

**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**

**Số: 23/2025/CBTT-VTD**

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

**Tp. HCM, date 30 month 6 year 2025**

## **INFORMATION DISCLOSURE**

**To:**       -   **Hanoi Stock Exchange**  
              -   **State Securities Commission of Vietnam**

1. Organization name: **VIETOURIST HOLDINGS JOINT STOCK COMPANY**

Stock code: **VTD**

Address: **386/71C Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City**

Phone: **028. 6261. 6365**

Fax: **028.6253.2111**

Email: **info@vietourist.com.vn**

2. Disclosed information: **Minutes and Resolution of the Annual General Meeting of Shareholders in 2025.**
3. This information was published on the Company's website on **June 27, 2025**, at: **www.vietourist.com.vn**

We hereby certify that the disclosed information is true and we take full responsibility before the law for the content disclosed..



**Hoàng Thi Kieu Thu Trang**

Số: 01/2025/BB-DHDCD-VTD

HCMC, date 29 month 06 year 2025

## MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

- **Company name** : Vietourist Holdings Joint Stock Company
- **Head office** : 386/71C Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City
- **Phone** : 02862616365
- **Enterprise registration number** : 0311273634, issued by the Department of Planning and Investment of Ho Chi Minh City, initially registered on October 26, 2011, amended for the 16th time on March 12, 2025.
- **Time** : 08:00 AM, June 29, 2025
- **Venue** : Landmark 81, Autograph Collection, 720A Dien Bien Phu Street, Ward 22, Binh Thanh District, Ho Chi Minh City

### PART I: PROCEDURAL MATTERS

#### 1. Opening statement:

Mr. Trần Văn Tuấn – Chairman of the Board of Directors (“BOD”), declared the purpose of the meeting: Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and the Company’s Charter, the BOD convenes the Annual General Meeting of Shareholders (AGM) 2025 to discuss and approve matters within the authority of the AGM.

#### 2. Shareholder status verification report

Ms. Nguyễn Thị Trà My – Head of the shareholder verification committee, reported the verification results of shareholders attending the 2025 AGM at the time of opening, as follows:

- Total number of shareholders invited: All shareholders listed as of the record date May 29, 2025, holding 24,000,000 voting shares of Vietourist Holdings Joint Stock Company (hereinafter referred to as “the Company” or “VTD”).
- Shareholders present: 72 shareholders and representatives, owning and representing 13,878,761 voting shares, accounting for 57.83% of the Company’s total voting shares.

According to the Enterprise Law and the Company’s Charter, the 2025 AGM meets all conditions to proceed.

#### 3. Introduction of the Chairing Panel

Mr Tran Van Tuan	Chairman of the BOD, Chair of the Meeting
Mr Nguyen Duong Trung Hieu	Member of the BOD, CEO
Mr Phan Ngoc Tuan	Member of the BOD, Deputy CEO



Mr Nguyen Dinh Hoa

Vice Chairman, Member of the BOD

Mr Nguyen Huy Thinh

Vice Chairman, Member of the BOD

*The Meeting unanimously approved the members of the Chairing Panel with a 100% approval rate.*

**4. Introduction of the Chairing Panel:**

Ms Duong Nguyen Anh Ngoc

Secretary

Ms Nguyen Thi Mai

Secretary

**5. Introduction of the Chairing Panel:**

**Ban Kiểm phiếu:**

Ms Ha Ngoc Gia Binh

Head of Vote Counting Committee

Ms Hoang Thi Kieu Thu Trang

Member

Ms Pham Thi Tra Giang

Member

*The Meeting unanimously approved the composition of the Chairing Panel, Secretary Panel, and Vote Counting Committee.*

**6. Mr. Trần Văn Tuấn, on behalf of the Chairing Panel, presented the meeting agenda.**

The Congress Agenda is attached to these Minutes.

*The agenda (attached to these Minutes) was approved with 100% of the voting shares in favor.*

**PART II: MEETING CONTENT**

**I. PRESENTATION OF REPORTS AND PROPOSALS**

Mr. Tran Van Tuan – Chair of the Meeting, led the discussion of key items:

**Item 01:** Mr. Tran Van Tuan – Chairman of the BOD presented the Report on the performance of the Board of Directors in 2024 and the operation plan for 2025.

(Details in the attached appendix)

**Item 02:** Ms. Nguyen Ngoc Huyen – Head of the Supervisory Board presented the Report on the activities of the Supervisory Board in 2024 and the plan for 2025.

(Details in the attached appendix)

**Item 03:** Mr. Nguyen Duong Trung Hieu – Chief Executive Officer presented the Report of the Executive Board on the Company's business performance in 2024 and the business plan for 2025.

(Details in the attached appendix)

**Item 04:** Mr. Nguyen Duong Trung Hieu – CEO led the discussion on the following proposals:

- Proposal for approval of the 2024 audited financial statements
- Proposal on use of proceeds from the share offering for increasing the Company's charter capital from VND 60,000,000,000 to VND 120,000,000,000
- Proposal on selection of an independent auditor for the 2025 financial statements
- Proposal on profit distribution and dividend payment plan
- Proposal on amendments and supplements to the Company's Charter
- Proposal on transactions with internal persons and related parties
- Proposal on remuneration, salaries, bonuses and other benefits for the Board of Directors, Executive Board, and Supervisory Board for 2024 and the plan for 2025
- Proposal on implementation of investment plans in assets and finance
- Proposal on use and adjustment of capital purposes for the share issuance approved at the 2025 AGM
- Proposal on the business plan for 2025
- Proposal on dismissal and election of members of the Board of Directors for the 2025–2030 term
- Proposal on dismissal and election of members of the Supervisory Board for the 2025–2030 term

## II. DISCUSSION

The shareholders and the Company's leadership exchanged ideas openly and contributed many constructive opinions with the shared goal of strengthening and developing the Company.

Details of the discussion have been compiled by the Company and will be published in full on the Company's website at: <https://vietourist.com.vn/vn>, section Investor Relations.

## III. SHAREHOLDER VOTING

Following the discussion, the General Meeting proceeded to vote via secret ballot on the following items:

### Item 1: Approval of the Report on the performance of the Board of Directors in 2024 and the operation plan for 2025

#### ➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Invalid votes: 5	- Number of shares: 2,088	- Rate: 0.01% Of voting shares present



***Result: Approved.***

**Item 2: Approval of the Report of the Supervisory Board in 2024 and the operation plan for 2025**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Invalid votes: 5	- Number of shares: 2,088	- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 2: Approval of the Report of the Supervisory Board in 2024 and the operation plan for 2025**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Invalid votes: 5	- Number of shares: 2088	- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 3: Approval of the Report of the Executive Board on business operations in 2024 and the business plan for 2025**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present

Invalid votes: 5	- Number of shares: 2088	- Rate: 0.01% Of voting shares present
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***Result: Approved***

**Item 4: Approval of the audited financial statements for 2024**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
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Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Invalid votes: 5	- Number of shares: 2088	- Rate: 0.01% Of voting shares present
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***Result: Approved.***

**Item 5: Approval of the report on use of capital raised from the share issuance to increase charter capital from VND 60 billion to VND 120 billion**

➤ Voting results:

Votes in favor: 75	- Number of shares: 16,342,490	- Rate: 99.97% Of voting shares present
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Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Abstentions: 3	- Number of shares: 2,500	- Rate: 0.02% Of voting shares present
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Invalid votes: 5	- Number of shares: 2,088	- Rate: 0.01% Of voting shares present
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***Result: Approved***

**Item 6: Approval of the selection of an independent audit firm for the 2025 financial**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
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Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Invalid votes: 5	- Number of shares: 2088	- Rate: 0.01% Of voting shares present
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***Result: Approved.***

**Item 7: Approval of the profit distribution and dividend payment plan**

➤ Voting results:

Votes in favor: 75	- Number of shares: 16,342,490	- Rate: 99.97% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 3	- Number of shares: 2,500	- Rate: 0.02% Of voting shares present
Invalid votes: 5	- Number of shares: 2,088	- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 8: Approval of amendments and supplements to the Charter**

➤ Voting results:

Votes in favor: 78	- Number of shares: 16,344,990	- Rate: 99.99% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Invalid votes: 5	- Number of shares: 2088	- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 9: Approval of transactions with insiders and related persons**

➤ Voting results:

Votes in favor: 76	- Number of shares: 16,343,490	- Rate: 99.98% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0%Of voting shares present
Abstentions: 2	- Number of shares: 1,500	- Rate: 0.009% Of voting shares present

Invalid votes: 5

- Number of shares: 2,088 - Rate: 0.013% Of voting shares present

***Result: Approved.***

**Item 10: Approval of the remuneration, salaries, bonuses, and other benefits for the Board of Directors, Executive Board, and Supervisory Board in 2024 and the plan for 2025**

➤ Voting results:

Votes in favor: 75

- Number of shares: 16,342,490

- Rate: 99.97% Of voting shares present

Votes against: 0

- Number of shares: 0

- Rate: 0% Of voting shares present

Abstentions: 3

- Number of shares: 2,500

- Rate: 0.02% Of voting shares present

Invalid votes: 5

- Number of shares: 2,088

- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 11: Approval of the report on implementation of investment in assets and financial investment**

➤ Voting results:

Votes in favor: 75

- Number of shares: 16,342,490

- Rate: 99.97% Of voting shares present

Votes against: 0

- Number of shares: 0

- Rate: 0% Of voting shares present

Abstentions: 3

- Number of shares: 2,500

- Rate: 0.02% Of voting shares present

Invalid votes: 5

- Number of shares: 2,088

- Rate: 0.01% Of voting shares present

***Result: Approved.***

**Item 12: Approval of the report on capital usage and adjustment of capital purposes from the 2025 share offering plan**

➤ Voting results:

Votes in favor: 75

- Number of shares: 16,342,490

- Rate: 99.97% Of voting shares present

Votes against: 0

- Number of shares: 0

- Rate: 0% Of voting shares present





Abstentions: 3	- Number of shares: 2,500	- Rate: 0.02% Of voting shares present
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Invalid votes: 5	- Number of shares: 2,088	- Rate: 0.01% Of voting shares present
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**Result: Approved.**

**Item 13: Approval of the 2025 business plan**

➤ Voting results:

Votes in favor: 79	- Number of shares: 16,346,752	- Rate: 99.998% Of voting shares present
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Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Abstentions: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Invalid votes: 4	- Number of shares: 326	- Rate: 0.002%% Of voting shares present
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**Result: Approved.**

**Item 14: Election of the Board of Directors for the term 2025–2030**

**a. Approval of list of Board of Directors candidates:**

- |                               |                             |
|-------------------------------|-----------------------------|
| - Mr. Tran Van Tuan           | (Curriculum vitae attached) |
| - Mr. Nguyen Duong Trung Hieu | (Curriculum vitae attached) |
| - Mr. Phan Ngoc Tuan          | (Curriculum vitae attached) |
| - Mr. Nguyen Manh Huynh       | (Curriculum vitae attached) |
| - Ms. Vu Phuong Anh           | (Curriculum vitae attached) |
| - Mr. Tran Ngoc Hoang         | (Curriculum vitae attached) |

➤ Voting results:

Votes in favor: 77	- Number of shares: 16,345,252	- Rate: 99.989% Of voting shares present
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Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
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Abstentions: 2	- Number of shares: 1500	- Rate: 0.009% Of voting shares present
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Invalid votes: 4	- Number of shares: 326	- Rate: 0.002% Of voting shares present
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**Result: Approved.**

**b. Election of Board Members:**

Based on the list of Board of Directors (BOD) candidates approved by the General Meeting of Shareholders (GMS), Mr. Trần Văn Tuấn – the Chairperson of the meeting – proposed that the GMS proceed to elect members of the BOD.

The shareholders conducted the election of BOD members by the method of cumulative voting.

**Election results:**

Total number of ballots for electing BOD members: 83 ballots, corresponding to 16,347,078 shares held by the shareholders attending the meeting (Number of shares x 6).

Election outcome:

No.	Name	Votes Received	Result
1	Mr. Tran Van Tuan	19,129,761	Elected
2	Mr. Nguyen Duong Trung Hieu	15,700,661	Elected
3	Mr. Phan Ngoc Tuan	15,700,661	Elected
4	Mr. Nguyen Manh Huynh	14,200,661	Elected
5	Ms. Vu Phuong Anh	19,120,659	Elected
6	Mr. Tran Ngoc Hoang	14,202,359	Elected

**Item 15: Election of the Supervisory Board for the term 2025–2030**

**a. Approval of list of Supervisory Board candidates:**

- Ms. Truong Ngoc Hai Van (Curriculum vitae attached)
- Ms. Tran Thi Cuong (Curriculum vitae attached)
- Mr. Nguyen Manh Toan (Curriculum vitae attached)

➤ Voting results:

Votes in favor: 77	- Number of shares: 16,345,252	- Rate: 99.989% Of voting shares present
Votes against: 0	- Number of shares: 0	- Rate: 0% Of voting shares present
Abstentions: 2	- Number of shares: 1,500	- Rate: 0.009% Of voting shares present
Invalid votes: 4	- Number of shares: 326	- Rate: 0.002% Of voting shares present

**Result: Approved.**

**b. Election of Supervisory Board Members:**



Based on the list of Supervisory Board (SB) candidates approved by the General Meeting of Shareholders (GMS), Mr. Tran Van Tuan – the Chairperson of the meeting – proposed that the GMS proceed to elect members of the SB.

The shareholders conducted the election of SB members by the method of cumulative voting.

**Election results:**

Total number of ballots for electing SB members: 83 ballots, corresponding to 16,347,078 shares held by the shareholders attending the meeting (Number of shares x 3).

**Election outcome::**

No.	Name	Votes Received	Result
1	Ms. Truong Ngoc Hai Van	14,052,910	Elected
2	Ms. Tran Thi Cuong	14,368,462	Elected
3	Mr. Nguyen Manh Toan	20,606,662	Elected

**V. RATIFICATION OF THE MINUTES, DRAFT RESOLUTIONS, AND MEETING CLOSURE**

**1. Approval of the Meeting Minutes, Draft Resolutions, and Decisions:**

1.1. Ms. Duong Nguyen Anh Ngoc – Secretary of the Meeting read the Meeting Minutes, draft Resolutions, and Decisions of the General Meeting of Shareholders (GMS), and proposed that the GMS approve them.

– Shareholders' opinion: The shareholders unanimously agreed with the presented content.

**1.2. Voting results:**

All shareholders attending the meeting clearly understood, had no further comments, and 100% of the total voting shares approved the Meeting Minutes and the draft Resolutions and Decisions of the GMS.

**2. Meeting Closure.**

This Minutes was fully and truthfully recorded by the Meeting Secretary, and was approved by the General Meeting of Shareholders before the meeting ended. The Minutes was made in three (03) copies and will be kept at Vietourist Holdings Joint Stock Company.

The 2025 Annual General Meeting of Shareholders concluded at 17:30 on the same day.

**On behalf of the Meeting Secretariat**



**Duong Nguyen Anh Ngoc**

**On behalf of the Presidium  
Chairman**



**Tran Van Tuan**



**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Độc lập – Tự do – Hạnh phúc**

No.: 01/2025/NQ-DHDCD-VTD

HCMC, date 29 month 06 year 2025

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter on organization and operation of Vietourist Holdings Joint Stock Company;
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders No. 01/2025/BB-DHDCD-VTD dated June 29, 2025; Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020;

**HEREBY RESOLVES**

**Article 1:** Approval of the Report on the performance of the Board of Directors in 2024 and the operation plan for 2025 (Details as per attached BOD Report).

**Article 2:** Approval of the Report of the Supervisory Board in 2024 and the operation plan for 2025 (Details as per attached SB Report).

**Article 3:** Approval of the Report of the Executive Board on the business performance in 2024 and the operation plan for 2025 (Details as per attached Report).

**Article 4:** Approval of the proposal on the audited 2024 financial statements (Details as per Proposal No. 01/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 5:** Approval of the proposal on the report on use of proceeds from the share issuance to increase charter capital from VND 60,000,000,000 to VND 120,000,000,000 (Details as per Proposal No. 02/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 6:** Approval of the proposal on selection of the auditing firm for the 2025 financial statements (Details as per Proposal No. 03/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 7:** Approval of the proposal on the profit distribution plan and dividend payment (Details as per Proposal No. 04/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 8:** Approval of the proposal on amendment and supplementation of the Charter (Details as per Proposal No. 05/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 9:** Approval of the proposal on transactions with internal persons and related parties (Details as per Proposal No. 06/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 10:** Approval of the proposal on remuneration, salary, bonuses, and other benefits for the Board of Directors, Executive Board, and Supervisory Board in 2024 and the plan for 2025 (Details as per Proposal No. 07/2025/PP-DHDCD-VTD dated June 27, 2025).





**Article 11:** Approval of the proposal on the implementation of the asset and financial investment plan (Details as per Proposal No. 08/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 12:** Approval of the proposal on the report on capital utilization and adjustment of use purposes under the share offering plan to existing shareholders as approved at the 2025 DHDCD (Details as per Proposal No. 09/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 13:** Approval of the proposal on the business plan for 2025 (Details as per Proposal No. 10/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 14:** Approval of the proposal on the dismissal and election of members of the Board of Directors for the 2025–2030 term (Details as per Proposal No. 11/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 15:** Approval of the proposal on the dismissal and election of members of the Supervisory Board for the 2025–2030 term (Details as per Proposal No. 12/2025/PP-DHDCD-VTD dated June 27, 2025).

**Article 16:** Approval to elect the following individuals as members of the Board of Directors and Supervisory Board for the 2025–2030 term:

1. Board of Directors

- |   |                             |            |
|---|-----------------------------|------------|
| - | Mr. Tran Van Tuan           | – Chairman |
| - | Mr. Nguyen Duong Trung Hieu | – Member   |
| - | Mr. Phan Ngoc Tuan          | – Member   |
| - | Mr. Nguyen Manh Huynh       | – Member   |
| - | Ms. Vu Phuong Anh           | – Member   |
| - | Mr. Tran Ngoc Hoang         | – Member   |

2. Supervisory Board

- |   |                         |                                 |
|---|-------------------------|---------------------------------|
| - | Ms. Truong Ngoc Hai Van | – Head of the Supervisory Board |
| - | Ms. Tran Thi Cuong      | – Member                        |
| - | Mr. Nguyen Manh Toan    | – Member                        |

**Article 17:** This Resolution shall take effect from the date of signing.

Shareholders, the Board of Directors, Executive Board, departments, divisions, and relevant individuals shall be responsible for the implementation of this Resolution./.

