**FOX: Annual Corporate Governance Report 2023**

On January 30, 2024, FPT Telecom Joint Stock Company announced Report No. 01/BC-FTEL on the corporate governance in 2023 as follows:

* Name of company: FPT Telecom Joint Stock Company
* Head office address: 2Nd Floor, FPT Building, No. 17, Duy Tan Street, Dich Vong Hau Ward,
* Cau Giay District, Hanoi City
* Tel: (84 - 24) 73002222 Fax: (84 - 24) 37950047
* Charter capital: VND 3,283,395,380,000
* Securities code: FOX
* Corporate Governance Model: The General Meeting of Shareholders, the Board of Directors, the Supervisory Board, and the General Manager
* Internal audit execution: Implemented
1. Activities of the General Meeting of Shareholders:

Information about meetings and General Mandates/Decisions of the General Meeting of Shareholders (including General Mandates approved by collecting opinions via a ballot)

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| No. | General Mandate/Decision of the General Meeting of Shareholders No. | Date | Content |
| 1 | 01/NQ-DHDCD/FTEL | April 25, 2023. | 1. Approve the Report of the Board of Directors in 2022 and the term of 2018-2023.
2. Approve the Report of the Supervisory Board in 2022 and the term of 2018-2023;
3. Approve the Financial Statements 2022.
4. Approve the plan on profit distribution 2022.
5. Approve the Plan for 2023.
6. Approve the Income Fund in 2022 and the Operating Budget Plan for 2023 of the Board of Directors and the Supervisory Board.
7. Approve the election result of members of the Board of Directors in the term of 2023 - 2028.
8. Approve the election results of the Supervisory Board in the term of 2023 – 2028:
9. Approve the supplement to the Company's business lines.
10. Approve the investment in the District Data Centers project
11. Approve the policy of investing in the submarine fiber-optic cable of the ASEAN LINK CABLE (ALC) project
12. Approve the proposal to select of one (1) out of four (4) independent audit companies (Big 4) to audit the Financial Statements 2023 of the Company:
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1. The Board of Directors
2. Information about members of the Board of Directors:

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| No. | Members of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as member/independent member of the Board of Directors |
| Appointment date | Dismissal date |
| 1 | Mr. Hoang Nam Tien | Chair of the Board of Directors | March 3, 2020 | April 25, 2023 |
| 2 | Mr. Hoang Viet Anh | Chair of the Board of Directors | April 25, 2023 |  |
| 3 | Mr. Truong Gia Binh | Member of the Board of Directors | March 28, 2018 |  |
| 4 | Mr. Nguyen Van Khoa | Member of the Board of Directors | March 28, 2018 |  |
| 5 | Ms. Chu Thi Thanh Ha | Member of the Board of Directors | March 28, 2018 |  |
| 6 | Ms. Le Ngoc Diep | Member of the Board of Directors | March 28, 2018 | April 25, 2023 |
| 7 | Mr. Nguyen Hoang Quyen | Member of the Board of Directors | April 20, 2022 | April 25, 2023 |
| 8 | Ms. Tran Thi Hong Linh | Member of the Board of Directors | April 25, 2023 |  |
| 9 | Mr. Phan The Thanh | Member of the Board of Directors | April 25, 2023 |  |

