>
Article 15. Board of Directors Meetings .....	13
Article 16. Board of Directors Meeting Minutes.....	15
<b>CHAPTER V. REPORTING AND DISCLOSURE OF INTERESTS .....</b>	<b>16</b>
Article 17. Submission of Annual Reports.....	16
Article 18. Remuneration, Bonuses, and Other Benefits of Board Members .....	16
Article 19. Disclosure of Related Interests.....	17
<b>CHAPTER VI. RELATIONSHIPS OF THE BOARD OF DIRECTORS .....</b>	<b>17</b>
Article 20. Relationship between Members of the Board of Directors .....	17
Article 21. Relationship with the Executive Board.....	18
Article 22. Relationship with the Supervisory Board or Audit Committee .....	18
<b>CHAPTER VII. ENFORCEMENT PROVISIONS.....</b>	<b>18</b>
Article 23. Effective Date.....	18



# 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





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;



30  
CÔ  
CỔ  
NG  
YẾ  
VIỆ  
70

- 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



- 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 current legal regulations and the provisions of the Company's Charter and the Internal Regulations on Corporate Governance.

## **CHAPTER IV. BOARD OF DIRECTORS MEETINGS**

### **Article 15. Board of Directors Meetings**

1. The Chairman of the Board of Directors shall be elected in the first meeting of the Board of Directors within seven (07) working days from the date of completion of that Board of Directors election. This meeting shall be convened and chaired by the member who receives the highest number of votes or the highest percentage of votes. In the event that more than one member has the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose one (01) person among them to convene the Board of Directors meeting.
2. The Board of Directors must meet at least once (01) every quarter and may hold extraordinary meetings.
3. The Chairman of the Board of Directors shall convene a Board of Directors meeting in the following cases:
  - a. Upon request of the Supervisory Board or an independent member of the Board of Directors;
  - b. Upon request of the General Director or at least five (05) other managers;
  - c. Upon request of at least two (02) members of the Board of Directors;
  - d. Other cases as prescribed by the Company's Charter.
4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, the issues to be discussed, and decisions within the authority of the Board of Directors.
5. The Chairman of the Board of Directors must convene the Board of Directors meeting within seven (07) working days from the date of receipt of the request specified in Clause 3 of this Article. In case the Chairman fails to convene the Board of Directors meeting as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the Board of Directors meeting.
6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a meeting notice at least three (03) working days before the meeting date; this time limit may be shorter as decided by the person authorized to convene the meeting in necessary cases for the benefit of the Company. The meeting notice must specifically identify the time and location of the meeting, the agenda, and the issues for discussion and decision. The meeting notice shall be sent by the Company Secretary



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





## 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,



370  
CÓ  
CỔ  
ÔNG  
YÊN  
HIỆT  
5CH

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



86  
G T  
HÂN  
GHÉ  
THỜI  
AM  
MINH

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**