**Recipients:**

- As stated in Article 20;
- BOD; SB;
- Filing archive.



Chairman of the Board of Directors Tran Van Tuan





**VIETOURIST HOLDINGS JOINT STOCK COMPANY**  
Head office: 386/71C Le Van Sy St., Ward 14, District 3, HCMC  
Business Registration Certificate No.0311273634  
Phone: 02862616365 Website: www.vietourist.com.vn

## AGENDA

### 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*(To commence at 08:00 AM on June 29, 2025)*

Time	Content
08:00 – 08:30	<b>Guest Reception and Delegate Credential Verification:</b> <ul style="list-style-type: none"><li>Welcoming delegates;;</li><li>Verifying delegate credentials, distributing voting cards, ballots, election slips, and meeting materials.</li></ul>
08:30 – 09:00	<b>Opening of the Meeting:</b> <ul style="list-style-type: none"><li>Report on the verification of delegate credentials;</li><li>Statement of purpose and introduction of the Chairperson;</li><li>Approval of the Rules of Procedure;</li><li>The Chairperson presents and approves the list of the Presidium, the Delegate Credentials Verification Committee, and the Vote Counting Committee;</li><li>Approval of the Meeting Agenda.</li></ul>
09:00 – 09:30	<b>The Board of Directors, Supervisory Board, and Executive Board present the following reports:</b> <ul style="list-style-type: none"><li>Report on the activities of the Board of Directors in 2024 and the operational plan for 2025;</li><li>Report on the activities of the Supervisory Board in 2024 and the operational plan for 2025;</li><li>Report by the Company's Executive Board on business performance in 2024 and the business plan for 2025.</li></ul>
09:30 – 10:15	<b>Proposals to the General Meeting of Shareholders:</b> <ul style="list-style-type: none"><li>Proposal for approval of the audited 2024 financial statements.</li><li>Proposal for approval of the capital usage report from the share issuance to increase charter capital from VND 60,000,000,000 to VND 120,000,000,000 of Vietourist Holdings Joint Stock Company.</li><li>Proposal for selection of the auditing firm for the 2025 financial statements.</li><li>Proposal on the profit distribution plan and dividend payment.</li><li>Proposal on amendments and supplements to the Company's Charter.</li><li>Proposal for approval of transactions with internal persons and related parties.</li><li>Proposal on remuneration, salaries, bonuses, and other benefits for the Board of Directors, Executive Board, and Supervisory Board in 2024 and the plan for 2025.</li><li>Proposal on the report on the implementation of the asset and financial investment plan.</li><li>Proposal on the report on the capital usage and adjustment of capital use purposes from the share offering plan to existing shareholders as approved by the General Meeting of Shareholders in 2025.</li><li>Proposal on the business plan for 2025.</li><li>Proposal on the dismissal and election of members of the Board of Directors for the 2025–</li></ul>





Time	Content
	<p>2030 term.</p> <ul style="list-style-type: none"> <li>• Proposal on the dismissal and election of members of the Supervisory Board for the 2025–2030 term.</li> <li>• Other matters (if any).</li> </ul>
10:15 – 10:45	Meeting discussion
10:45 – 10:55	Instructions for voting and voting on the reports and proposals
11:00 – 11:15	<p>Announcement of the voting results.</p> <p>Announcement of the ballot counting results for the election of the Board of Directors and the Supervisory Board.</p>
11:15 – 11:25	<p>The Secretary reads the draft Meeting Minutes and Resolution of the General Meeting of Shareholders;</p> <p>The Meeting votes to approve the contents of the Meeting Minutes and Resolution.</p>
11:25 – 11:30	Declaration of Meeting Closure.



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**WORKING REGULATION  
AT ANNUAL GMS 2025  
VIETOURIST HOLDINGS JOINT STOCK COMPANY**

**Basis:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its accompanying subordinate legal*
- *Decree No. 155/2020/NĐ-CP detailing the implementation of several provisions of the Law on Securities, issued on December 31, 2020;*
- *Charter on the organization and operation of Vietourist Holdings Joint Stock Company;*
- *Internal regulations on corporate governance of Vietourist Holdings Joint Stock Company..*

In order to ensure the successful organization of the 2025 Annual GMS of Vietourist Holdings Joint Stock Company, the Board of Directors has developed the working regulations, principles of conduct, and voting procedures at the Meeting for approval by the GMS as follows:

**1. PURPOSE**

- To ensure the order and principles of conduct and voting at the Annual GMS of Vietourist Holdings Joint Stock Company are in accordance with regulations and are successful.
- The resolutions of the GMS reflect the unified will of the GMS, meet the wishes and rights of shareholders, and comply with the law.

**2. SUBJECT AND SCOPE**

- Subject of application: All shareholders, representatives (authorized persons) of shareholders holding shares in Vietourist Holdings Joint Stock Company, and guests attending the Annual GMS of Vietourist Holdings Joint Stock Company must comply with the provisions of this Regulation, the Company's Charter, and current legal regulations..
- Scope of application: This Regulation is utilized for organizing the Annual GMS in 2025 of Vietourist Holdings Joint Stock Company.

**3. GLOSSARY OF TERMS/ABBREVIATIONS**

- |            |  |
|------------|--|
| - Company  | : Vietourist Holdings Joint Stock Company  |
| - BOD      | : Board of Directors                       |
| - SB       | : Supervisory Board                        |
| - OC       | : Organizing Committee                     |
| - GMS      | : General Meeting of Shareholders          |
| - Delegate | : Shareholder or authorized representative |
| - Meeting  | : General Meeting of Shareholders session  |

**4. CONTENT OF THE REGULATIONS**

**4.1 Conditions for Convening the General Meeting of Shareholders (GMS)**



## ***Working regulation at Annual General Meeting of Shareholders 2025***

- The GMS shall be conducted when the shareholders attending the meeting represent more than 50% of the total voting shares.
- If the first meeting does not satisfy the conditions as prescribed in Clause 1, Article 19 of the Company Charter, a second meeting invitation shall be sent within 30 days from the scheduled date of the first meeting. The second GMS shall proceed if shareholders attending represent at least 33% of the total voting shares.
- If the second meeting still does not meet the conditions as stated in Clause 2, Article 19 of the Company Charter, a third meeting invitation shall be sent within 20 days from the scheduled date of the second meeting. The third GMS shall proceed regardless of the total voting shares represented by attending shareholders.
- Upon the request of the Chairperson, the GMS has the right to modify the meeting agenda attached to the invitation notice, in accordance with Clause 3, Article 18 of the Company Charter.

### **4.2 Conditions for Shareholders Attending the Meeting**

Shareholders with voting rights listed as of May 29, 2025, are entitled to attend the GMS, either in person or by authorizing a representative. In case of multiple authorized representatives, the number of shares represented by each must be clearly specified as required by law.

### **4.3 Invited Guests at the Meeting**

- These include Company management personnel, invited guests, and Organizing Committee (OC) members who are not shareholders but are invited to attend.
- Guests may not speak at the Meeting unless invited by the Chairperson, or if they have registered with the OC and received the Chairperson's approval.

### **4.4 Rules for Delegates Attending the Meeting**

- Be punctual, dress appropriately and formally, comply with security checks (if any), and provide required identification documents as requested by the OC.
- Receive meeting materials and documents at the reception area outside the meeting hall.
- Shareholders arriving late may register and immediately participate and vote. The Chairman is not obliged to pause the Meeting for latecomers, and votes cast before their arrival will remain valid and unaffected.
- Phones must be set to silent mode or turned off; calls should be taken outside the meeting room.
- Smoking is prohibited; maintain order during the Meeting.
- Follow the instructions of the OC and the Chairperson.
- Any delegate failing to comply with these regulations or security protocols may be refused entry or expelled from the Meeting by the Chairperson, following due consideration, to ensure the Meeting proceeds as planned.

### **4.5 Chairman and Presidium**

- The Presidium consists of the Chairman and its Members.
- The Chairman of the Board of Directors shall act as the Chairman of the GMS convened by the Board, or may authorize another member of the Board to serve as the Chairperson;
- In the event that the Chairman is absent or temporarily incapacitated, the remaining members of



### *Working regulation at Annual General Meeting of Shareholders 2025*

the Board of Directors shall elect one among them to act as Chairman of the meeting, based on majority vote. If no Chairman is elected, the Head of the SB shall preside over the process for the GMS to elect a Chairman from among the attendees; the person receiving the highest number of votes shall serve as the Chairperson;

- In other cases, the person signing the meeting invitation shall preside over the process for the GMS to elect a Chairperson; the person with the highest number of votes shall be appointed as Chairperson.
- The Chairman has the authority to take all necessary measures to manage the meeting in a rational, orderly manner, in accordance with the approved agenda and in a way that reflects the will of the majority of participants.
  - Arrange seating at the venue of the meeting;
  - Ensure the safety of all individuals present at the meeting venues;
  - Facilitate the participation (or continued participation) of shareholders in the meeting. The person convening the GMS has full authority to modify the above-mentioned measures and to implement all necessary measures. These may include issuing entrance passes or using other appropriate forms of control.
- The person convening or chairing the meeting has the following rights:
  - Request that all attendees undergo reasonable and lawful security checks or other safety measures;
  - Request that competent authorities maintain order at the meeting; expel individuals who do not comply with the Chairperson's authority, intentionally cause disruption, hinder the orderly progress of the meeting, or fail to comply with security inspection requirements.
- The Chairman has the right to postpone the meeting — where quorum has been met — for no more than three (03) working days from the scheduled opening date. Postponement or a change of venue is only allowed in the following cases:
  - The meeting venue does not have sufficient or suitable seating for all attendees;
  - Communication facilities at the venue do not ensure shareholders' ability to participate, discuss, and vote;
  - Attendees disrupt the meeting, cause disorder, or create conditions that may result in the meeting being conducted unfairly or unlawfully.
- If the Chairman unlawfully postpones or suspends the meeting contrary to the provisions of Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the Chairman and conduct the meeting until its conclusion. All resolutions passed during such a meeting shall remain valid and enforceable.
- Duties of the Presidium::
  - To conduct the activities of the GMS in accordance with the agenda proposed by the Board of Directors and approved by the GMS;
  - To guide delegates and the meeting in discussing the contents of the agenda;
  - To present drafts and conclusions on necessary matters for the meeting to vote on;



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- To respond to issues raised by the meeting;
- To address any arising matters during the course of the Meeting.
- Working principles of the Presidium: The Presidium operates on the principles of collectivity, democratic centralism, and decision-making by majority vote..

### **4.6 Secretary of the General Meeting**

- The Chairman appoints one or more persons to act as Secretaries of the meeting.
- Duties and powers:
  - To fully and accurately record the contents of the General Meeting;
  - To receive requests to speak from the Delegates;
  - To prepare the Minutes of the meeting and draft the Resolution of the GMS;
  - To assist the Chairman in disclosing information related to the General Meeting and notifying Shareholders in accordance with legal regulations and the Company's Charter.
  - To perform other tasks as requested by the Chairperson.

### **4.7 Vote Counting Committee**

- The GMS shall elect one or more individuals to the Vote Counting Committee upon the proposal of the Chairman of the meeting. Candidates who are nominated or self-nominated (in the case of elections) are not allowed to join the Vote Counting Committee.
- Duties of the Vote Counting Committee:
  - To announce the rules, procedures, and provide instructions on the methods of voting and election.
  - To review and report to the meeting on any violations of the voting or election rules, or on any complaints regarding the results of voting or elections;
  - To count and record ballots, prepare the vote counting minutes, announce the results, and submit the minutes to the Chairperson.

### **4.8 Delegate Qualification Verification Committee**

- The Delegate Qualification Verification Committee of the Meeting consists of 2 members, including 01 Head and 01 member, introduced to the Meeting by the Chairperson.
- Duties of the Committee:
  - To verify the qualifications and status of shareholders and shareholder representatives attending the meeting;
  - The Head of the Committee shall report to the GMS on the attendance status of shareholders. If the meeting has a sufficient number of shareholders and authorized representatives present, representing more than 50% of the total voting shares, the GMS of the Company may be conducted.

### **4.9 Expressing Opinions at the meeting**

- Delegates attending the meeting who wish to voice their opinions must obtain the consent of the Chairperson. Delegates should express their views briefly and focus on the core issues relevant to



## ***Working regulation at Annual General Meeting of Shareholders 2025***

the agenda approved by the meeting, or submit their opinions in writing to the Secretary for consolidation and reporting to the Chairperson

- The Chairman of the Meeting will arrange for delegates to present their opinions in the order of registration and will address shareholders' questions during the Meeting or record them for a written response afterward.

### **4.10 Voting on Matters at the meeting**

#### **4.10.1 Principles**

- All issues within the agenda and meeting content of the GMS must be openly discussed and voted on by the GMS.
- Voting cards, ballot papers, and election ballots shall be printed, officially stamped, and directly delivered by the Company to the delegates at the meeting (together with the meeting documents). The voting cards, ballot papers, and election ballots shall clearly indicate the delegate's identification code, full name, number of shares owned, and the number of shares authorized for voting by the delegate.
- The Chairperson shall propose the voting methods for each issue on the agenda for the approval of the meeting.
- The voting methods are as follows:
  - o Voting by raising the Voting Card: this method shall be used to approve issues such as the Meeting Agenda; Rules of Procedure at the Meeting; Election Regulations; Personnel of the Chairing Committee; Personnel of the Vote Counting Committee; approval of the Meeting Minutes, Meeting Resolutions, and other contents at the Meeting (if any);
  - o Voting by filling out the Ballot Paper: this method shall be used to approve issues and vote on the contents of the proposals presented at the Meeting.

#### **4.10.2 Voting Procedures**

- o Delegates shall cast their votes to Approve, Disapprove, or Abstain on any issue put to vote at the Meeting by either raising their Voting Card or marking the corresponding options on the Ballot Paper, in accordance with the voting procedures stipulated in Section 4.10.1.
- o When voting by raising the Voting Card, the front side of the Voting Card must be raised high facing the Chairing Committee. In the event that a delegate does not raise the Voting Card in all three voting rounds of Approve, Disapprove, or Abstain on a given issue, this shall be considered as an approval vote for that issue. If a delegate raises the Voting Card more than once (01) during the voting for Approve, Disapprove, or Abstain on the same issue, the vote shall be deemed invalid. Under the voting method by raising the Voting Card, members of the Delegate Eligibility Verification Committee / Vote Counting Committee shall record the delegate's code and the corresponding number of votes for each shareholder as Approve, Disapprove, Abstain, or Invalid.



## *Working regulation at Annual General Meeting of Shareholders 2025*

- When voting by filling out the Ballot Paper, for each item, the delegate shall select one of the three options: “Approve,” “Disapprove,” or “Abstain,” which are pre-printed on the Ballot Paper, by marking an “X” or “□” in the chosen box. After completing all voting items of the meeting, the delegate shall submit the Ballot Paper into the sealed ballot box at the Meeting, following the instructions of the Vote Counting Committee. The Ballot Paper must bear the signature and full name of the delegate.

### **4.10.3 Validity of Ballot Papers**

- **A valid Ballot Paper** is one issued by the General Meeting OC on the prescribed printed form, bearing the Company’s red seal, without erasures, corrections, tears, or damage; contains no additional content beyond the prescribed format; and must have the delegate’s signature with the full name clearly handwritten below the signature.

On the Ballot Paper, the voting content (Reports, Proposals) shall be considered valid when the delegate marks one (01) of the three (03) voting boxes.

- **Invalid Ballot Paper:**

- Adding any content other than what is prescribed on the Ballot Paper;
- Ballot Papers that are not in the prescribed printed form issued by the General Meeting OC, those without the Company’s red seal, or those that have been erased, corrected, or contain additional content beyond the prescribed regulations; Ballot Papers without the delegate’s signature or without the delegate’s full name clearly written. In such cases, all voting content on the Ballot Paper shall be considered invalid.

### **4.10.4 Thẻ lệ biểu quyết**

Each ordinary share corresponds to one (01) voting right. Each delegate attending the meeting, representing one or more voting rights, shall be issued a Voting Card and a Ballot Paper.

- As of the record date for shareholders (**May 29, 2025**), the total number of shares of the Company is: 24,000,000 shares, equivalent to 24,000,000 voting rights.
- Issues requiring a vote at the meeting shall only be approved when more than 50% of the total voting shares of all shareholders present vote in favor. In certain cases, where specified in Clause 1, Article 21 of the Company Charter, approval must be obtained from at least 65% of the total voting shares of all shareholders present.
- Attention:
  - Shareholders or authorized representatives with related interests shall have no voting rights on contracts and transactions valued at 35% or more of the total assets of the Company as stated in the most recent financial statements; such contracts or transactions shall only be approved if shareholders or authorized representatives holding at least 65% of the remaining voting shares vote in favor (pursuant to Clause 4, Article 167, Law on Enterprises 2020).
  - Shareholders or authorized representatives holding 51% or more of the total voting shares, or persons related to such shareholders, shall have no voting rights on contracts and transactions valued over 10% of the total assets of the Company as stated in the most recent financial

## *Working regulation at Annual General Meeting of Shareholders 2025*

statements between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

### **4.11 Minutes and Resolutions of the GMS**

All contents of the meeting must be recorded in the Minute of the General Meeting by the Secretary of the General Meeting. The Minute of the General Meeting and the Resolution of the GMS shall be read and approved before the closing of the meeting.

### **5. Implementation**

- All delegates, representatives, and guests attending the meeting are responsible for fully complying with the provisions stipulated in this Regulation, the Company's current rules, regulations, management policies, and relevant legal regulations.
- The convener of the GMS has the authority to:
  - Require all attendees to undergo security checks or other security measures;
  - Request competent authorities to maintain order during the meeting; to remove individuals who do not comply with the Chairperson's authority, deliberately disrupt the order, obstruct the normal progress of the meeting, or fail to comply with security check requirements from the meeting.
- Matters not detailed in this Regulation shall be uniformly governed by the provisions of the Company Charter, the Law on Enterprises 2020, and other applicable laws of the State.

*This Regulation shall take effect immediately upon approval by a vote of the Company's General Meeting of Shareholders.*

#### **Nơi nhận:**

- GMS;
- BOD Members, BoGD, SB;
- Archive: Administration, Secretary.



