

**VTC TELECOMMUNICATIONS  
JOINT STOCK COMPANY**

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

No.: .../2025/BB – ĐHĐCĐ

*Ho Chi Minh City, April ... , 2025*

**DRAFT MINUTES**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VTC TELECOMMUNICATIONS JOINT STOCK COMPANY**

**COMPANY INFORMATION:**

- Name: **VTC Telecommunications Joint Stock Company**
- Business registration certificate No.: 0301888195 issued by the Department of Planning and Investment of Ho Chi Minh City. First registered on December 30<sup>th</sup>, 1999, amended for the 22<sup>nd</sup> time on February 19<sup>th</sup>, 2025.
- Head Office: 750 (3<sup>rd</sup> floor) Dien Bien Phu St., Ward 10, District 10, Ho Chi Minh City.

**I. TIME AND VENUE**

1. **Time:** ... AM on April 25<sup>th</sup>, 2025
2. **Venue:** Kim Do Hotel, 133 Nguyen Hue, District 1, Ho Chi Minh City

**II. ATTENDANCE**

**1. Guests:**

**2. Shareholders:**

**Total shareholders invited:**

- At the start of the Meeting: ..... shareholders and shareholder representatives, representing ..... shares, accounting for .....% of the total voting shares.
- During the vote: ..... shareholders and shareholder representatives, representing ..... shares, accounting for .....% of the total voting shares.
- Pursuant to Clause 1, Article 145 of the Enterprise Law and the Company's Charter, the 2025 Annual General Meeting of Shareholders of VTC Telecommunications JSC, with the attendance as stated above, is valid and eligible to proceed.

**III. CONTENT**

1. Mr. Nguyen Minh Vu, representing the Shareholder Eligibility Verification Committee, presented and obtained approval for the minutes of shareholder eligibility verification.
2. Approval of the voting rules for the Meeting.
3. Nomination and Approval of the Presidium and Secretariat:
  - Presidium:           Mr. Lê Xuân Tiến                      Chairman / Meeting Chairman  
                                  Mr. Bùi Văn Bằng                      Board of Directors' member/General Director

- |                |                         |                         |
|----------------|-------------------------|-------------------------|
|                | Mr. Trần Văn Mua        | Deputy General Director |
| - Secretariat: | Ms. Dương Thị Hoàng Cát | Company Secretary       |
|                | Mr. Đào Quốc Cường      | Legal Specialist        |

**4. Approval of the Meeting Agenda.**

**5. Election of the Meeting Oversight and Vote-Counting Committee:**

1. Ms. Mai Thị Kim Oanh

2. Mr. Trương Thế Lâm

3. Mr/Ms ..... Shareholder code:

**6. Approval of Reports, Submissions, and Other Matters:**

- 2024 Financial Statements, audited by MOORE AISC Auditing and IT Services Co., Ltd.
- 2024 Business Performance report
- Board of Directors report of the 2020–2025 term, and the strategic direction for the 2025–2030 term
- Board of Supervisors 2024 report
- 2025 Business Plan
- Approval of submission on the remuneration for the Board of Directors and Board of Supervisors in 2024 and the remuneration plan in 2025
- Approval of submission on the distribution of 2024 profit and the 2025 allocation to welfare fund
- Approval of the 7% dividend payout ratio of 2024
- Approval of the amendments of the Company Charter as per Submission no. 03/TT-HĐQT dated March 17<sup>th</sup>, 2025
- Approval of Submission no. 06/TT-HĐQT dated April 23<sup>rd</sup>, 2025 regarding the approval of contracts with related parties. The General Director reported on key aspects of the Northwest Transmission System Equipment Contract and other projects/contracts as per Submission no. 06/TT-HĐQT dated April 23<sup>rd</sup>, 2025.
- Authorization for the Board of Directors to select an auditing firm for the 2025 fiscal year
- Approval of the Minutes and Resolutions of the 2025 Annual General Meeting of Shareholders

**7. Discussion Session:**

After half a day of serious deliberation, the shareholders unanimously agreed with the documents and reports presented at the Meeting, confirming their transparency and accuracy.

#### IV. CONTENTS PASSED AT THE MEETING

**Article 1.** The General Meeting unanimously approved the 2024 Financial Statements audited by MOORE AISC Auditing and IT Services Co., Ltd.

*Percentage of voting shares in favor: ...% of the total voting shares.*

**Article 2.** The General Meeting unanimously approved the Board of Directors report of the 2020–2025 term, and the strategic direction for the 2025–2030 term.

*Percentage of voting shares in favor: ...% of the total voting shares.*

**Article 3.** The General Meeting unanimously approved the 2024 Board of Supervisors's Report.

*Percentage of voting shares in favor: ...% of the total voting shares.*

**Article 4.** The General Meeting unanimously approved the Report on 2024 Business Performance, as follows:

##### 2024 Business Performance

*Unit: Billion VND*

Indicator	2023 result	2024 plan	2024 result	Compared to 2024 plan	Compared to 2023 result
Consolidated Revenue	179.09	230.00	236.60	103%	132%
Consolidated profit before tax	2.69	4.70	6.33	135%	235%
Consolidated profit after tax	0.31	3.50	3.59	103%	1158%
Consolidated profit after tax of parent company shareholders	0.91	3.10	3.53	114%	388%