1. Board Resolutions/Board Decisions:

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| --- | --- | --- | --- |
| No. | Board Resolution/Board Decision No. | Date | Content |
| 1 | 01/NQ-HDQT/FTEL | February 23, 2023 | Approve the organization of the Annual General Meeting of Shareholders 2023: |
| 2 | 02/NQ-HDQT/FTEL | March 14, 2023 | Approve the business result in Q4 and in 2022 according to the Report of the Executive Board of the Company.Agree to approve the agenda and the expected contents to be included in the Annual General Meeting of Shareholders 2023. |
| 3 | 03/NQ-HDQT/FTEL | April 25, 2023 | Elect Mr. Hoang Viet Anh to hold the position of the Chair of the Board of Directors of FPT Telecom Joint Stock Company in the term of 2023-2028. |
| 4 | 04/NQ-HDQT/FTEL | April 25, 2023 | Dismiss Mr. Hoang Viet Anh from the position of the General Manager of the Company as of April 25, 2023 to ensure the provision of the Company’s Charter and Article 275 of Resolution No. 155/2020/ND-CP on the Chair of the Board of Directors is not allowed to concurrently hold the position of “General Manager” |
| 5 | 05/NQ-HDQT/FTEL | April 25, 2023 | Dismiss Mr. Nguyen Hoang Linh from the position of Deputy General Manager of the Company as of April 25, 2023 |
| 6 | 06/NQ-HDQT/FTEL | April 25, 2023 | Appoint Mr. Nguyen Hoang Linh to the position of General Manager of the Company as of April 25, 2023 |
| 7 | 07/NQ-HDQT/FTEL | April 25, 2023 | * 1. Change the legal representative from Mr. Hoang Nam Tien to Mr. Hoang Viet Anh as the Chair of the Board of Directors of the Company
	2. Supplement Mr. Nguyen Hoang Linh as the legal representative of the Company as Mr. Nguyen Hoang Linh was appointed to be General Manager according to Resolution No. 06/NQ-HDQT/FTEL dated April 2, 2023
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| 8 | 08/NQ-HDQT/FTEL | May 25, 2023 | Approve the dividends payment in cash in phase 2 of 2022 with the price of VND 2,000 per share; Record date for the list of shareholders to receive dividends: June 09, 2023; Time to pay dividends in cash: Expected on June 30, 2023. |
| 9 | 09/NQ-HDQT/FTEL | May 30, 2023 | * 1. Approve the business result in Q1/2023 according to the Report of the Executive Board of the Company.
	2. Agree on accepting the Report of the Company's transactions with affiliated parties in Q1/2023 of the Executive Board of FTEL.
	3. For the Draft of financial management Regulation of the Company, request the Executive Board to complete the financial management Regulation in accordance with the decentralization in the operational Regulation of the Board of Directors and submit it to the Board of Directors for approval and promulgation.
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| 10 | 10/NQ-HDQT/FTEL | June 14, 2023 | Approve the selection of PwC (Vietnam) Limited to audit the Company’s Financial Statements of 2023. |
| 11 | 11/NQ-HDQT/FTEL | August 3,2023 | 1.1: Approve the business result in Q2/2023 and 1H according to the Report of the Executive Board of the Company. 1.2: Approve the acceptance of the Report on implementation of inspection results. 1.3: Approve the investment in submarine fiber-optic cable ALC project. 1.4: Approve the Regulation on organization and operation of the Board of Directors. |
| 12 | 12/NQ-HDQT/FTEL | September 18, 2023 | Approve the share issuance plan to increase equity |
| 13 | 13/NQ-HDQT/FTEL | November 14, 2023 | 1.1: Approve the Report on the implementation of Resolution of Q3/2023 1.2: Approve the business result in Q3/2023 according to the Report of the Executive Board of the Company.1.4: Agree to approve the research and investment in the FPT Telecom HN03 data center project, assign the Executive Board to implement the preparations for the investment, including reviewing and researching to select the location for the project (request to clarify the basis of the selection as per the following contents: (I) the suitability of the period of using and the area with the scale of the project; (ii) legal basis and the feasibility of procedures related to land use rights; (iii) information comparing to the market, evaluate the effectiveness of the proposed plan); prepare the project to submit to the Board of Directors/the General Meeting of Shareholders to approve the investment policy/ to decide to invest according to authority. |
| 14 | 14/NQ-HDQT/FTEL | November 30, 2023 | Approve the increase for charter capital of FPT Telecom Joint Stock Company, registered charter capital: VND 3,283,395,380,000- Registered charter capital after the share issuance for existing shareholders to increase the capital: VND 4,925,091,640,000. In that, the number of additional issued shares is: 164,169,626 shares with the price of VND 10,000 per share; Time to change capital: November 21, 2023; Form of capital increase: By dividends payment in shares from the leftover benefits and the investment and development fund with the rate of 50% (shareholders with 10 existing shares are issued with 5 new shares), including:* Total number of additional issued shares: 164,169,626 shares
* Total value of shares expected to be issued: VND 1,641,696,260,000
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| 15 | 15/NQ-HDQT/FTEL | December 14, 2023 | * 1. Approve the dissolution of Son La Branch
	2. Approve the establishment of business location in Son La to continue maintaining the business activities.
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1. The Supervisory Board
2. Information about members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board/the Audit Committee | Position | Date of appointment as member of the Supervisory Board. | Qualification |
| 1 | Mr. Tran Khuong | Chief of the Supervisory Board | April 20, 2022 | Bachelor |
| 2 | Mr. Pham Xuan Hoan | Members of the Supervisory Board | April 20, 2022 | Bachelor |
| 3 | Mr. Do Xuan Phuc | Member of the Supervisory Board | March 28, 2018 | Bachelor |