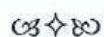
**Tran Van Tuan**



**VIETOURIST HOLDINGS JOINT STOCK COMPANY**  
**THE GENERAL MEETING OF SHAREHOLDERS 2025**



**BOARD OF DIRECTORS'S REPORT**  
**FOR THE YEAR 2024**  
**AND OPERATION PLAN FOR THE YEAR 2025**



**JUNE 2025**





## **I. GENERAL SITUATION**

### **1. Evaluation of the Board of Directors' Performance in 2024**

In 2024, in compliance with the provisions of the Law on Enterprises, the Charter on the Organization and Operation of Vietourist Holdings Joint Stock Company, and the Board of Directors' Rules of Procedure, the Board of Directors held several important meetings.

- The Board meetings focused on addressing key issues related to directing the implementation of resolutions from the 2024 Annual General Meeting of Shareholders, developing and deploying the 2024 business plan; reviewing previous years' development strategies to formulate the development plan for the 2021–2025 period. The resolutions unanimously adopted by the Board during the meetings provided important orientations that enabled the Executive Board to effectively implement business solutions.

- In addition to the aforementioned meetings, the Board also approved decisions by collecting written opinions from its members, directing and resolving numerous matters related to corporate governance orientation and issues within the Board's authority. At the same time, the Board directed and supervised the Executive Board's activities in implementing the resolutions of the General Meeting of Shareholders and the Board of Directors. The Board meetings and resolutions issued were consistent with the functions and powers of the Board as stipulated in the Company Charter.

### **2. Evaluation of the Performance of the Board of Directors Members in 2024**

In 2024, most members of the Board of Directors regularly attended the scheduled quarterly meetings as required and actively contributed their opinions through written consultations. However, one member of the Board did not fully meet the attendance requirements, which somewhat affected the consensus in the decision-making process.

Nevertheless, the remaining members demonstrated a strong sense of responsibility and fulfilled their assigned roles effectively, working for the common interests of shareholders and the Company's sustainable development orientation..

In addition to fulfilling their common responsibilities regarding the Board's activities, the members basically completed the tasks assigned to them according to their specific roles as follows:

- The Chairman of the Board of Directors has fulfilled his duties in accordance with the Law on Enterprises, the Company's Charter on Organization and Operation, and the Board's Rules of Procedure by preparing and implementing the annual work program, assigning tasks among Board members, organizing meetings, collecting written opinions, issuing Resolutions, Decisions, and Notices of the Board; directing, managing, and supervising the Executive Board in implementing the Board's Resolutions; and delegating tasks to departments under the Board and Internal Control to promote their advisory functions on issues within the Board's authority.

- The remaining full-time members of the Board have made positive contributions in improving the Company's internal governance regulations, co-managing and supervising business operations alongside the Board, thereby helping to maintain production and business activities during the most challenging periods.



## II. ACTIVITIES OF THE BOARD OF DIRECTORS IN 2025

### 1. Summary of Board of Directors' Meetings

The Board of Directors consists of 6 members and held a total of 24 meetings.

Attendance rate: 5 out of 6 members attended all meetings; 1 member was absent or did not provide opinions as required.

### 2. Resolutions and Decisions of the Board of Directors

In 2024, the Board of Directors issued 18 Resolutions and 13 Decisions related to the management of production and business operations, dividend payments, approvals, and other decisions. All Resolutions and Decisions issued by the Board were unanimously agreed upon by its members and were in accordance with the Company's Charter.

### 3. Activities of Independent Members of the Board of Directors and Their Evaluation Results on the Board's Performance

In 2024, the independent members of the Board of Directors carried out supervision and control over the management and administration of the Company. Specifically, they supervised the Board of Directors and the General Director in managing and operating the Company; reviewed the reasonableness, legality, honesty, and diligence in managing and conducting business operations; and assessed the systematic, consistent, and compliant nature of accounting, statistics, and financial reporting...

### 4. Supervision Results of the Board of Directors over the General Director and Other Executives:

#### 4.1 Results of Achieving Business Targets in 2024

Unit: Million VND

Target	Actual 2023	Plan 2024	Actual 2024	Ratio 2024/2023	Rate (%) Actual/Plan 2024
1. Net revenue	167.776	200.000	181.202	108%	90,60%
2. Profit before tax	1.158	3.000	-5.109	-441.19%	-170.30%
3. Profit after tax	671	2.400	-5.427	-0.81%	-226.13%

#### 4.2 Evaluation of the Achievement of Business Targets in 2024

- In 2024, the Company's business revenue reached most of the set targets, demonstrating commendable effort and results, which can be considered a relatively good level of completion, especially given the presence of objective factors impacting the environment. The achievement rate was 90.60% compared to the planned targets.

- Based on the long-term strategy outlined, the Company has also expanded into new business directions, including restaurant, hotel, and resort services, aiming to generate additional revenue and profit for the Company.



During the management process, the Executive Board of Vietourist Holdings Joint Stock Company complied strictly with the governance delegation specified in the Charter, the Governance Regulations, the Company's internal regulations, as well as the decisions of the Board of Directors.

### 5. Remuneration, Operating Expenses, and Other Benefits of the Board of Directors and Each Board Member

In 2024, the remuneration for the Board of Directors was approved by the General Meeting of Shareholders as follows:

ĐVT: Đồng

Position	Remuneration	Operating Expenses	Other Benefits
Chairman of the BOD	30.000.000	0	0
Member of the BOD	114.000.000	0	0
Total	144.000.000	0	0
Total Expenditure in 2024	144.000.000	0	0

### 6. Strategic Directions of the Board of Directors for 2025

In 2025, the Board of Directors (BOD) will continue to maintain its regular quarterly meetings as per regulations and conduct written consultations among BOD members as needed in order to implement the Resolutions of the 2025 Annual General Meeting of Shareholders (AGM), carry out corporate governance tasks, and direct the execution of the Company's key objectives for the year. The BOD will continue to promote the roles of its members and affiliated departments in advising on matters related to management personnel, business strategy, and investment activities. It will also enhance internal audit, risk management, and compliance oversight to improve business efficiency, preserve capital, and optimize operating costs for the benefit of the Company and its shareholders.

The BOD has identified the following key tasks for 2025:

\* **Firstly**, to implement the 2025 AGM Resolutions, with a strong focus on successfully achieving the 2025 business plan and adhering to the 2021–2025 strategic development roadmap by executing key solution groups across the Company. This is intended to lay the foundation for future goals, such as: establishing 3-star to 4-star (and higher) standard hotels and resorts in major tourist centers nationwide; expanding the Company's travel agency network throughout the country, especially in markets with historical competitive advantages and future growth potential

\* **Secondly**, to build upon existing foundations, the BOD will focus on "**in-depth investment**", specifically in: (i) investing in technology software systems across the Company; (ii) developing a highly qualified human resource base; (iii) strengthening internal audit operations; (iv) investing in hotel and resort systems in tourist hubs nationwide; (v) developing a fleet of tourism vehicles to enhance capacity and autonomy in delivering tour service packages.

\* **Thirdly**, to strengthen the Company's financial capacity in order to effectively invest in its core business activities and potential new business sectors, helping the Company adapt to emerging market conditions.






### III. REPORT ON TRANSACTIONS

1. Transactions between the company, its subsidiaries, or companies in which the public company holds more than 50% of the charter capital, and members of the Board of Directors or persons related to such members:

No.	Name of Organization/Individual	Relationship with the Company	ID/Business Registration No.*, Date of Issue, Place of Issue	Registered Office Address/Contact Address	Transaction Time with the Company	Resolution/Decision No. of the GMS/BoD (if any, specify date of issuance)	Transaction Details, Quantity, Total Value	Notes
1	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC repaid a loan to Vietrip Transport Co., Ltd. in the amount of 3.100.000.000VND	
2	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received services from Vietrip Transport Co., Ltd. with a total value of 18.623.280.000VND	
3	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC transferred funds to Vietrip Transport	

							Co., Ltd. to pay for transportation service fees in the amount of 14.374.280.000VND	
4	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC provided services to Vietrip Transport Co., Ltd. with a total value of 6.232.896.000VND	
5	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC offset liabilities with Vietrip Transport Co., Ltd. in the amount of 4.252.973.829 VND	
6	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC collected loan repayment from Vietrip Transport	



							Co., Ltd. in the amount of 20.000.000.000 VND.	
7	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC lent Vietrip Transport Co., Ltd. an amount of 20.000.000.000 VND.	  
8	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC recorded interest income on the loan to Vietrip Transport Co., Ltd. in the amount of 1.108.273.972 VND.	
9	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC provided services to Vietourist Travel JSC with a total value of 126.176.000 VND.	

10	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received service payment from Vietourist Travel JSC in the amount of 200.000.000 VND.
11	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC refunded an overpayment to Vietourist Travel JSC in the amount of 100.464.000 VND.
12	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Travel JSC provided services to Vietourist Holdings JSC with a total value of 6.930.000 VND.
13	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC transferred funds to Vietourist



			Minh City				Travel JSC for service payment in the amount of 6.930.000 VND.	
14	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Travel JSC made a payment on behalf of Vietourist Holdings JSC in the amount of 26.640.000 VND.	
15	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Travel JSC offset liabilities with Vietourist Holdings JSC in the amount of 26.640.000 VND.	
16	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC made a payment on behalf of Vietourist Travel JSC in the amount of 15.000.000 VND.	

17	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC collected reimbursement from Vietourist Travel JSC for an advance payment in the amount of 15.000.000 VND.	
18	Hoang Kim Tay Nguyen Group Joint Stock Company	Associate company	No. 5900230301, issued on December 28, 2004 by DPI Gia Lai Province	Hamlet 3, An Phu Commune, Pleiku City, Gia Lai	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received an advance payment from Hoang Kim Tay Nguyen Group JSC in the amount of 1.905.845.565 VND.	
19	Branch of Vietourist Holdings Joint Stock Company in Can Tho	Independent branch	No. 0311273634-004, issued on April 18, 2019 by DPI Can Tho City	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can Tho	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company provided services to its Can Tho Branch in the amount of 45.500.000 VND.	



20	Branch of Vietourist Holdings Joint Stock Company in Can Tho	Independent branch	No. 0311273634-004 issued on April 18, 2019 by the Department of Planning and Investment of Can Tho City	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can Tho	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company collected service fees from its Can Tho Branch in the amount of 45.500.000 VND.
21	Branch of Vietourist Holdings Joint Stock Company in Can Tho	Independent branch	No. 0311273634-004, issued on April 18, 2019 by DPI Can Tho City	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can Tho	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company recovered collected-on-behalf funds from customers of its Can Tho Branch in the amount of 91.660.000 VND
22	Tran Van Tuan	Insider	No. 044083001110, issued on 21/11/2022 by CCS for Administrative Management of Social Order	386/71C Le Van Sy, Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	28/2024/NQ-HĐQT dated 28/10/2024	Vietourist Holdings Joint Stock Company paid office rent to Mr. Tran Van Tuan in the amount of 10.000.000 VND.

**2. Transactions between the company and an entity in which a member of the Board of**



Directors is a founding member or has held a managerial position within the past 3 years prior to the time of the transaction:

No.	Name of Organization/Individual	Relationship with the Company	ID No./Business Registration Certificate No.; Date of Issue; Place of Issue	Address	Time of Transaction	Number/Percentage of Shares Held After the Transaction
1	Hoang Kim Tay Nguyen Group JSC	Affiliated Company	No. 5900230301, issued on 28/12/2004 by DPI Gia Lai	Hamlet 3, An Phu, Pleiku, Gia Lai	10/01/2022 – 12/01/2022	3,400,000 shares, accounting for 21.52%
2	Vietourist Travel JSC	Affiliated Company	No. 0316063542, issued on 13/12/2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, District 3, Ho Chi Minh City	12/2023	810,000 shares, accounting for 45%
3	Hoang Kim Tay Nguyen Social JSC	Affiliated Company	No. 5901054923, issued on 23/02/2017 by DPI Gia Lai Province	06 Le Loi St., Hoi Thuong Ward, Pleiku City, Gia Lai Province	12/2023	1,360,000 shares, accounting for 45.33%

#### IV. OTHER CONTENTS

In 2024, the Board of Directors (BOD) has directed the comprehensive and timely implementation of the resolutions of the 2024 Annual General Meeting of Shareholders (GMS), specifically:

**1 Proposal No.: 06/2024/TT-ĐHĐCĐ-VTD regarding the approval of the audited 2023 Financial Statements: completed**

**2 Proposal No.: 07/2024/TT-ĐHĐCĐ-VTD on the profit distribution plan, payment of 2023 dividends, and the 2024 dividend payment plan: completed**

**3 Proposal No.: 08/2024/TT-ĐHĐCĐ-VTD on selecting the audit firm for the 2024 Financial Statements: completed**

**4 Proposal No.: 09/2024/TT-ĐHĐCĐ-VTD on the Report on the implementation of asset investment and financial investment plans:**

4.1 Purchase of Dong Xanh Cultural Park approved at the 2023 GMS: not completed

4.2 Purchase of Tre Xanh Hotel approved at the 2023 GMS: The plan to purchase Tre Xanh Hotel, although approved by the General Meeting of Shareholders at the 2023



Annual General Meeting, is now officially cancelled. This decision was made following the Company's review and reassessment of its capital utilization plan, business orientation, and the actual operational performance of Tre Xanh Hotel. Based on these assessments, the Company concluded that the project does not meet the initial expectations and is no longer aligned with its current development strategy.

4.3 Financial investment in 2023: Purchase of capital contribution from Mr. Doan Xuan Tien at Doan Gia QB Investment LLC: The Company has completed the contract termination with Mr. Doan Xuan Tien in accordance with Liquidation Minutes No. 0107/2024/BBTL/VTD-DXT and has recovered VND 10 billion of the deposit for the purchase of the capital contribution.

4.4 Investment in 5 boutique hotel units at the project: Regal Legend Quang Binh International Urban - Tourism Area "Bao Ninh Urban Area 1": completed - adjusted from purchasing 5 units to 3 units

4.5 Divestment from Vietourist Travel Joint Stock Company: completed

4.6 Contribution of capital to Subsidiary company – Vietrip Transport LLC: completed

4.7 Investment in the purchase of Iris Can Tho Hotel: Based on the reassessment of the Company's capital utilization plan and business strategy, as well as the actual operating performance of the Iris Hotel, it has been determined that the Iris Hotel does not meet the Company's expectations. The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the cancellation of the plan to acquire the Iris Hotel.

5 *Proposal No.10/2024/TT-DHĐCĐ-VTD on approval of transactions with insiders and related parties:* completed

6 *Proposal No.11/2024/TT-DHĐCĐ-VTD on changing the company's head office address:* completed

7 *Proposal No.12/2024/TT-DHĐCĐ-VTD on amending and supplementing the Charter:* completed

8 *Proposal No.13/2024/TT-DHĐCĐ-VTD on remuneration, salary, bonuses, and other benefits of the Board of Directors, Board of General Directors, and Supervisory Board for 2023 and plan for 2024:* completed

9 *Proposal No. 14/2024/TT-DHĐCĐ-VTD regarding the Report on the adjustment of the capital utilization plan for the charter capital increase from VND 60 billion to VND 120 billion, and the approval of the audited report on the use of capital from the share issuance for the charter capital increase from VND 60 billion to VND 120 billion; and Proposal No. 23/2024/TT-DHĐCĐ-VTD regarding the report on the use of capital raised from the share issuance for the charter capital increase from VND 60 billion to VND 120 billion:* completed



**10 Proposal No. 15/2024/TT-DHĐCĐ-VTD regarding the investment plan for the VieTrip passenger vehicle fleet: Purchase of 32 Hyundai 47-seat buses: 5 vehicles have been purchased; the Company will not proceed with the investment in the remaining 27 vehicles**

**11 Proposal No.16/2024/TT-DHĐCĐ-VTD on the 2024 capital increase plan; approval of selection of securities company for advising on the 2024 capital increase stock issuance: completed**

**12 Proposal No.17/2024/TT-DHĐCĐ-VTD on the plan for public offering of shares to existing shareholders: completed**

**12.1 Offering results**

Number of shares offered to existing shareholders: 12,000,000 shares

Total number of shares distributed: 12,000,000 shares

Total proceeds raised: VND 120,000,000,000

**12.2 Use of proceeds**

Initial purpose: The funds were intended to be used to invest in expanding the VieTrip vehicle fleet, aiming to enhance the Company's capacity for transporting tourists. This is aligned with the plan to expand into the domestic tourism segment and to meet the expected demand for international tourist services during the business recovery period from 2024 to 2026.

Revised purpose: The change in capital utilization will be proposed in the report on capital use and adjustment of the use of proceeds from the share offering to existing shareholders, to be submitted for approval at the 2025 Annual General Meeting of Shareholders.

**13 Proposal No.18/2024/TT-DHĐCĐ-VTD on the plan for issuance of shares to employees under the "ESOP" stock option program: not completed.** During the year, the Company has not carried out the ESOP (Employee Stock Ownership Plan). The reason is that the public offering to existing shareholders was only completed in March 2025. According to the plan, the ESOP was scheduled to be implemented after the existing shareholders' offering; therefore, there was insufficient time to proceed with its execution.

**14 Proposal No.19/2024/TT-DHĐCĐ-VTD on determination of maximum foreign ownership ratio: completed**

**15 Proposal No.20/2024/TT-DHĐCĐ-VTD on dismissal and election of members of the Board of Directors and Supervisory Board: completed**

The above is a summary report of the Board of Directors' activities regarding the implementation of the 2024 Annual GMS's resolutions and the operational directions for 2025.

Respectfully submitted to the GMS for consideration and approval!



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



**TRAN VAN TUAN**

VIETOURIST  
HOLDINGS

**VIETOURIST HOLDING JOINT STOCK COMPANY**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**



**REPORT OF THE**  
**BOARD OF GENERAL DIRECTORS FOR 2024**  
**AND BUSINESS PLAN FOR 2025**

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**JUNE 2025**





## I. BUSINESS PERFORMANCE REPORT FOR 2024

### 1. General Overview

#### ❖ Favorable Conditions:

- The restaurant and hote; system within the ecosystem meets domestic market demands.
- Expansion of new domestic tour routes: Western Mekong Delta provinces, Tay Ninh, Tanh Linh – Binh Thuan, Ta Dung, etc.
- Development of new types of tourism: trekking, wellness tourism.
- Vietrip's transport fleet is equipped with modern vehicles and operated by a professional team of drivers.