*Percentage of voting shares in favor: ...% of the total voting shares.*

**Article 5.** The General Meeting unanimously approved the 2025 Business Plan as follows:

##### 2025 Business Plan

*Unit: Billion VND*

Indicator	2024 result	2025 plan	Compared to 2024 result
Consolidated Revenue	236.600	255.530	108%
Consolidated profit before tax	6.330	6.500	103%
Consolidated profit after tax	3.590	3.850	107%
Consolidated profit after tax of parent company shareholders	3.530	3.772	107%
Dividend payout (%)	7%	7,49%	107%

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 6.** The General Meeting unanimously approved the 2024 remuneration for the Board of Directors and Board of Supervisors and the 2025 remuneration plan as follows:

**6.1. 2024 remuneration for the Board of Directors and Board of Supervisors**

In 2024, the consolidated profit after tax attributable to the parent company's shareholders reached 3,526 million VND, achieving 114% of the target; Based on the above regulations on the remuneration of the BOD/BOS, the total remuneration for the BOD/BOS in 2024 is:

$$114,000,000 + 114,000,000 \times (14\% \times 2) = 145,920,000 \text{ VND}$$

***Percentage of voting shares in favor: ...% of the total voting shares.***

**6.2. Remuneration plan for the Board of Directors and Board of Supervisors in 2025**

The remuneration for the BOD and BOS in 2025 will be paid based on the consolidated profit after tax attributable to the parent company's shareholders in 2025, as follows:

- ✓ In case of achieving the profit target, the remuneration for the BOD/BOS is: 156,100,000 VND (equal to 7% growth of the remuneration for the BOD/BOS in 2024).
- ✓ In case of not achieving the profit target, the remuneration for the BOD/BOS is calculated as: for every 1% reduction of the targeted consolidated profit after tax of parent company's shareholders, a 1% reduction of the achieving-target remuneration will be process.
- ✓ In case of exceeding the plan: for every 1% exceeding the targeted consolidated profit after tax of parent company's shareholders, an additional 2% of the achieved remuneration is awarded, but the maximum increase does not exceed 20% of the 2025 salary fund for dedicated management personnel.
- ✓ In case of a loss: no remuneration is paid to the BOD/BOS.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 7.** distribution of 2024 profit and the 2025 allocation to welfare fund and 2024 dividend payout ratio.

**7.1.** The General Meetings unanimously approved the distribution of 2024 profit and the 2025 allocation to welfare fund as per Submissions No. 05/TT-HĐQT dated April 21<sup>st</sup>, 2025.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**7.2.** The General Meetings unanimously approved the 2024 dividend payout ratio as 7%.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 8.** The General Meetings unanimously approved the amendments of the Company Charter as per Submission no. 03/TT-HĐQT dated March 17<sup>th</sup>, 2025.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 9.** The General Meeting unanimously approved authorizing VTC Telecommunications Joint Stock Company to enter into economic contracts for the provision of telecommunications and IT products and services, or other cooperative projects with Vietnam Posts and Telecommunications Group (VNPT) and its subsidiaries and affiliates in 2025 until the 2026 Annual

General Meeting, as per Submission No. 06/TT-HĐQT dated April 23<sup>rd</sup>, 2025. The Board of Directors is tasked with overseeing the signing of contracts and reporting to the General Meeting at the next Annual General Meeting.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 10.** The General Meeting unanimously approved authorizing the Board of Directors to select one of the independent auditing firms permitted to audit listed companies to audit the Company's Financial Statements for the 2025 fiscal year.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 11.** The General Meeting assigned the Board of Directors to direct and organize the implementation of the contents of this Resolution in accordance with the law and the Charter of VTC Telecommunications Joint Stock Company.

**Article 12.** This Resolution was approved by the General Meeting of Shareholders of VTC Telecommunications Joint Stock Company and takes effect from April 25<sup>th</sup>, 2025.

## **V. CLOSURE**

After half a day of serious and responsible deliberation, the Meeting concluded at ...AM/PM on the same day. The Minutes of the Meeting were unanimously approved by the shareholders.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
MEETING CHAIRMAN**

**Lê Xuân Tiến**

**Bùi Văn Bằng**

**Trần Văn Mua**

**MEETING SECRETARIAT**

**Dương Thị Hoàng Cát**

**Đào Quốc Cường**

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Ho Chi Minh City, April ... , 2025

## **DRAFT RESOLUTION**

### **ANNUAL GENERAL MEETING OF SHAREHOLDERS VTC TELECOMMUNICATIONS JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 of the Socialist Republic of Vietnam, issued on June 17<sup>th</sup>, 2020;
- Pursuant to the Charter of VTC Telecommunications JSC;
- Pursuant to the Minutes of Verification of Shareholders' Eligibility at the 2025 Annual General Meeting held on April 25<sup>th</sup>, 2025, by VTC Telecommunications JSC.

The General Meeting started at ..... AM/PM and ended at ..... AM/PM on the same day at Kim Do Hotel, 133 Nguyen Hue, District 1, Ho Chi Minh City, with the attendance of:

- At the start of the Meeting: ..... shareholders and shareholder representatives, representing ..... shares, accounting for .....% of the total voting shares.
- During the vote: ..... shareholders and shareholder representatives, representing ..... shares, accounting for .....% of the total voting shares.

After half a day of diligent proceedings, the General Meeting unanimously adopted the full text of the resolution as follows:

**Article 1.** The General Meeting unanimously approved the 2024 Financial Statements audited by MOORE AISC Auditing and IT Services Co., Ltd.

***Percentage of voting shares in favor: ...% of the total voting shares.***

**Article 2.** The General Meeting unanimously approved the Board of Directors report of the 2020–2025 term, and the strategic direction for the 2025–2030 term.

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**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
MEETING CHAIRMAN**

**Lê Xuân Tiến**

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