1. The Executive Board

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| --- | --- | --- | --- | --- | --- |
| No. | Members of the Executive Board | Position | Date of birth | Qualification | Date of appointment as member of the Executive Board |
| 1 | Mr. Nguyen Hoang Linh | General Manager | December 30, 1978 | Master of Business Administration | April 25, 2023 |
| 2 | Ms. Vu Thi Mai Huong | Deputy General Manager | January 29, 1971 | Computer engineer | May 01, 2020 |
| 3 | Mr. Chu Hung Thang | Deputy General Manager | November 16, 1978 | Telecommunication - Electronic Engineering | November 29, 2019 |

1. The Chief Accountant

|  |  |  |  |
| --- | --- | --- | --- |
| Full name | Date of birth | Qualification | Appointment date |
| Ms. Nguyen Thi Thu Huong | January 8, 1979 | Bachelor of Accounting | January 3, 2023 |

1. Training on corporate governance
2. List of affiliated persons in a public company (Report for the first 06 months of 2023) and transactions of affiliated persons of the Company with the Company itself.
3. Transactions between the Company and affiliated persons of the Company; or between the Company and major shareholders, PDMR and affiliated persons of PDMR None
4. Transactions between Company’s PDMR, affiliated persons of PDMR and subsidiaries or companies controlled by the Company: None
5. Transactions between the Company and other entities: None
	1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers have been founding members or members of the Board of Directors, the Executive Manager (the General Manager) for the past three (03) years (calculated at the time of reporting).

State Capital Investment Corporation

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| --- | --- |
| Dividend payment in cash: | VND 494,226,063,000 |

FPT Joint Stock Company

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| --- | --- |
| Dividend payment in cash: | VND 449,722,374,000 |
| Sell goods and services | VND 23,355,399,518 |
| Buy fixed assets, products, and services: | VND 134,697,482,968 |

* 1. Transactions between the Company and companies where the affiliated people of members of the Board of Directors, members of the Supervisory Board, the Manager (the General Manager) and other managers are members of the Board of Directors, the Executive Manager (the General Manager). None
	2. Other transactions of the Company (if any) that can bring about material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, and the Manager (General Manager) and other managers: None
1. Share transactions of PDMR and affiliated persons of PDMR (Semi-annual Report 2023). None
2. Company’s shares transaction of PDMR and affiliated persons:

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| --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | Number of shares owned at the end of the period | Reasons for increase or decrease (buy, sell, convert, bonus, etc.) |
| Number of shares  | Rate | Number of shares | Rate |
| 1 | Chu Thi Thanh Ha | PDMR | 62,604 | 0.019% | 93,906 | 0.019% | Share issuance to increase equity |
| 2 | Chu Hung Thang | PDMR | 145,155 | 0.044% | 217,732 | 0.044% | Share issuance to increase equity |
| 3 | HNT Joint Stock Company | Affiliated person of PDMR | 3,630,169 | 1.106% | 5,452,453 | 1.107% | Buy and issue shares to increase equity  |
| 4 | Truong Thi Thanh Thanh | Affiliated person of PDMR | 1,111,717 | 0.339% | 1,667,575 | 0.339% | Share issuance to increase equity |
| 5 | Nguyen Van Khoa | PDMR | 407,961 | 0.124% | 611,941 | 0.124% | Share issuance to increase equity |
| 6 | Nguyen Hoang Linh | PDMR | 181,258 | 0.055% | 271,887 | 0.055% | Share issuance to increase equity |
| 7 | Vu Thi Mai Huong | PDMR | 90,277 | 0.027% | 135,415 | 0.027% | Share issuance to increase equity |
| 8 | Pham Vinh Thang | Affiliated person of PDMR | 199,425 | 0.061% | 363,037 | 0.074% | Buy and issue shares to increase equity |
| 9 | Chu Hung Thang | PDMR | 145,155 | 0.044% | 217,732 | 0.044% | Share issuance to increase equity |
| 10 | Chu Thi Thanh Ha | Sister | 62,604 | 0.019% | 93,906 | 0.019% | Share issuance to increase equity |
| 11 | Nguyen Thi Thu Huong | PDMR | 3,400 | 0.0010% | 17,100 | 0.003% | Buy and issue shares to increase equity |

1. Other significant issues: None