#### ❖ Challenges:

- Weak overall demand; slow growth in consumption and private investment
- International tourist arrivals have not fully recovered; domestic tourism shows signs of stagnation after a strong growth phase
- Geopolitical tensions affected travel schedules and increased operational costs
- The impact of ongoing wars led to a sharp decline in international tourist arrivals

### 2. Business Results in 2024

Unit: Million VND

Indicators	Notes	2023	2024	Difference	Rate (%)
1	2	3	4	5=4-3	6=5/3
1, Net revenue	1	167.776	181.202	13.426	8,00%
2, Cost of sales	2	144.816	162.743	17.927	12,38%
3, Gross profit	3	22.961	18.458	-4.503	-19,61%
4, Finance income	4	12.961	1.987	-10.974	-84,67%
5, Finance cost	5	5.835	4.867	-968	-16,59%
6, Selling expenses	6	10.638	5.396	-5.242	-49,28%
7, General and administration expenses	7	14.697	13.616	-1.081	-7,36%
8, Other income	8	440	393	-47	-10,68%
9, Profit before tax	9	1.158	-5.109	-6.267	-541,19%

## II. BUSINESS ORIENTATION FOR 2025

### 1. General Outlook for 2025

#### ❖ Favorable Conditions

- Continued leverage of a highly skilled and professional workforce
- Leadership with extensive industry experience.
- A closed-loop ecosystem of hotels, restaurants, and transportation that meets quality standards and service chains for tours—maximizing advantages established in 2024.
- Outbound travel market is showing signs of recovery.

❖ **Challenges**

- Challenging trade policies from the U.S.; political and economic instability in major EU economies.
- Increasing number of travel companies entering the market, leading to heightened competition. The rise of OTA platforms and domestic competitors is eroding market share
- Rising service costs and economic downturn are causing consumers to become more price-conscious
- Airfare surges due to fluctuations in foreign exchange rates

**2. Key business targets for 2025**

Based on the aforementioned challenges and opportunities, the Company has set forth the following business orientation for 2025:

**BUSINESS PLAN FOR 2025**

No.	Indicator	Unit	Actual 2024	Target 2025	Growth rate (%)
1	Net revenue	dong	181.202.188.167	250.000.000.000	37,97%
2	Profit before ttax	dong	-5.108.951.764	7.500.000.000	246.81%
3	Profit after tax	dong	-5.426.776.416	6.000.000.000	210.54%
4	Dividend	%	-	5%	-

**3. Implementation Solutions**

- Focus on developing the domestic market;
- Continuously train and enhance the team of professional consultants;
- Expand into new markets and customer segments;
- Launch competitive, innovative, and differentiated products to the market;
- Boost marketing and advertising campaigns to attract customers;
- Invest in assets and financial projects such as Dong Xanh Cultural Park, hotels, etc.

This concludes the summary report on business performance by the Board of Management and the business orientation for 2025.

Respectfully submitted to the General Meeting of Shareholders for review and approval.

**GENERAL DIRECTOR**



**NGUYEN DUONG TRUNG HIEU**





**VIETOURIST HOLDINGS JOINT STOCK COMPANY**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**



**REPORT OF THE SUPERVISORY BOARD FOR 2024**  
**AND OPERATIONAL PLAN FOR 2025**



**JUNE 2025**

## **I. GENERAL OVERVIEW**

Regarding Personnel: The Supervisory Board (SB) maintained a total of 03 members in accordance with the Company's Charter, including:

- Ms. Nguyễn Ngọc Huyền – Head of the Supervisory Board
- Ms. Trần Thị Cường – Member
- Mr. Lê Việt Anh – Member

In 2024, the Supervisory Board (SB) was facilitated by the Board of Directors (BOD) and the Executive Management in performing inspections, supervision, and attending BOD meetings.

Throughout the year, the Supervisory Board carried out the following tasks:

- Supervised the activities of the BOD and Executive Management regarding the implementation of resolutions from the 2024 Annual General Meeting of Shareholders; proposed the selection of an independent auditing firm for the 2024 Financial Statements audit; and monitored the remuneration payment to the BOD and SB.
- Reviewed compliance of the Executive Management; appraised the Financial Statements and conducted financial ratio analysis to evaluate the Company's performance. The SB coordinated with the Company's functional departments to periodically inspect operations at various business units and branches.
- Reviewed and appraised the quarterly financial statements for 2024.
- Monitored information disclosure to ensure compliance with legal regulations and transparency, thereby protecting the interests of shareholders.

## **II. SUPERVISORY BOARD ACTIVITIES IN 2024**

### **1. Summary of Supervisory Board Meetings**

The SB consists of three (03) members and held two (02) meetings, which were fully attended by two members: Ms. Nguyễn Ngọc Huyền and Ms. Trần Thị Cường. These members were also assigned to attend the meetings of the BOD.

### **2. Conclusions and Recommendations of the Supervisory Board**

Based on the monitoring results of business activities, corporate governance of the BOD and Executive Management, and data from the 2024 financial statements, the Supervisory Board recommends that the General Meeting of Shareholders (GMS) approve the following:

1. Approval of the 2024 audited financial statements of Vietourist, which were independently audited by A&C Auditing and Consulting Co., Ltd. – Can Tho Branch, and reviewed by the Supervisory Board.

2. Authorize the BOD to select one of the following reputable independent auditing firms to conduct the 2025 financial audit for Vietourist: A&C Auditing and Consulting Co., Ltd; AASC Auditing Company Limited; Ho Chi Minh City Auditing and Informatics Services Co., Ltd.

### **3. Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board:**

In 2024, the remuneration of the Supervisory Board was approved by the GMS as follows:

*DVT: Đồng*



Position	Remuneration	Operating Expenses	Other Benefits
Head of Supervisory Board	0	0	0
Member	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total disbursed in 2024</b>	<b>0</b>	<b>0</b>	<b>0</b>

### III. MONITORING RESULTS OF THE COMPANY'S OPERATIONS AND FINANCIAL STATUS

#### 1) Implementation Status of the 2024 General Meeting of Shareholders' Resolution:

Although the Company did not achieve the targeted net revenue, it still reached 90.60% of the planned target stated in Resolution No. 03/2024/NQ-ĐHĐCĐ-VTD dated August 23, 2024 of the GMS, as detailed below:

Đơn vị tính: đồng

Indicator	2024		% of plan
	Plan	Actual	
Net revenue	200.000.000.000	181.202.188.167	90,60%
Profit after tax	2.400.000.000	-5.426.776.416	-226,12%

In 2024, the tourism market gradually recovered in both domestic and international segments. However, fluctuations in cost of goods sold—such as advance deposits for services used in tours (hotels, transportation, restaurants, etc.)—caused net revenue to fall short of expectations.

Facing these cost fluctuations, the BOD provided close guidance, and the Executive Board made strong efforts to ensure the Company's ongoing development.

In terms of business segments in 2024:

- The travel services division remained the core business, continuing to build the Company's brand.
- The airline ticketing services and other business units gradually became more stable and contributed to steady profits.
- Key financial indicators of the Company as of December 31, 2024 are presented as follows:

#### • Balance Sheet:

(Unit: Dong)

TÀI SẢN	Số cuối năm 2024	Số đầu năm 2024
- CURRENT ASSETS	158.230.269.930	96.863.608.327
- NON-CURRENT ASSETS	68.872.339.223	123.328.471.654
- TOTAL ASSETS	227.102.609.153	220.192.079.981
- LIABILITIES	84.494.017.908	72.156.712.320
- EQUITY	142.608.591.245	148.035.367.661



- TOTAL LIABILITIES AND EQUITY	227.102.609.153	220.192.079.981
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• **Business Performance Report:**

(Unit: Dong)

Chỉ tiêu	2024	2023
1. Revenue from sales and service provision	181.202.188.167	167.776.464.010
2. Gross profit from sales and service provision	18.458.406.467	22.960.743.982
3. Net profit from business activities	-3.437.027.560	1.012.182.799
4. Profit before tax	-5.108.951.764	1.158.030.719
5. Profit after corporate income tax (CIT)	-5.426.776.416	670.705.626

• **Finance Indicator:**

Indicator	Tại thời điểm 31/12/2024
Current Ratio (Current Assets/Current Liabilities)	2.15 lần
Debt to Equity Ratio (Debt/Equity)	41.80%
Debt Ratio (Total Liabilities/Total Assets)	37.21%
Return on Equity (ROE) (Net Profit After Tax / Average Equity)	-3.81%
Return on Assets (ROA) (Net Profit After Tax / Average Total Assets)	-2.39%
Basic Earnings Per Share (Basic EPS)	56 đồng/cp

Although there were factors affecting the operating cash flow in 2024, the Company's financial situation remained at a safe level.

#### IV. RESULTS OF SUPERVISION OF THE BOARD OF DIRECTORS, GENERAL DIRECTOR, AND OTHER EXECUTIVES

Based on the inspection and supervision of business activities in 2024, the Supervisory Board noted that the Board of Directors and the General Director have directed the Company's production and business activities in accordance with their functions, duties, and authorities as stipulated by law, the Company's Charter, and the resolutions of the General Meeting of Shareholders. Specifically, as follows:

##### 1. Supervision Results of the Board of Directors

- In 2024, the Company's Board of Directors consisted of 6 members: 1 Chairman and 5 members. The Board fully complied with management responsibilities in accordance with the Enterprise Law, Securities Law, the Company's Charter, the 2024 General Meeting of Shareholders' resolutions, and other legal regulations.
- During the year, the Board issued 17 Resolutions and 13 Decisions to implement the General Meeting of Shareholders' resolutions and the Company's business strategy. According to the Supervisory Board, the organization of Board meetings, minutes preparation, distribution of voting ballots, vote counting minutes, and issuance of Board documents were carried out in accordance with legal regulations and the Company Charter.
- The BOD regularly supervised the activities of the General Director in implementing the GMS's resolutions and the Company's business operations. BOD worked well with the



Executive Board in directing the Company's operations.

## **2. Results of supervision over the General Director and other executives**

- The General Director managed the Company's business activities within the functions, duties, and powers stipulated in the Company Charter. The General Director implemented the General Meeting of Shareholders' resolutions and the Board's Resolutions and Decisions, complying with other legal provisions.
- The General Director promptly issued amendments to internal processes and regulations to adapt appropriately to the actual situation, facilitating governance and cost management.
- The General Director maintained regular meetings with full attendance, focusing on solutions to boost business activities and resolve operational challenges.

## **V. EVALUATION OF COORDINATION BETWEEN THE SUPERVISORY BOARD AND THE BOARD OF DIRECTORS. GENERAL DIRECTOR AND SHAREHOLDERS.**

### **1. Evaluation of Coordination Between the Supervisory Board and the Board of Directors**

- Conducting periodic quarterly and annual meetings as stipulated by the Company's Charter and regulations. Meetings were held either in person or online;
- Issuing resolutions, decisions, and regulations to direct the Executive Board in specific production and business activities of the Company;
- Resolutions and decisions were issued within proper authority and followed legal procedures.

### **2. Evaluation of Coordination Between the Supervisory Board and the General Director**

- Implementing the directives and resolutions of the 2024 GMS and other BOD's resolutions during the year;
- The Executive Board was proactive and decisive in directing business operations amid fierce competition in the business sector. They united, leveraged achievements from 2024, utilized all relationships, resources, and unique strengths to exceed assigned plans;
- Effectively organizing regular and ad hoc meetings to direct departments in production and business activities and resolving arising issues;
- Thoroughly grasping and fulfilling assigned tasks in business operations according to approved plans, directives, and resolutions of the GMS and the BOD.

### **3. Đánh giá sự phối hợp hoạt động giữa Ban Kiểm soát các cổ đông**

In 2024, the SB did not receive any recommendations or complaints from shareholders regarding the Company's operational activities.

## **VI. REPORT ON TRANSACTION EVALUATION::**

### **1. Transactions between the company, its subsidiaries, and companies in which the public company holds controlling interest of 50% or more of charter capital with members of the**



**Board of Directors and related parties of those members:**

No.	Name of Organization/Individual	Relationship with the Company	ID/Business Registration No.*, Date of Issue, Place of Issue	Registered Office Address/Contact Address	Transaction Time with the Company	Resolution/Decision No. of the GMS/BoD (if any, specify date of issuance)	Transaction Details, Quantity, Total Value	Notes
1	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC repaid a loan to Vietrip Transport Co., Ltd. in the amount of 3.100.000.000 VND	
2	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received services from Vietrip Transport Co., Ltd. with a total value of 18.623.280.000 VND	
3	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC transferred funds to Vietrip Transport Co., Ltd. to pay for transportation service fees in the amount of 14.374.280.000 VND	
4	Vietrip Transport	Subsidiary company	No. 0317478116,	F, 95b-97-99 Tran Hung	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD	Vietourist Holdings JSC	



	Company Limited		issued on September 16, 2022 by DPI Ho Chi Minh City	Dao St., Cau Ong Lanh, Dist. 1, HCMC		dated 06/04/2024	provided services to Vietrip Transport Co., Ltd. with a total value of 6.232.896.000 VND	
5	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC offset liabilities with Vietrip Transport Co., Ltd. in the amount of 4.252.973.829 VND	
6	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC collected loan repayment from Vietrip Transport Co., Ltd. in the amount of 20.000.000.000 VND.	
7	Vietrip Transport Company Limited	Subsidiary company	No. 0317478116, issued on September 16, 2022 by DPI Ho Chi Minh City	F, 95b-97-99 Tran Hung Dao St., Cau Ong Lanh, Dist. 1, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC lent Vietrip Transport Co., Ltd. an amount of 20.000.000.000 VND.	
8	Vietrip Transport Company	Subsidiary company	No. 0317478116, issued on	F, 95b-97-99 Tran Hung Dao St., Cau	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC recorded	

	Limited		September 16, 2022 by DPI Ho Chi Minh City	Ong Lanh, Dist. 1, HCMC			interest income on the loan to Vietrip Transport Co., Ltd. in the amount of 1.108.273.972 VND.	
9	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC provided services to Vietourist Travel JSC with a total value of 126.176.000 VND.	
10	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received service payment from Vietourist Travel JSC in the amount of 200.000.000 VND.	
11	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC refunded an overpayment to Vietourist Travel JSC in the amount of 100.464.000 VND.	
12	Vietourist Travel	Associate company	No. 0316063542,	386/71C Le Van Sy St.,	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD	Vietourist Travel JSC	



	Joint Stock Company		issued on December 13, 2019 by DPI Ho Chi Minh City	Ward 14, Dist. 3, HCMC		dated 06/04/2024	provided services to Vietourist Holdings JSC with a total value of 6.930.000 VND.	
13	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC transferred funds to Vietourist Travel JSC for service payment in the amount of 6.930.000 VND.	
14	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Travel JSC made a payment on behalf of Vietourist Holdings JSC in the amount of 26.640.000 VND.	
15	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-DHĐCĐ-VTD dated 06/04/2024	Vietourist Travel JSC offset liabilities with Vietourist Holdings JSC in the amount of 26.640.000 VND.	

16	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC made a payment on behalf of Vietourist Travel JSC in the amount of 15.000.000 VND.	
17	Vietourist Travel Joint Stock Company	Associate company	No. 0316063542, issued on December 13, 2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC collected reimbursement from Vietourist Travel JSC for an advance payment in the amount of 15.000.000 VND.	
18	Hoang Kim Tay Nguyen Group Joint Stock Company	Associate company	No. 5900230301, issued on December 28, 2004 by DPI Gia Lai Province	Hamlet 3, An Phu Commune, Pleiku City, Gia Lai	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings JSC received an advance payment from Hoang Kim Tay Nguyen Group JSC in the amount of 1.905.845.565 VND.	
19	Branch of Vietourist Holdings Joint Stock Company	Independent branch	No. 0311273634-004, issued on April 18, 2019 by DPI	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can	01/01/2024-31/12/2024	02/2024/NQ-ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company provided	



	in Can Tho		Can Tho City	Tho			services to its Can Tho Branch in the amount of 45.500.000 VND.	
20	Branch of Vietourist Holdings Joint Stock Company in Can Tho	Independent branch	No. 0311273634- 004 issued on April 18, 2019 by the Department of Planning and Investment of Can Tho City	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can Tho	01/01/2024- 31/12/2024	02/2024/NQ- ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company collected service fees from its Can Tho Branch in the amount of 45.500.000 VND.	
21	Branch of Vietourist Holdings Joint Stock Company in Can Tho	Independent branch	No. 0311273634- 004, issued on April 18, 2019 by DPI Can Tho City	120 Nguyen An Ninh St., Tan An Ward, Ninh Kieu Dist., Can Tho	01/01/2024- 31/12/2024	02/2024/NQ- ĐHĐCĐ-VTD dated 06/04/2024	Vietourist Holdings Joint Stock Company recovered collected-on- behalf funds from customers of its Can Tho Branch in the amount of 91.660.000 VND	

22	Tran Van Tuan	Insider	No. 044083001110, issued on 21/11/2022 by CCS for Administrative Management of Social Order	386/71C Le Van Sy, Ward 14, Dist. 3, HCMC	01/01/2024-31/12/2024	28/2024/NQ-HĐQT dated 28/10/2024	Vietourist Holdings Joint Stock Company paid office rent to Mr. Tran Van Tuan in the amount of 10.000.000 VND.
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2. Transactions between the company and companies in which a member of the Board of Directors is a founding member or has been a business manager within the last three years prior to the transaction date.

No.	Name of Organization/Individual	Relationship with the Company	ID No./Business Registration Certificate No.; Date of Issue; Place of Issue	Address	Time of Transaction	Number/Percentage of Shares Held After the Transaction
1	Hoang Kim Tay Nguyen Group JSC	Affiliated Company	No. 5900230301, issued on 28/12/2004 by DPI Gia Lai	Hamlet 3, An Phu, Pleiku, Gia Lai	10/01/2022 – 12/01/2022	3.400.000 shares, accounting for 21.52%
2	Vietourist Travel JSC	Affiliated Company	No. 0316063542, issued on 13/12/2019 by DPI Ho Chi Minh City	386/71C Le Van Sy St., Ward 14, District 3, Ho Chi Minh City	12/2023	810,000 shares, accounting for 45%
3	Hoang Kim Tay Nguyen Social JSC	Affiliated Company	No. 5901054923, issued on 23/02/2017 by DPI Gia Lai Province	06 Le Loi St., Hoi Thuong Ward, Pleiku City, Gia Lai Province	12/2023	1,360,000 shares, accounting for 45.33%

## V. DIRECTION OF ACTIVITIES FOR 2025

- Fully perform the functions and duties of the Supervisory Board as prescribed in the Company's Charter and the laws of the State;
- Develop a work program aligned with the work schedules of the Board of Directors and the Executive Board to carry out timely inspection and supervision in specific fields, with reports and recommendations submitted to the Executive Board during the inspection and



- supervision process;
- Assign tasks to each member to directly participate in strengthening inspection and supervision according to regulations;
  - Collaborate with the Company's Executive Board to enhance the effectiveness of internal control and management processes of the Company.

The above is the 2024 report of the Supervisory Board submitted respectfully to the 2025 Annual General Meeting of Shareholders.

Respectfully submitted for the Meeting's consideration and approval!

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE BOARD**



**NGUYEN NGOC HUYEN**

**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**

No: 01/2025/TT-DHDCD-VTD

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

HCMC, date 27 month 6, 2025

## **PROPOSAL**

*Re: Approval of the Audited Financial Statements for the year 2024*

**To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Base on the Charter on organization and operation of Vietourist Holdings Joint Stock Company;*
- *Base on the Audited Financial Statements for the year 2024;*

Pursuant to Point b, Clause 2, Article 15 of the Charter of Vietourist Holdings Joint Stock Company, which stipulates the rights and obligations of the General Meeting of Shareholders (GMS) regarding the approval of the Company's Annual Audited Financial Statements.

The Board of Directors of Vietourist Holdings Joint Stock Company respectfully submits to the GMS for approval the audited financial statements of the parent company and the consolidated audited financial statements for the year 2024, which have been audited by:

- *A&C Auditing and Consulting Co., Ltd. (attached are the full versions of the audited financial statements of the parent company and the consolidated Audited Financial Statements for the year 2024).*

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

**ON BEHALF OF THE BOARD OF DIRECTORS**





**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**

No: 02/2025/TT-DHDCD-VTD

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

HCMC, date 27 month 6, 2025

## **PROPOSAL**

***Re: Approval of the report on the use of proceeds from the share issuance to increase the charter capital from VND 60,000,000,000 to VND 120,000,000,000 by Vietourist Holdings Joint Stock Company***

**To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Base on the Charter on organization and operation of Vietourist Holdings Joint Stock Company;
- Base on the Report on the use of proceeds from the share issuance to increase the charter capital from VND 60,000,000,000 to VND 120,000,000,000 of Vietourist Holdings Joint Stock Company;

The Board of Directors of Vietourist Holdings Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the Report on the use of proceeds from the share issuance to increase the charter capital from VND 60,000,000,000 to VND 120,000,000,000 of Vietourist Holdings Joint Stock Company, which has been audited by:

- A&C Auditing and Consulting Co., Ltd. (Attached: Report on the use of proceeds from the share issuance to increase the charter capital from VND 60,000,000,000 to VND 120,000,000,000 of Vietourist Holdings Joint Stock Company)

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

  
TRAN VAN TUAN

**BÁO CÁO TÌNH HÌNH SỬ DỤNG VỐN  
CHO ĐỢT PHÁT HÀNH CỔ PHIẾU TĂNG  
VỐN ĐIỀU LỆ TỪ 60.000.000.000 VND  
LÊN 120.000.000.000 VND**

**CÔNG TY CỔ PHẦN  
VIETOURIST HOLDINGS**





## **MỤC LỤC**

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**BÁO CÁO CỦA HỘI ĐỒNG QUẢN TRỊ**

Hội đồng quản trị Công ty Cổ phần Vietourist Holdings (sau đây gọi tắt là “Công ty”) trình bày báo cáo của mình cùng với Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND.

**Khái quát về Công ty**

Công ty là công ty cổ phần hoạt động theo Giấy chứng nhận đăng ký doanh nghiệp số 0311273634, đăng ký lần đầu ngày 26 tháng 10 năm 2011 và đăng ký thay đổi lần thứ 15 ngày 05 tháng 6 năm 2024 do Sở Kế hoạch và Đầu tư thành phố Hồ Chí Minh cấp.

**Trụ sở hoạt động**

- Địa chỉ : 386/71C Lê Văn Sỹ, phường 14, quận 3, TP. Hồ Chí Minh
- Điện thoại : 1900 633649
- Fax : 028.6253 2111

Công ty có các đơn vị trực thuộc sau:

Tên đơn vị	Địa chỉ
Chi nhánh Công ty Cổ phần Du lịch Vietourist	Tầng 3, tòa nhà Indochina Riverside, 74 Bạch Đằng, phường Hải Châu, quận Hải Châu I, TP. Đà Nẵng
Chi nhánh Công ty Cổ phần Du lịch Vietourist tại Nha Trang	86B Trần Phú, phường Lộc Thọ, TP. Nha Trang, tỉnh Khánh Hòa
Chi nhánh Công ty Cổ phần Vietourist Holdings tại Bình Dương	Tầng 1, số nhà 48, đường số 9, khu trung tâm hành chính Dĩ An, khu phố Nhị Đồng 2, phường Dĩ An, TP. Dĩ An, tỉnh Bình Dương
Chi nhánh Phan Thiết Công ty Cổ phần Vietourist Holdings	96A Nguyễn Đình Chiểu, phường Hàm Tiến, TP. Phan Thiết, tỉnh Bình Thuận
Chi nhánh Đà Lạt Công ty Cổ phần Vietourist Holdings	27/6 Hai Bà Trưng, phường 6, TP. Đà Lạt, tỉnh Lâm Đồng.
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings tại TP. Hồ Chí Minh	95B-97-99 Trần Hưng Đạo, phường Cầu Ông Lãnh, quận 1, TP. Hồ Chí Minh
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - An Giang	21A Trần Nhật Duật, phường Mỹ Long, TP. Long Xuyên, tỉnh An Giang
Văn phòng đại diện Công ty Cổ phần du lịch Vietourist tại Đồng Nai	D57 đường N4, khu phố 1, phường Bửu Long, TP. Biên Hòa, tỉnh Đồng Nai – tạm ngừng
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings tại Gia Lai	94 Lê Thánh Tôn, phường Ia Kring, TP. Pleiku, tỉnh Gia Lai
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - Hà Nội	15 Đại Cồ Việt, phường Lê Đại Hành, quận Hai Bà Trưng, TP. Hà Nội
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - Hải Phòng	Phòng 402, tầng 4, Trung tâm điều hành Nhà khách Hải Quân. Số 05 Lý Tự Trọng, phường Hoàng Văn Thụ, quận Hồng Bàng, TP. Hải Phòng

Hoạt động kinh doanh của Công ty là:

- Đại lý du lịch;
- Hoạt động của các đại lý bán vé máy bay, hoạt động của đại lý làm thủ tục hải quan;
- Khách sạn (đạt tiêu chuẩn sao và không hoạt động tại trụ sở);
- Nhà hàng và các dịch vụ ăn uống phục vụ lưu động (không hoạt động tại trụ sở);
- Vận tải hành khách đường bộ trong nội thành, ngoại thành (trừ vận tải bằng xe buýt);



## CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS

### BÁO CÁO CỦA HỘI ĐỒNG QUẢN TRỊ (tiếp theo)

- Vận tải hành khách đường bộ khác;
- Vận tải hàng hóa bằng đường bộ;
- Kinh doanh bất động sản;
- Hoạt động phiên dịch, dịch thuật;
- Kinh doanh lữ hành nội địa;
- Dịch vụ hỗ trợ liên quan đến quảng bá và tổ chức tua du lịch.

#### Hội đồng quản trị, Ban kiểm soát và Ban Tổng Giám đốc

Các thành viên Hội đồng quản trị, Ban kiểm soát và Ban Tổng Giám đốc của Công ty trong kỳ và cho đến thời điểm lập báo cáo này bao gồm:

##### Hội đồng quản trị

Họ và tên	Chức vụ	Ngày bầu/miễn nhiệm
Ông Trần Văn Tuấn	Chủ tịch	Bầu ngày 20 tháng 9 năm 2019
Ông Trần Văn Thế	Phó Chủ tịch	Bầu ngày 01 tháng 4 năm 2023
Ông Nguyễn Huy Thịnh	Phó Chủ tịch	Bầu ngày 15 tháng 4 năm 2024
Ông Nguyễn Đình Hòa	Phó Chủ tịch	Bầu ngày 15 tháng 4 năm 2024
Ông Nguyễn Dương Trung Hiếu	Thành viên	Bầu ngày 20 tháng 9 năm 2019
Ông Phan Ngọc Tuấn	Thành viên	Bầu ngày 17 tháng 7 năm 2021
Bà Lưu Đức Hạnh	Thành viên	Bầu ngày 15 tháng 3 năm 2023 Miễn nhiệm 06 tháng 04 năm 2024
Ông Nguyễn Huy Thịnh	Thành viên	Bầu ngày 06 tháng 4 năm 2024 Miễn nhiệm ngày 15 tháng 4 năm 2024
Ông Nguyễn Đình Hòa	Thành viên	Bầu ngày 06 tháng 4 năm 2024 Miễn nhiệm ngày 15 tháng 4 năm 2024

##### Ban kiểm soát

Họ và tên	Chức vụ	Ngày bầu/miễn nhiệm
Bà Nguyễn Ngọc Huyền	Trưởng ban	Bầu ngày 26 tháng 6 năm 2020
Ông Nguyễn Huy Thịnh	Thành viên	Bầu ngày 15 tháng 3 năm 2023 Miễn nhiệm ngày 06 tháng 4 năm 2024
Bà Trần Thị Cường	Thành viên	Bầu ngày 17 tháng 7 năm 2021
Ông Bùi Văn Thơm	Thành viên	Bầu ngày 06 tháng 4 năm 2024

##### Ban Tổng Giám đốc

Họ và tên	Chức vụ	Ngày bổ nhiệm
Ông Nguyễn Dương Trung Hiếu	Tổng Giám đốc	Bổ nhiệm ngày 30 tháng 6 năm 2020
Ông Nguyễn Mạnh Huỳnh	Phó Tổng Giám đốc	Bổ nhiệm ngày 06 tháng 7 năm 2022
Ông Trần Văn Thế	Phó Tổng Giám đốc	Bổ nhiệm ngày 01 tháng 4 năm 2023
Ông Phan Ngọc Tuấn	Phó Tổng Giám đốc	Bổ nhiệm ngày 01 tháng 4 năm 2023

##### Đại diện theo pháp luật

Người đại diện theo pháp luật của Công ty trong kỳ và cho đến thời điểm lập báo cáo này là Ông Trần Văn Tuấn - Chủ tịch Hội đồng quản trị (bổ nhiệm ngày 20 tháng 9 năm 2019).

##### Kiểm toán viên

Công ty TNHH Kiểm toán và Tư vấn A&C đã được chỉ định kiểm toán Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND của Công ty.

## **CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**

**BÁO CÁO CỦA HỘI ĐỒNG QUẢN TRỊ (tiếp theo)**

### **Trách nhiệm của Ban Tổng Giám đốc**

Ban Tổng Giám đốc chịu trách nhiệm lập Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND phản ánh trung thực và hợp lý tình hình sử dụng vốn của Công ty.

Ban Tổng Giám đốc chịu trách nhiệm đảm bảo rằng các sổ sách kế toán thích hợp được ghi chép một cách phù hợp để phản ánh hợp lý tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND của Công ty và đảm bảo rằng Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND đã được lập một cách đúng đắn, phản ánh trung thực và hợp lý, phù hợp với các chuẩn mực kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam và phù hợp với cơ sở lập Báo cáo tình hình sử dụng vốn.

### **Phê duyệt Báo cáo tình hình sử dụng vốn**

Hội đồng quản trị phê duyệt Báo cáo tình hình sử dụng vốn đính kèm. Báo cáo tình hình sử dụng vốn đã phản ánh trung thực và hợp lý tình hình sử dụng vốn của Công ty thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND, phù hợp với các chuẩn mực kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam và các quy định pháp lý có liên quan đến việc lập và trình bày Báo cáo tình hình sử dụng vốn.

Thay mặt Hội đồng quản trị,



**Trần Văn Tuấn**  
**Chủ tịch**

Ngày 01 tháng 8 năm 2024



Số: 4.0226/24/TC-AC

**BÁO CÁO KIỂM TOÁN ĐỘC LẬP**  
**VỀ BÁO CÁO TÌNH HÌNH SỬ DỤNG VỐN THU ĐƯỢC TỪ ĐỢT PHÁT HÀNH CỔ PHIẾU**  
**TĂNG VỐN ĐIỀU LỆ TỪ 60.000.000.000 VND LÊN 120.000.000.000 VND**  
**CỦA CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**

**Kính gửi: QUÝ CỔ ĐÔNG, HỘI ĐỒNG QUẢN TRỊ VÀ BAN TỔNG GIÁM ĐỐC**  
**CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**

Chúng tôi đã kiểm toán Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND của Công ty Cổ phần Vietourist Holdings (sau đây gọi tắt là "Công ty"), được lập ngày 01 tháng 8 năm 2024, từ trang 07 đến trang 12.

**Trách nhiệm của Ban Tổng Giám đốc**

Ban Tổng Giám đốc Công ty chịu trách nhiệm về việc lập và trình bày trung thực và hợp lý Báo cáo tình hình sử dụng vốn thu được sau phát hành của Công ty theo các chuẩn mực kế toán, Chế độ kế toán doanh nghiệp Việt Nam và các quy định pháp lý có liên quan đến việc ghi nhận Báo cáo tình hình sử dụng vốn thu được sau phát hành và chịu trách nhiệm về kiểm soát nội bộ mà Ban Tổng Giám đốc xác định là cần thiết để đảm bảo cho việc lập và trình bày Báo cáo tình hình sử dụng vốn thu được sau phát hành không có sai sót trọng yếu do gian lận hoặc nhầm lẫn.

**Trách nhiệm của Kiểm toán viên**

Trách nhiệm của chúng tôi là đưa ra ý kiến về Báo cáo tình hình sử dụng vốn thu được sau phát hành dựa trên kết quả của cuộc kiểm toán. Chúng tôi đã tiến hành kiểm toán theo các chuẩn mực kiểm toán Việt Nam. Các chuẩn mực này yêu cầu chúng tôi tuân thủ chuẩn mực và các quy định về đạo đức nghề nghiệp, lập kế hoạch và thực hiện cuộc kiểm toán để đạt được sự đảm bảo hợp lý về việc liệu Báo cáo tình hình sử dụng vốn thu được sau phát hành của Công ty có còn sai sót trọng yếu hay không.

Công việc kiểm toán bao gồm thực hiện các thủ tục nhằm thu thập các bằng chứng kiểm toán về các số liệu và thuyết minh trên Báo cáo tình hình sử dụng vốn thu được sau phát hành. Các thủ tục kiểm toán được lựa chọn dựa trên xét đoán của kiểm toán viên, bao gồm đánh giá rủi ro có sai sót trọng yếu trong Báo cáo tình hình sử dụng vốn thu được sau phát hành do gian lận hoặc nhầm lẫn. Khi thực hiện đánh giá các rủi ro này, kiểm toán viên đã xem xét kiểm soát nội bộ của Công ty liên quan đến việc lập và trình bày Báo cáo tình hình sử dụng vốn thu được sau phát hành trung thực, hợp lý nhằm thiết kế các thủ tục kiểm toán phù hợp với tình hình thực tế, tuy nhiên không nhằm mục đích đưa ra ý kiến về hiệu quả của kiểm soát nội bộ của Công ty. Công việc kiểm toán cũng bao gồm đánh giá tính thích hợp của các chính sách kế toán được áp dụng và tính hợp lý của các ước tính kế toán của Ban Tổng Giám đốc cũng như đánh giá việc trình bày tổng thể Báo cáo tình hình sử dụng vốn thu được sau phát hành.

Chúng tôi tin tưởng rằng các bằng chứng kiểm toán mà chúng tôi đã thu thập được là đầy đủ và thích hợp làm cơ sở cho ý kiến kiểm toán của chúng tôi.

**Ý kiến của Kiểm toán viên**

Theo ý kiến chúng tôi, Báo cáo tình hình sử dụng vốn thu được sau phát hành cổ phiếu kèm theo đã phản ánh trung thực và hợp lý trên các khía cạnh trọng yếu tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND của Công ty Cổ phần Vietourist Holdings, phù hợp với các chuẩn mực kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam và các quy định pháp lý có liên quan đến việc lập và trình bày Báo cáo tình hình sử dụng vốn.

**Vấn đề cần nhấn mạnh**

Không phù định ý kiến nêu trên, chúng tôi muốn lưu ý người đọc Báo cáo rằng: Báo cáo của chúng tôi chỉ được sử dụng cho mục đích báo cáo cho Ủy ban Chứng khoán Nhà nước theo quy định tại Thông tư số 96/2020/TT-BTC ngày 16 tháng 11 năm 2020 của Bộ Tài chính về việc Hướng dẫn công bố thông tin trên thị trường chứng khoán, vì thế không được sử dụng cho bất cứ mục đích nào khác hoặc không được phát hành cho bất cứ bên nào khác. Báo cáo này chỉ liên quan đến tình hình sử dụng vốn thu được sau phát hành cổ phiếu tăng vốn điều lệ của Công ty, mà không liên quan tới toàn bộ Báo cáo tài chính của Công ty Cổ phần Vietourist Holdings.

**Công ty TNHH Kiểm toán và Tư vấn A&C**  
**Chi nhánh Cần Thơ**

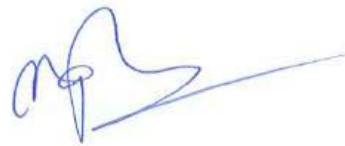


**Nguyễn Quốc Ngữ**

**Thành viên Ban Giám đốc**

*Số Giấy CNĐKHN kiểm toán: 3089-2020-008-1*

**Người được ủy quyền**



**Nguyễn Thùy Trang**

**Kiểm toán viên**

*Số Giấy CNĐKHN kiểm toán: 3592-2021-008-1*



TP. Cần Thơ, ngày 01 tháng 8 năm 2024



**BÁO CÁO TÌNH HÌNH SỬ DỤNG VỐN THU ĐƯỢC  
TỪ ĐỢT PHÁT HÀNH CỔ PHIẾU TĂNG VỐN ĐIỀU LỆ  
TỪ 60.000.000.000 VND LÊN 120.000.000.000 VND**

**1. Thông tin chung về đợt phát hành cổ phiếu tăng vốn điều lệ**

<b>TT</b>	<b>Nội dung</b>	<b>Thông tin</b>
1	Tên cổ phiếu chào bán	: Cổ phiếu của Công ty Cổ phần Vietourist Holdings
2	Loại cổ phiếu	: Cổ phiếu phổ thông
3	Mệnh giá	: 10.000 VND/cổ phiếu
4	Số lượng cổ phiếu đăng ký chào bán	: 6.000.000 cổ phiếu
5	Tổng khối lượng vốn huy động dự kiến	: 60.000.000.000 VND (theo mệnh giá)
6	Phương thức phát hành	: Chào bán cho cổ đông hiện hữu
7	Ngày bắt đầu chào bán	: 12/8/2022
8	Ngày hoàn thành đợt chào bán	: 22/9/2022
9	Ngày kết thúc đợt chào bán	: 22/9/2022
10	Tổng số cổ phiếu đã bán	: 6.000.000 cổ phiếu

**2. Số tiền thu được từ đợt phát hành cổ phiếu**

	<b><u>Giá trị</u></b>
Số lượng cổ phiếu (cổ phần)	6.000.000
Giá bán (VND/cổ phần)	10.000
<b>Thành tiền (VND)</b>	<b>60.000.000.000</b>
Trong đó:	
- Vốn đầu tư của Chủ sở hữu (VND)	60.000.000.000
- Thặng dư vốn cổ phần (VND)	-
<b>Chi phí phát hành (VND)</b>	<b>201.100.000</b>

**Tổng thu ròng từ phát hành thêm: 59.798.900.000 VND***(Bằng chữ: năm mươi chín tỷ bảy trăm chín mươi tám triệu chín trăm nghìn đồng)*

**3. Báo cáo tình hình sử dụng vốn theo kế hoạch sử dụng vốn theo phương án phát hành**

- Căn cứ Tờ trình số 16/2022/TT-ĐHĐCĐ-VTD ngày 26 tháng 01 năm 2022 của Chủ tịch Hội đồng quản trị về việc phê duyệt phương án chào bán cổ phiếu cho cổ đông hiện hữu của Công ty Cổ phần Du lịch Vietourist.
- Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên năm 2022 số 01/2022/NQ-ĐHĐCĐ-VTD ngày 18 tháng 02 năm 2022 của Công ty Cổ phần Du lịch Vietourist về thông qua Tờ trình phương án chào bán cổ phiếu ra công chúng ngày 24 tháng 4 năm 2021.
- Căn cứ Nghị quyết Hội đồng Quản trị số 01/2022/NQ-HĐQT-VTD ngày 11 tháng 3 năm 2022 về việc thông qua việc triển khai phương án chào bán cổ phiếu ra công chúng; các cam kết của Công ty, phương án sử dụng vốn dự kiến thu được từ đợt chào bán và thông qua hồ sơ đăng ký chào bán của Công ty Cổ phần Du lịch Vietourist.
- Căn cứ Giấy chứng nhận đăng ký chào bán cổ phiếu ra công chúng số 201/GCN-UBCK ngày 12 tháng 7 năm 2022 của Ủy ban chứng khoán Nhà nước.
- Căn cứ Nghị quyết Hội đồng Quản trị số 09/2022/NQ-HĐQT-VTD ngày 13 tháng 9 năm 2022 về việc xử lý cổ phiếu không đặt mua hết trong đợt chào bán cổ phiếu cho cổ đông hiện hữu theo giấy chứng nhận đăng ký chào bán thêm cổ phiếu ra công chúng số 201/GCN-UBCK ngày 12 tháng 7 năm 2022 của Công ty Cổ phần Du lịch Vietourist.
- Căn cứ Nghị quyết Hội đồng Quản trị số 12/2022/NQ-HĐQT-VTD ngày 23 tháng 9 năm 2022 về việc thông qua kết quả chào bán cổ phiếu theo giấy chứng nhận đăng ký chào bán thêm cổ phiếu ra công chúng số 201/GCN-UBCK ngày 12 tháng 7 năm 2022 của Công ty Cổ phần Du lịch Vietourist.
- Căn cứ Báo cáo số 06/2022/BC-VTD ngày 23 tháng 9 năm 2022 của Công ty Cổ phần Du lịch Vietourist về Báo cáo kết quả đợt chào bán cổ phiếu ra công chúng gửi Ủy ban chứng khoán Nhà nước.
- Căn cứ Báo cáo số 07/2022/BC-VTD ngày 30 tháng 9 năm 2022 của Công ty Cổ phần Du lịch Vietourist về Kết quả đợt chào bán cổ phiếu ra công chúng gửi Ủy ban chứng khoán Nhà nước.
- Căn cứ Công văn số 6558/UBCK-QLCB ngày 03 tháng 10 năm 2022 của Ủy ban chứng khoán Nhà nước về việc Báo cáo kết quả chào bán cổ phiếu ra công chúng của Công ty Cổ phần Du lịch Vietourist.
- Căn cứ Tờ trình số 07/2023/TT-ĐHĐCĐ-VTD ngày 14 tháng 3 năm 2023 của Chủ tịch Hội đồng quản trị về việc báo cáo tình hình sử dụng vốn và điều chỉnh mục đích sử dụng vốn của Phương án chào bán cổ phiếu cho cổ đông hiện hữu thông qua tại Đại hội đồng cổ đông năm 2022 của Công ty Cổ phần Vietourist Holdings.
- Căn cứ Nghị quyết Đại hội đồng cổ đông số 01/2023/NQ-ĐHĐCĐ-VTD ngày 15 tháng 3 năm 2023 của Công ty Cổ phần Vietourist Holdings.
- Căn cứ Tờ trình số 03/2024/TT-ĐHĐCĐ-VTD ngày 15 tháng 02 năm 2024 của Chủ tịch Hội đồng quản trị về việc Báo cáo thực hiện phương án đầu tư tài sản, đầu tư tài chính.
- Căn cứ Nghị quyết Đại hội đồng cổ đông số 01/2024/NQ-ĐHĐCĐ-VTD ngày 18 tháng 02 năm 2024 của Công ty Cổ phần Vietourist Holdings.
- Căn cứ tờ trình số 09/2024/TT-ĐHĐCĐ-VTD ngày 05 tháng 4 năm 2024 của Chủ tịch Hội đồng quản trị về việc Báo cáo thực hiện phương án đầu tư tài sản, đầu tư tài chính.



**CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**

Địa chỉ: 386/71C Lê Văn Sỹ, phường 14, quận 3, TP. Hồ Chí Minh

- Căn cứ Nghị quyết Đại hội đồng cổ đông số 02/2024/NQ-ĐHĐCD-VTD ngày 06 tháng 4 năm 2024 của Công ty Cổ phần Vietourist Holdings.
- Căn cứ Biên bản thanh lý số 0107/2024/BBTL/VTD-DXT ngày 01 tháng 7 năm 2024.
- Căn cứ Nghị quyết số 19/2024/NQ-HĐQT ngày 11 tháng 7 năm 2024 của Hội đồng quản trị về việc Thông qua phương án sử dụng số tiền 10 tỷ đồng thu được từ việc thu hồi tiền đặt cọc mua phần vốn góp của Ông Đoàn Xuân Tiến tại Công ty TNHH Đầu tư Đoàn Gia QB.
- Căn cứ vào tình hình hoạt động thực tế, số tiền thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND, Công ty đã sử dụng vốn như sau:

STT	Nội dung sử dụng	Theo phương án (VND)	Đã sử dụng (VND)	Ghi chú
1	Đội xe VieTrip	39.150.940.000	39.150.940.000	Đã thanh toán
2	Đặt cọc mua căn boutique hotel tại dự án: Khu đô thị - Du lịch Quốc tế Regal Legend Quảng Bình "Khu đô thị Bảo Ninh 1". Chủ đầu tư: Đất xanh Miền Trung.	10.849.060.000	10.849.060.000	Đã thanh toán
3	Bổ sung vào nguồn vốn lưu động của Công ty	10.000.000.000	10.000.000.000	Đã thanh toán
-	Thanh toán tiền vé máy bay	3.880.000.000	3.880.000.000	Đã thanh toán
-	Thanh toán tiền dịch vụ khách sạn	4.140.000.000	4.140.000.000	Đã thanh toán
-	Thanh toán tiền dịch vụ ăn uống	1.980.000.000	1.980.000.000	Đã thanh toán
	<b>Tổng cộng</b>	<b>60.000.000.000</b>	<b>60.000.000.000</b>	

TP. Hồ Chí Minh, ngày 01 tháng 8 năm 2024

Người lập

Phạm Thị Trà Giang

Kế toán trưởng

Nguyễn Thị Mỹ Dung

Chủ tịch Hội đồng quản trị



Trần Văn Tuấn

**BẢN THUYẾT MINH****BÁO CÁO TÌNH HÌNH SỬ DỤNG VỐN THU ĐƯỢC TỪ ĐỢT PHÁT HÀNH CỔ PHIẾU  
TĂNG VỐN ĐIỀU LỆ TỪ 60.000.000.000 VND LÊN 120.000.000.000 VND****I. ĐẶC ĐIỂM HOẠT ĐỘNG****1. Hình thức sở hữu vốn**

Công ty Cổ phần Vietourist Holdings (sau đây gọi tắt là “Công ty”) là công ty cổ phần.

**2. Lĩnh vực kinh doanh**

Lĩnh vực kinh doanh của Công ty là thương mại và dịch vụ.

**3. Ngành nghề kinh doanh**

Hoạt động kinh doanh chính của Công ty là: Đại lý du lịch, kinh doanh lữ hành nội địa.

**4. Chu kỳ sản xuất, kinh doanh thông thường**

Chu kỳ sản xuất kinh doanh thông thường của Công ty không quá 12 tháng.

**5. Cấu trúc Công ty*****Công ty con***

Công ty chỉ đầu tư vào công ty con là Công ty TNHH Vận tải Vietrip có trụ sở chính tại tầng 4, số 95B-97-99 đường Trần Hưng Đạo, phường Cầu Ông Lãnh, quận 1, TP. Hồ Chí Minh. Hoạt động kinh doanh chính của công ty con này là vận tải hành khách đường bộ. Tại ngày kết thúc kỳ kế toán, tỷ lệ vốn góp của Công ty tại công ty con này là 100%, tỷ lệ quyền biểu quyết và tỷ lệ lợi ích tương đương với tỷ lệ vốn góp.

***Công ty liên kết***

Tên công ty	Địa chỉ trụ sở chính	Hoạt động kinh doanh chính	Tỷ lệ vốn góp	Tỷ lệ lợi ích	Tỷ lệ quyền biểu quyết
Công ty Cổ phần Lữ hành Vietourist	386/71C Lê Văn Sỹ, phường 14, quận 3, TP. Hồ Chí Minh	Sản xuất phần mềm, bán hàng hóa và cung cấp dịch vụ lưu trú	45,25%	45,25%	45,25%
Công ty Cổ phần Tập đoàn Hoàng Kim Tây Nguyên	18 Lê Lai, phường Tây Sơn, thành phố Pleiku, tỉnh Gia Lai	Kinh doanh nhà hàng và các dịch vụ ăn uống phục vụ lưu động	21,52%	21,52%	21,52%



**CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**

Địa chỉ: 386/71C Lê Văn Sỹ, phường 14, quận 3, TP. Hồ Chí Minh

***Các Đơn vị trực thuộc không có tư cách pháp nhân hạch toán phụ thuộc***

Tên đơn vị	Địa chỉ
Chi nhánh Công ty Cổ phần Du lịch Vietourist	Tầng 3, tòa nhà Indochina Riverside, 74 Bạch Đằng, phường Hải Châu, quận Hải Châu I, TP. Đà Nẵng
Chi nhánh Công ty Cổ phần Du lịch Vietourist tại Nha Trang	86B Trần Phú, phường Lộc Thọ, TP. Nha Trang, tỉnh Khánh Hòa
Chi nhánh Công ty Cổ phần Vietourist Holdings tại Bình Dương	Tầng 1, số nhà 48, đường số 9, khu trung tâm hành chính Dĩ An, khu phố Nhị Đồng 2, phường Dĩ An, TP. Dĩ An, tỉnh Bình Dương
Chi nhánh Phan Thiết Công ty Cổ phần Vietourist Holdings	96A Nguyễn Đình Chiểu, phường Hàm Tiến, TP. Phan Thiết, tỉnh Bình Thuận
Chi nhánh Đà Lạt Công ty Cổ phần Vietourist Holdings	27/6 Hai Bà Trưng, phường 6, TP. Đà Lạt, tỉnh Lâm Đồng.
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings tại TP. Hồ Chí Minh	95B-97-99 Trần Hưng Đạo, phường Cầu Ông Lãnh, quận 1, TP. Hồ Chí Minh
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - An Giang	21A Trần Nhật Duật, phường Mỹ Long, TP. Long Xuyên, tỉnh An Giang
Văn phòng đại diện Công ty Cổ phần du lịch Vietourist tại Đồng Nai	D57 đường N4, khu phố 1, phường Bửu Long, TP. Biên Hòa, tỉnh Đồng Nai – tạm ngừng
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings tại Gia Lai	94 Lê Thánh Tôn, phường Ia Kring, TP. Pleiku, tỉnh Gia Lai
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - Hà Nội	15 Đại Cồ Việt, phường Lê Đại Hành, quận Hai Bà Trưng, TP. Hà Nội
Văn phòng đại diện Công ty Cổ phần Vietourist Holdings - Hải phòng	Phòng 402, tầng 4, Trung tâm điều hành Nhà khách Hải Quân. Số 05 Lý Tự Trọng, phường Hoàng Văn Thụ, quận Hồng Bàng, TP. Hải Phòng

## **II. CƠ SỞ LẬP BÁO CÁO TÌNH HÌNH SỬ DỤNG VỐN THU ĐƯỢC TỪ ĐỢT PHÁT HÀNH CỔ PHIẾU TĂNG VỐN ĐIỀU LỆ TỪ 60.000.000.000 VND LÊN 120.000.000.000 VND**

### **1. Cơ sở lập Báo cáo tình hình sử dụng vốn**

Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND kèm theo trình bày bằng Đồng Việt Nam (VND), theo nguyên tắc giá gốc và phù hợp với các Chuẩn mực Kế toán Việt Nam, Chế độ kế toán doanh nghiệp Việt Nam hiện hành và các quy định pháp lý có liên quan đến việc lập và trình bày Báo cáo tình hình sử dụng vốn.

Báo cáo tình hình sử dụng vốn được lập trên cơ sở thực thu - thực chi và là một bộ phận trong tổng dòng tiền thu, chi của Công ty.

## CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS

Địa chỉ: 386/71C Lê Văn Sỹ, phường 14, quận 3, TP. Hồ Chí Minh

### 2. Kỳ báo cáo

Báo cáo tình hình sử dụng vốn được lập cho việc sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND.

### 3. Mục đích sử dụng báo cáo

Báo cáo tình hình sử dụng vốn thu được từ đợt phát hành cổ phiếu tăng vốn điều lệ từ 60.000.000.000 VND lên 120.000.000.000 VND của Công ty chỉ được sử dụng để Báo cáo tình hình sử dụng vốn theo kế hoạch sử dụng vốn được Đại hội đồng cổ đông Công ty Cổ phần Vietourist Holdings phê duyệt tại Nghị quyết số 01/2023/NQ-ĐHĐCĐ-VTD ngày 15 tháng 3 năm 2023 về việc thông qua điều chỉnh phương án sử dụng vốn thu được từ đợt chào bán cổ phiếu năm 2022, Nghị quyết Đại hội đồng cổ đông bất thường số 01/2024/NQ-ĐHĐCĐ-VTD ngày 18 tháng 02 năm 2024, Nghị quyết số 02/2024/NQ-ĐHĐCĐ-VTD ngày 06 tháng 4 năm 2024 của Đại hội đồng cổ đông và Nghị quyết số 19/2024/NQ-HĐQT ngày 11 tháng 7 năm 2024 của Hội đồng quản trị, không mở rộng cho toàn bộ Báo cáo tài chính của Công ty.

Báo cáo tình hình sử dụng vốn này được lập để giúp Công ty Cổ phần Vietourist Holdings đáp ứng yêu cầu của Cơ quan quản lý Nhà nước. Vì thế, Báo cáo này có thể không phù hợp để sử dụng vào mục đích khác.

TP. Hồ Chí Minh, ngày 01 tháng 8 năm 2024

Người lập

Phạm Thị Trà Giang

Kế toán trưởng

Nguyễn Thị Mỹ Dung

Chủ tịch Hội đồng quản trị



Trần Văn Tuấn





**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**

No. 03/2025/TT-DHDCD-VTD

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

*HCMC, date 27 month 6, 2025*

## **PROPOSAL**

***Re: Selection of the Auditing Firm for the Financial Statements for the year 2025***

**To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;*
- *Decree No. 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities, adopted on December 31, 2020;*
- *Base on the Charter on organization and operation of Vietourist Holdings Joint Stock Company;*

Based on the proposal and recommendation of the Supervisory Board regarding the selection of the list of audit firms approved to conduct the audit of the Company's Financial Statements for the year 2025.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the list of audit firms eligible to audit the 2024 financial statements, as follows::

1. A&C Auditing and Consulting Co., Ltd.
2. Ho Chi Minh City Auditing and Informatics Services Co., Ltd.
3. AASC Auditing Firm Co., Ltd.

The Board of Directors is authorized to select and sign a contract with an audit firm from the above-mentioned list.

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

**ON BEHALF OF THE SUPERVISOR BOARD  
HEAD OF THE SUPERVISOR BOARD**

**NGUYEN NGOC HUYEN**

## PROPOSAL

*Re: Approval of the profit distribution plan and dividend payment*

To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company

- Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Base on the Charter on organization and operation of Vietourist Holdings Joint Stock Company;
- Base on the Audited Financial Statements for the year 2024;

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval the profit distribution and dividend payment plan for 2024, as well as the dividend payment plan for 2025, as follows:

### 1. Profit Distribution and Dividend Payment Plan for 2024

STT	Chỉ tiêu	Số tiền
1	Undistributed after-tax profit	22.146.991.245
1.1	Net profit before tax 2024	-5.108.951.764
1.2	Income tax expense 2024	317.824.652
1.3	Profit after tax 2024	-5.426.776.416
1.4	Undistributed after-tax profit 31/12/2023	27.573.767.661
2	Undistributed profits (*)	-
2.1	Allocation to funds	-
2.1.1	Allocation to the Bonus and Welfare Fund	-
2.1.1	Allocation to Investment Fund	-
2.2	Cash dividend distribution at the rate of 5% on charter capital (**)	-
2.2.1	Including: Cash dividend distribution at the rate of 5%	-
3	Accumulated undistributed after-tax profit (3=1-2):	22.146.991.245

In 2025, as the tourism industry gradually recovers and undergoes significant transformation following a challenging period, the Company identifies this as a pivotal time for restructuring and expansion to stay ahead of market trends. Notably, the Company is implementing a plan to develop new supplementary products and services — including medical and wellness services integrated with tourism — aimed at enhancing customer experience and expanding the potential customer base both domestically and internationally.

To effectively implement these medium- and long-term plans, the Company must prioritize maintaining a stable financial foundation and securing proactive capital resources for infrastructure



investment, high-quality human resource training, technology upgrades, as well as research and development of new products. In this context, the Board of Directors considers the decision not to distribute dividends for the year 2024 as necessary and aligned with the Company's sustainable development strategy. This decision represents an important step toward strengthening the Company's financial foundation and internal capacity, thereby laying the groundwork for enhancing competitiveness and long-term enterprise value.

Accordingly, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the proposal not to distribute dividends for the fiscal year 2024, in support of the Company's efforts in investment, innovation, and development.

## **2. Dividend Payment Plan for 2025**

The Board of Directors shall, based on the actual business performance, seek approval from the General Meeting of Shareholders regarding the profit distribution for the year 2025 at the Annual GMS in 2026.

Based on the actual business situation in early 2025, after assessing the Company's financial position and balancing the budget, the Company plans to distribute a cash dividend for 2025 at the rate of 5% of the charter capital.

**We respectfully submit this to the GMS for consideration and approval.**

Sincerely!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN VAN TUAN**

## **PROPOSAL**

### ***Re: Amendment and Supplementation of the Charter***

**To: General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 issued by the Minister of Finance providing guidance on certain corporate governance matters applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of the Law on Securities*

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for approval the issuance of the new Charter, which has been amended and supplemented in accordance with and in compliance with the current legal regulations (*Attached draft Charter*).

#### **Previous content before amendment:**

##### ***Article 42. Duty of honesty and avoidance of conflicts of interest***

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be considered invalid in the following cases:
  - a. For transactions with a value less than or equal to 35% of the total asset value recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority of votes from members of the Board of Directors who do not have related interests;





- b. For transactions with a value exceeding 35%, or where the transaction results in the total accumulated value of related transactions within 12 months from the date of the first transaction reaching or exceeding 35% of the total asset value recorded in the most recent financial statements, the key contents of the transaction, along with the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through votes by shareholders without related interests.

**Content after amendment:**

***Article 42. Duty of honesty and avoidance of conflicts of interest***

6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be considered invalid in the following cases:
- a. For transactions valued at less than 35% of the total asset value recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported to the Board of Directors and approved by a majority of votes from members of the Board of Directors who do not have related interests;
- b. For transactions valued at 35% or more, or where the transaction results in the total accumulated value of related transactions within 12 months from the date of the first transaction reaching or exceeding 35% of the total asset value recorded in the most recent financial statements, the key contents of the transaction, along with the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through votes by shareholders without related interests.

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**VIET CHAIRMAN**

**TRAN VAN TUAN**



**VIETOURIST HOLDINGS  
JOINT STOCK COMPANY**



**CHARTER  
ORGANIZATION AND OPERATION**

*Ho Chi Minh City, March 2025*





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## INTRODUCTION

This charter was approved by the Board of Directors on March 20, 2025; pursuant to the authority granted by a valid Resolution of the General Meeting of Shareholders officially convened on April 6, 2024.

### I. DEFINITION OF TERMS IN THE CHARTER

#### Article 1. Definition

1. Trong Article lệ này, những thuật ngữ dưới đây sẽ được hiểu như sau:
  - a. **Charter capital** means the total aggregate par value that have been sold or subscribed for upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;
  - b. **The Law on Enterprises** means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of Socialist Republic of Vietnam on June 17<sup>th</sup>, 2020;
  - c. **Law on Securities** means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of Socialist Republic of Vietnam on November 26<sup>th</sup>, 2019;
  - d. **Establishment Date** means the date on which the Company is granted the Enterprise Registration Certificate (Business Registration Certificate or other equivalent documents) for the first time;
  - e. **The executive officers of the Company** là General Director Deputy General
  - f. **Managers** mean the company's managers, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;
  - g. **Related Person** means any individual, organization stipulated in Clause 46 of Article 4 of the Law on Securities;
  - h. **Shareholder** means any individual or organization that owns at least one share of the Company;
  - i. **Founding shareholder** means shareholder who holds at least one ordinary share and has signed the list of founding shareholders of the Joint Stock Company;
  - j. **Major shareholder** is defined in Clause 18, Article 4 of the Law on Securities;
  - k. **Thời hạn hoạt động** là thời gian hoạt động của Công ty được quy định tại Article 2 Article lệ này và thời gian gia hạn (nếu có) được Đại hội đồng cổ đông của Công ty thông qua ;
1. **The Stock Exchange** refers to the Vietnam Stock Exchange and its subsidiaries; Directors, Chief Accountant, and other executives appointed by the Board of Directors;
2. In this Charter, any reference to one or more provisions or other documents shall include any amendments, supplements, or replacements thereof.
3. Headings (chapters, Article of the Charter) are used here in for convenience only, and do not affect the nature of the content and structure of the Charter.



## **II. NAME, FORM, HEAD OFFICE, SUBORDINATE UNITS, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY**

### **Article 2. Name, Head office, and Operation Term of the Company**

1. The Legal name of the Company
  - In Vietnamese: **CÔNG TY CỔ PHẦN VIETOURIST HOLDINGS**
  - In English: **VIETOURIST HOLDINGS JOINT STOCK COMPANY**
  - The abbreviated name: **VIETOURIST HOLDINGS**
2. The Company is a shareholding company having legal entity status in compliance with applicable law of Vietnam.
3. The Company's registered head office shall be:
  - Address: : 386/71C Le Van Sy Street, 14 Ward, District 3, Ho Chi Minh City
  - Telephone : (028) 6261 6365
  - Fax : (028) 6253 2111
  - Email : [info@vietourist.com.vn](mailto:info@vietourist.com.vn)
  - Website : <http://www.vietourist.com.vn>
4. The Company may establish subsidiaries, branches, and representative offices to pursue its business objectives, in accordance with the resolutions of the Board of Directors and within the limits permitted by law.
5. Unless the Company is dissolved prior to its scheduled duration as stipulated in Clause 2, Article 59, or its duration is extended in accordance with Article 60 of this Charter, the Company's duration shall be indefinite from the date it is issued the Business Registration Certificate.

### **Article 3. Legal representative of the Company**

The Company has only one (01) legal representative who is the Chairman of the Board of Directors

## **III. OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

### **Article 4. Business Objectives of the Company**

1. The Company's line of business is as follows:

No	Description of Business Line	Code
1	Travel agency services	7911 (Main)
2	Operator services (Details: Domestic and international travel services)	
3	Port services related to tourism promotion and tour organization	
4	Restaurants and mobile food service activities (Operating at the head office)	
5	Short-term accommodation services (Details: Star-rated hotels not operating at the head office)	
6	Urban and suburban passenger road transport (excluding bus transport)	
7	Inter-city passenger road transport	
8	Long-distance transport by road	4933
9	Supporting transport services (Details: Airline ticket agency services; Customs clearance agent services)	
10	Professional, scientific and technical activities not elsewhere classified (Details: Interpretation and translation services)	
11	Real estate business, land use rights of the owner, user or lessee (Details: Real estate trading)	

2. The objectives of the Company: to build and maintain its brand reputation; concurrently expand and develop other business sectors in which the Company holds competitive advantages; establish a stable, long-term, and sustainable foundation for development; maximize profits; ensure the legitimate rights and interests of shareholders; and fulfill obligations to the State.

#### **Article 5. Scope of business and operations of the Company**

The Company shall be permitted to plan and carry out business activities in accordance with the Law and shall be permitted to take appropriate measures to achieve the objectives of the Company.

### **IV. CHARTER CAPITAL, SHARES, AND FOUNDING SHAREHOLDERS**

#### **Article 6. Charter Capital, Shares, Founding Shareholders**

1. The Company's Charter Capital shall be 240,000,000,000 VND (*In words: Two hundred and forty billion Vietnamese dong*).  
The Company's total charter capital is divided into 24,000,000 (*twenty-four million*) shares with a par value of VND 10,000 per share.
2. The Company may change its Charter Capital upon approval of the General Meeting of Shareholders and in accordance with the Law.
3. All shares issued by the Company on the approving date of this Charter shall be ordinary shares. Except for the shares held by strategic shareholders as separately



stipulated. The rights and obligations attached to ordinary shares are stipulated in Articles 12 and 13 of this Charter.

4. The Company may issue other types of preferred shares upon approval by the General Meeting of Shareholders and in accordance with applicable laws..
5. Ordinary shares shall be first offered to existing Shareholders in proportion to their holding of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders. The unsubscribed shares shall be decided by the Board of Directors. Số cổ phần cổ đông không đăng ký mua hết sẽ do Hội đồng quản trị của Công ty quyết định. The Board of Directors may allocate such shares to eligible recipients under terms and conditions it deems appropriate, but shall not sell these shares on more favorable terms than those offered to existing shareholders, except where otherwise approved by the General Meeting of Shareholders.
6. The Company may purchase its own shares in any way permitted in the Charter and applicable Law.
7. The Company may issue other types of securities in accordance with the provisions of the law.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares owned.
2. A share certificate is a type of security confirming the lawful rights and interests of the holder in a portion of the Company's charter capital. The share certificate must contain all contents as prescribed in Clause 1, Article 121 of the Enterprise Law.
3. Within 30 days from the date of full payment for the shares according to the Company's share issuance plan, the holder of the shares shall be issued the share certificate. Shareholders shall not be required to pay the Company any fees for printing the share certificates.
4. In case the share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be entitled to request reissuance of the share certificate by the Company. Such request must include the following contents:
  - a) Information about the lost, damaged, or otherwise destroyed share certificate;
  - b) A commitment to take responsibility for any disputes arising from the reissuance of the new share certificate.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates of the Company (excluding prospectuses, provisional certificates, and similar documents) shall be issued bearing the seal and signature of the Company's legal representative.

#### **Article 9. Transfer to Shares**

1. All shares may be transferred freely unless otherwise stipulated by this Charter and the Law. All share certificates listed or registered on the Stock Exchange



may be transferred in accordance with the regulations of the State Securities Commission and the Stock Exchange.

2. Shares that have not been fully paid shall not be transferred or entitled to related rights such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, the right to purchase newly offered shares, and other rights as prescribed by law.

#### **Article 10. Share Revocation**

1. In the event that a shareholder fails to fully and punctually pay the amount due for the subscribed shares, the Board of Directors shall notify and have the right to require such shareholder to pay the outstanding amount and remain liable, corresponding to the total par value of the subscribed shares, for any financial obligations incurred by the Company due to such non-payment..
2. The aforementioned payment notice must clearly specify a new payment deadline (which shall be no less than seven days from the date of the notice), the place of payment, and must state that in case of non-compliance, the unpaid shares will be subject to revocation.
3. The Board of Directors shall have the right to revoke any shares that have not been fully and timely paid for, in case the requirements specified in the notice are not fulfilled.
4. Revoked shares shall be deemed as authorized shares eligible for offering as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or by delegation sell, reallocate, or otherwise dispose of such shares to the former shareholder or other entities under terms and conditions deemed appropriate by the Board of Directors.
5. The shareholder whose shares have been revoked shall forfeit their shareholder status with respect to such shares, but shall remain liable, corresponding to the total par value of the subscribed shares, for the Company's financial obligations arising at the time of revocation as determined by the Board of Directors, from the date of revocation until the date of full payment. The Board of Directors shall have full authority to enforce payment of the entire share value at the time of revocation.
6. A notice of revocation shall be sent to the holder of the revoked shares prior to the revocation date. The revocation shall remain valid notwithstanding any error or negligence in the delivery of such notice.

### **V. ORGANIZATIONAL, MANAGERIAL AND SUPERVISORY STRUCTURE**

#### **Article 11. Organizational, Managerial and Supervisory Structure**

The organizational, managerial and supervisor structure of the Company comprises:



1. General Meeting of Shareholders;
2. Board of Directors and Audit Committee;
3. General Director

## **VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

### **Article 12. Rights of Shareholders**

1. Shareholders shall have the following rights:
  - a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly, through an authorized representative, or via other forms as provided by the Company's Charter and applicable laws. Each ordinary share carries one voting right;
  - b. To receive dividends at the rate decided by the General Meeting of Shareholders;;
  - c. To freely assign shares which have been paid for in full in accordance with this Charter and the applicable Law, except as provided in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant regulations;
  - d. To be given priority in subscribing for new shares offered for sale in proportion to the holding of ordinary shares; Được ưu tiên mua cổ phiếu mới chào bán tương ứng với tỷ lệ sở hữu cổ phần phổ thông mà họ sở hữu;
  - e. To access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves;
  - f. To access, examine, extract or copy the Company's Charter;;
  - g. If the Company is dissolved or goes bankrupt, to receive a part of the remaining assets in proportion to their holding of shares in the Company after the Company has paid out the debts and obligations and after shareholders holding preference shares in accordance with the law;
  - h. To request the Company to redeem shares in the cases stipulated in Article 132 of the Law on Enterprises;
  - i. Equal treatment: Each share of the same type bestows its holder equal rights, obligations and interests. If the Company has preference shares, rights and obligation associated with these preference shares must be approved by the General Meeting of Shareholders and fully informed to the Shareholders;
  - j. To access to periodic and extraordinary information disclosed by the Company as prescribed by Laws;
  - k. Have their lawful rights and interests protected; demand suspension, cancellation or resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;
  - l. Other rights stipulated in this Charter and by Law.
2. A Shareholder or a group of Shareholders holding more than five percent (5%) of the total ordinary shares shall have the following rights:



- a. To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3 Article 115 and Article 140 of the Law on Enterprises;
  - b. To examine, extract the minutes and decisions of the Board of Directors, biannual and annual statements, contracts and transactions subject to approval by the Board of Directors and other documents, except documents relating to the Company's trade secrets;
  - c. To request the Board of Directors to inspect each particular issue relating to the management of the Company's operation whenever necessary. The request must be made in writing and must contain the full name, mailing address, nationality, ID number of a Shareholder being an individual; or the name, enterprise/organizational ID number and head quarter of a Shareholder being an organization; number of shares and total number of shares of the group of Shareholders and their holdings; the issues to be inspected and purpose of the inspection.
  - d. To propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held, and the proposed matter to be included in the meeting agenda;
  - e. Other rights stipulated in this Charter and other provisions of the Law.
3. A shareholder or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Supervisory Board. The nomination of candidates to the Board of Directors and the Supervisory Board shall be carried out as follows:
- a. The Shareholder or a group of Shareholders that nominate candidates to the Board of Directors must inform the participating shareholders before the opening of the General Meeting of the Shareholders;
  - b. Depending on the quantity of members of the Board of Directors, the Shareholders or groups of Shareholders prescribed in this Clause may nominate one or some candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by such Shareholders or groups of Shareholders is smaller than the maximum permissible number of candidates specified in the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by Board of Directors, Supervisory Board and other shareholders.
4. The request for convening a General Meeting of Shareholders as specified in Clause 2 of this Article must be made in writing and shall include the following information: full name, contact address, nationality, and legal identification number for individual shareholders; name, enterprise code or legal document number, and head office address for institutional shareholders; number of shares and the time of share registration of each shareholder, total number of shares held by the shareholder group, and their ownership percentage in the total shares of the Company; the grounds and reasons for requesting the convening of the General Meeting of Shareholders. The request must be accompanied by supporting



documents and evidence of violations committed by the Board of Directors, the extent of such violations, or decisions made beyond their authority..

5. Other rights in accordance with the Law on Enterprises and the Company's Charter.

### **Article 13. Obligations of Shareholders**

A Shareholder shall have the following obligations:

1. To comply with this Charter and the Regulations on Corporate Governance; to observe resolutions of the General Meeting of Shareholders and decisions of the Board of Directors;
2. To fully pay for the subscribed shares in accordance with the regulations;
3. Not withdraw the capital that has been contributed in the form of ordinary shares in any shape or form, unless these shares are repurchased by the Company or other persons. Otherwise, the Shareholder and persons with related interests in the Company shall be jointly responsible for the debts and other liabilities of the Company within the value of withdrawn shares and the damage caused;
4. To protect the confidentiality of information provided by the Company in accordance with the Company's Charter and the Law; only use the provided information for exercising and protecting their lawful rights and interests; do not copy nor send the information provided by the Company to any other organizations and individuals;
5. To fulfill other obligations in accordance with the Law.
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
  - a. Attending and voting directly at the meeting;
  - b. Authorizing another person to attend and vote at the meeting;
  - c. Attending and voting via online platforms, electronic voting, or other electronic means;
  - d. Sending the voting ballot to the meeting via mail, fax, or email;
  - e. Sending the voting ballot through other means as provided in the Company's Charter.
7. To bear personal responsibility where he/she performs one of the following acts in any form in the name of the Company:
  - a. Breaching the Law;
  - b. Conducting business and other transactions for the personal benefit of himself/herself or other organizations or individuals;
  - c. Paying premature debts where the Company is likely to be in financial danger;
8. To fulfill other obligations in accordance with the Law.

### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be the highest competent authority of the Company and all Shareholders with voting rights. The annual General Meeting of Shareholders shall be organized once every year and must be held within four (04) months from the end of a fiscal year. The Board of Directors may



delay the date of conducting the annual General Meeting of Shareholders, but not exceeding six (06) months from the end of the fiscal year. The extraordinary General Meeting of Shareholders may be conducted in addition to the annual General Meeting of Shareholders. The location of the General Meeting of Shareholders is where the chairman participates in the meeting and must be within Vietnam's territory.

2. The annual meeting of the General Meeting of Shareholders shall be convened and organized by the Board of Directors at any place in Vietnam. The annual meeting of the General Meeting of Shareholders shall make decisions on issues stipulated by the Law and this Charter, especially the annual financial statements. In case the audit report of the annual financial statement contains qualified opinions, adverse opinions or disclaimers of opinions, the Company shall invite representatives of the accredited audit organization that audited the financial statements of the Company to attend the annual General Meeting of Shareholders and the invited representatives of the accredited audit organization shall attend the annual General Meeting of Shareholders.
3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:
  - a. The Board of Directors considers that it is necessary to do so in the interests of the Company;
  - b. When the number of members of the Board of Directors, independent members of the Board of Directors, or Supervisors falls below the statutory minimum or when the number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number specified in this Charter;
  - c. At the request of a shareholder or a group of shareholders as specified in Clause 2, Article 115 of the Law on Enterprises; the request for convening a General Meeting of Shareholders must be made in writing. The written request must clearly state the reason and purpose of the meeting and bear the signatures of the relevant shareholders, or be made in multiple copies, each bearing the signatures of the involved shareholders.;
  - d. At the request of the Supervisory Board;
  - e. Other cases as stipulated by the Law and this Charter.
4. An extraordinary meeting of the General Meeting of Shareholders:
  - a. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within thirty (30) days from the date on which the event stipulated in Clause 3(b) of this Article occurs or upon receipt of a request as specified at Points c and d, Clause 3 of this Article;
  - b. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed at Point b, Clause 4 of this Article, the Supervisory Board must, within the following thirty (30) days, convene the General Meeting of Shareholders in place of the Board of Directors in accordance with 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 at Point b, Clause 4 of this Article, the shareholder or group of shareholders specified at Point c, Clause 3 of this Article shall have the right to request the Company's legal representative to convene the General Meeting of Shareholders in accordance with the Law on Enterprises. In this case, such shareholder or group of shareholders may request the business registration authority to supervise the convening and organization of the meeting if deemed necessary. All expenses incurred in convening and holding the General Meeting of Shareholders shall be reimbursed by the Company. These expenses do not include costs incurred by shareholders for attending the meeting, including accommodation and travel expenses.
- d. The procedures for convening and holding the General Meeting of Shareholders shall comply with the provisions of Clause 5, Article 140 of the Law on Enterprises.

#### **Article 15. Rights and Duties of the General Meeting of Shareholders**

- 1. The General Meeting of Shareholders shall have the rights and duties to discuss and approve the following issues:
  - a. Development orientation of the Company;
  - b. To decide on the types of shares and the total number of shares of each type authorized for issuance; to decide the annual dividend rate for each type of shares;
  - c. Election, dismissal and removal of members of the Board of Directors, member of Supervisory Board;
  - d. Decision on investment in or sales of assets of the Company at the value of at least thirty five percent (35%) of total value of the assets of the Company as recorded in the most recent financial statements;
  - e. Decision on supplementation and amendment of the Company's Charter
  - f. Annual financial statements;
  - g. Redemption of ten percent (10%) or more of any one class of issued shares by the Company;
  - h. Inspection of and dealing with breaches by any member of the Board of Directors and Supervisory Board which cause loss and damage to the Company and Shareholders of the Company;
  - i. Re-organization and dissolution (liquidation) of the Company;
  - j. To decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Supervisory Board;
  - k. To approve the internal corporate governance regulations; the operating regulations of the Board of Directors and the Supervisory Board;
  - l. Approval for the list of accredited audit company; whether to allow accredited audit company to inspect the Company's operation when necessary, dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations in accordance with the provisions of law.
- 2. Đại hội đồng cổ đông thảo luận và thông qua các vấn đề sau:



- a. The annual business plan of the Company;
  - b. Annual financial statements;
  - c. The report of the Board of Directors on administration and performance of the Board of Directors and each of its members;
  - d. The report of the Supervisory Board on the Company's business performance, and 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 rate per share for each class of shares;
  - g. the number of the members of the Board of Directors, Supervisory Board;
  - h. Election, dismissal and removal of members of the Board of Directors, member of Supervisory Board;
  - i. Quyết định ngân sách hoặc tổng mức thù lao, thưởng và lợi ích khác đối với Hội đồng quản trị, Ban kiểm soát;
  - j. Approval for the list of accredited audit company; whether to allow accredited audit company to inspect the Company's operation when necessary;;
  - k. Supplement to and amendment of the Company Charter;
  - l. The class and quantity of newly issued shares for each class of shares, and the transfer of founding shareholders' shares within the first three years (03) from the date of establishment;
  - m. Division, separation, consolidation, merger or conversion of the Company;;
  - n. Re-organization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Decision on investment in or sales of assets of the Company at the value of at least thirty five percent (35%) of total value of the assets of the Company as recorded in the most recent financial statements.
  - p. Redemption of ten percent (10%) or more of any one class of issued shares by the Company;
  - q. The Company or any Subordinate Unit of the Company enters into a contract with a person stipulated in Clause 1 Article 167 of the Law on Enterprises with a value of thirty five percent (20%) or more of the total value of assets of the Company as record in the most recent financial statements;;
  - r. Approval of transactions as stipulated 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. Approval of the internal corporate governance regulations, the Board of Directors' operational regulations, and the Supervisory Board's operational regulations;
  - t. Other matters as prescribed by law and this Charter
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the General Meeting of Shareholders.



## **Article 16. Proxy**

1. Shareholders, having the rights to attend the General Meeting of Shareholders in accordance with the laws, may directly attend or authorize one or some other organizations and individuals to attend the General Meeting of Shareholders or attend the meeting through one of the methods stipulated in Clause 3, Article 144 of the Law on Enterprises.
2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as stipulated in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the scope and content of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the General Meeting of Shareholders must submit the power of attorney upon registration for the meeting. In the case of sub-authorization, the attendee must also present the original power of attorney issued by the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Votes casted by the Proxy within the scope of authorization shall be effective unless:
  - a. The authorizing person is dead, has his/her capacity for civil acts restricted or lost;
  - b. The authorizing person has cancelled the authorization;
  - c. The authorizing person has cancelled the authority of the authorized person.

This Clause does not apply in case the Company receives a notification of any of the aforementioned events at least (24) hours before the opening hour of the General Meeting of Shareholders or before the General Meeting of Shareholders is reconvened.

## **Article 17. Changes of rights**

1. The change or cancellation of special rights associated with a certain type of preference shares is effective when it is voted for by a number of Shareholders that represent at least 65% of the total number of voting ballots of all the Shareholders attending and participating in voting at the General Meeting of Shareholders. A resolution of the General Meeting of Shareholders on matters resulting in an adverse change to the rights and obligations of holders of preferred shares shall only be passed if it is approved by shareholders of the same class of preferred shares representing at least seventy-five percent (75%) of the total number of such preferred shares attending the meeting, or, in case of adoption by way of written consultation, by shareholders of the same class of preferred shares representing at least seventy-five percent (75%) of the total number of such preferred shares. .
2. A meeting of Shareholders holding a type of preference shares for approving the change of right as provide in Clause 1 above shall only be carried out when it is



participated in by at least two (02) Shareholders (or their Proxy) that hold at least one third (1/3) of the nominal value of these shares. If the number of participating Shareholders is not adequate, another meeting shall be carried out within thirty (30) days regardless of the number of participating Shareholders of that type of shares (or their Proxy) and the quantity of their shares. During the meeting, Shareholders of that type of shares may, directly or through their Proxy, request a ballot. Each share of that type has the same number of votes in such a meeting..

3. Procedures for carrying out such a meeting are similar to those specified in Articles 19, 20 and 21 of this Charter.
4. Unless otherwise prescribed by shares issuance clauses, special rights associated with preference shares regarding some or all issues relevant to distribution of profit or assets of the Company shall not be changed when the Company issues additional shares of the same type.

#### **Article 18. Convening, agenda and invitations to the General Meeting of Shareholders.**

1. The Board of Directors shall convene the Annual General Meeting of Shareholders and Extraordinary General Meetings. The Board of Directors shall convene an Extraordinary General Meeting of Shareholders in the cases specified in Clause 3, Article 14 of this Charter..
2. The person who convenes the General Meeting of Shareholders shall perform the following tasks:
  - a. . Compile the list of Shareholders eligible to participate in and vote at the General Meeting of Shareholders. Such list shall be prepared no earlier than ten (10) days prior to the date on which the notice of invitation to the General Meeting of Shareholders is sent. The Company shall publish information of the preparation of the list of Shareholders entitled to attend the General Meeting of Shareholders at least twenty (20) days before the book closing date;;
  - b. Prepare the meeting agenda and contents;
  - c. Prepare meeting documents;
  - d. Draft the resolution of the General Meeting of Shareholders according to the meeting contents;
  - e. Determine the meeting time and location;
  - f. Make an announcement and send invitations to all shareholders that are eligible to participate in the General Meeting of Shareholders;
  - g. Các công việc khác phục vụ đại hội.
3. The notice of invitation to the General Meeting of Shareholders shall be sent to all shareholders by a method that ensures delivery to the shareholders' contact addresses, and shall also be published on the Company's website, as well as on the websites of the State Securities Commission and the Stock Exchange where the Company's shares are listed or registered for trading. The person convening the



General Meeting of Shareholders must send the notice of invitation to all shareholders whose names appear on the list of shareholders entitled to attend the meeting no later than 21 days prior to the scheduled date of the meeting (calculated from the date on which the notice is duly sent or dispatched). The meeting agenda and documents related to the matters to be voted on at the meeting shall be sent to the shareholders and/or published on the Company's website. In the event that such documents are not enclosed with the meeting invitation, the notice must specify the web link to the full set of meeting materials for shareholders' access, including but not limited to:

- a. The meeting agenda and documents to be used during the meeting;
  - b. The list and detailed information of candidates in case of election of members of the Board of Directors or members of the Supervisory Board;
  - c. Voting ballots;
  - d. Draft resolutions for each matter on the meeting agenda.
4. The Shareholder or groups of Shareholders as prescribed in Clause 2, Article 12 of this Charter is entitled to propose inclusion of other issues to the agenda of the General Meeting of Shareholders. The proposal must be made in writing and sent to the Company at least three (03) working days before the opening date of the General Meeting of Shareholders. The proposal shall specify the shareholder's name, quantity of each type of shares being held by the shareholder and the proposed issues.
5. The person who convenes the General Meeting of Shareholders is entitled to reject the proposal mentioned in Clause 4 of this Article in any of the following cases::
- a. The proposal is sent against the regulations of Clause 4 of this Article;
  - b. At the time of making the proposal, the shareholder or group of shareholders does not hold at least 5% of the total ordinary shares as required under Clause 2, Article 12 of this Charter;
  - c. Other cases as prescribed by law and this Charter;
  - d. Các trường hợp khác theo quy định của pháp luật và Article lệ này.
6. The person convening the General Meeting of Shareholders must accept and include the proposals specified in Clause 4 of this Article into the draft agenda and contents of the meeting, except in the cases prescribed in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

#### **Article 19. Conditions for opening the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.



2. In the event that the first meeting fails to meet the conditions for convening as prescribed in Clause 1 of this Article, the notice of invitation for the second meeting shall be sent within [30 days] from the date originally scheduled for the first meeting. The second General Meeting of Shareholders shall be conducted when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares
3. In the event that the second meeting fails to meet the conditions for convening as prescribed in Clause 2 of this Article, the notice of invitation for the third meeting must be sent within 20 days from the date originally scheduled for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares represented by the shareholders attending the meeting..
4. At the proposal of the Chairman of the General Meeting of Shareholders, there is the right to amend the meeting agenda that has been sent along with the notice of invitation in accordance with Clause 3, Article 18 of this Charter.
1. Before the commencement of the meeting, the Company shall conduct the registration procedure for shareholders and shall continue the registration until all shareholders entitled to attend the meeting have registered in the following order::
  - a. Khi tiến hành đăng ký cổ đông, Công ty cấp cho từng cổ đông hoặc đại diện theo ủy quyền có quyền biểu quyết một thẻ biểu quyết, trên đó ghi số đăng ký, họ và tên của cổ đông, họ và tên đại diện theo ủy quyền và số phiếu biểu quyết của cổ đông đó. During the registration of shareholders, the Company shall issue to each shareholder or their authorized representative with voting rights a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares held by that shareholder. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by casting votes in favor, against, or abstentions. At the Meeting, voting cards approving the resolutions shall be collected first, followed by voting cards disapproving the resolutions, and finally, the total number of votes for and against shall be counted to decide the outcome. The vote counting results shall be announced by the Chairman immediately before the meeting is adjourned. The Meeting shall elect persons responsible for vote counting or supervising the vote counting as proposed by the Chairman. The number of members in the vote counting committee shall be decided by the General Meeting of Shareholders based on the Chairman's proposal;
  - b. Shareholders or authorized representatives of shareholders who arrive after the meeting has commenced shall have the right to register immediately and thereafter participate and vote in the meeting upon registration. The Chairman is not responsible for suspending the meeting to allow late-arriving shareholders to register, and the validity of the matters already voted on shall remain unchanged.
2. Election of the chairman, secretary and vote counting committee::



- a. The Chairman of the Board of Directors shall chair the General Meeting of Shareholders if it is convened by the Board of Directors. If the Chairman of the Board of Directors is absent or not able to work, other members of the Board of Directors shall elect one of them as the chair under the majority rule. In other cases, the person who signs the decision to convene the General Meeting of Shareholders shall control the General Meeting of Shareholders to elect the chairman of the meeting;
- b. Election of the chairman, secretary and vote counting committee: rừ trường hợp quy định tại điểm a khoản này, người ký tên triệu tập họp Đại hội đồng cổ đông Article hành để Đại hội đồng cổ đông bầu chủ tọa cuộc họp và người có số phiếu bầu cao nhất làm chủ tọa cuộc họp;
- c. The chairman shall appoint one (01) or some people as secretaries of the General Meeting of Shareholders;
- d. The General Meeting of Shareholders shall elect one or some persons to the vote counting committee at the request of the chairman
3. The meeting agenda and contents shall be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and precisely specify the time allocated for each item on the meeting agenda.
4. The Chairman of the General Meeting shall have the authority to take necessary and reasonable measures to conduct the meeting in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendeesBổ trí chỗ ngồi tại địa điểm họp Đại hội đồng cổ đông;
  - a. Ensure the safety of all individuals present at the meeting venue(s);
  - b. Facilitate the participation (or continued participation) of shareholders in the meeting. The person convening the General Meeting of Shareholders shall have full authority to modify the aforementioned measures and implement any necessary actions. Such measures may include the issuance of admission cards or the use of other appropriate methods.
5. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by casting votes in favor, against, or abstaining. The vote counting results shall be announced by the Chairman immediately before the closing of the meeting.
6. The Shareholders and Proxies, who arrive at the meeting after the opening time, may register their presence, participate and vote after registration; the effect of the decisions voted on before their presence shall remain unchanged.
7. The person who convenes the General Meeting of Shareholders or the chairman of the meeting has the rights to:
  - a. Request all participants to undergo inspection or other lawful and reasonable security measures;



- b. Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chairman's requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures..
- 8. The Chairman shall have the right to postpone a General Meeting of Shareholders, for which the required number of shareholders have registered to attend, for a maximum of three (03) working days from the scheduled opening date of the meeting. The meeting may only be postponed or the meeting venue changed under the following circumstances:;
  - a. The meeting venue does not have sufficient seating or facilities to conveniently accommodate all attendees.;
  - b. The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;
  - c. Any attendee disrupts the meeting or causes disorder, creating a risk that the meeting cannot proceed in a fair and lawful manner..
- 9. In case the Chairman postpones or suspends the General Meeting of Shareholders in contravention of the provisions set out in Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to act as Chairman and preside over the meeting until its conclusion; all resolutions passed at such meeting shall remain valid and enforceable.
- 10. In case the Company adopts modern technology to organize the General Meeting of Shareholders via online meeting, the Company shall be responsible for ensuring that shareholders are able to attend and vote through electronic voting or other electronic means in accordance with 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 certain provisions of the Law on Securities.

**Article 21. Conditions for ratification of resolution of the General Meeting of Shareholders**

- 1. A resolution on the following matters shall be passed if it is approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the meeting, except for the cases specified in Clauses 3, 4, and 6, Article 148 of the Law on Enterprises:
  - a. The types of shares and the total number of shares of each type;
  - b. Changes to the business lines, industries, or areas of operation;
  - c. Changes to the organizational structure of the Company's management;
  - d. Investment projects or the sale of assets valued at 35% or more of the total assets recorded in the Company's most recent financial statements, unless otherwise provided by the Company's Charter in terms of ratio or value; Tổ chức lại, giải thể Công ty;
- 2. Resolutions shall be passed if they are approved by shareholders representing more than [50%] of the total voting shares of all shareholders attending 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. Resolutions of the General Meeting of Shareholders that are unanimously approved by 100% of the total voting shares shall be deemed valid and effective, even if the procedures for convening the meeting and passing such resolutions are in violation of the provisions of the Law on Enterprises and the Company's Charter.

**Article 22. Authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders**

The authority and procedures for collection of written opinions in order to pass a resolution of the General Meeting of Shareholders on all matters subject to the authority of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders if it is considered necessary for the interests of the Company, including but not limited to the following cases: Amendments and supplements to the Company's Charter; Determination of the Company's development orientation; Election, dismissal, or removal of members of the Board of Directors and the Supervisory Board; Decision on investment in or sale of assets valued at 35% or more of the total assets recorded in the Company's most recent financial statements, unless otherwise provided by the Company's Charter in terms of ratio or value; Approval of the annual financial statements; Reorganization or dissolution of the Company.
2. The Board of Directors shall prepare the written opinion ballots, draft resolutions of the General Meeting of Shareholders, and explanatory documents related to the draft resolutions, and send them to all shareholders entitled to vote no later than 10 days before the deadline for returning the opinion ballots. The requirements and methods for sending the opinion ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 18 of this Charter..
3. The written opinion ballot must contain the following principal contents:
  - a. The name, registered office address, and business registration number of the Company;
  - b. The purpose of collecting opinions;
  - c. For individual shareholders: full name, contact address, nationality, and legal identification documents; for organizational shareholders: name, business registration number or legal identification documents, registered office address; and for the representative of an organizational shareholder: full name, contact address, nationality, and legal identification documents; the number of shares of each type and the number of voting rights of the shareholder;
  - d. The matters on which opinions are sought for approval;
  - e. Voting options including approval, disapproval, and no opinion on each matter for which opinions are sought;



- f. The deadline for submitting the completed written opinion ballots to the Company;
- g. Full name and signature of the Chairman of the Board of Directors.
- 4. Shareholders may submit completed written opinion ballots to the Company by mail, fax, or email under the following provisions:
  - a. In the case of submission by mail, the completed written opinion ballot must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the organizational shareholder. The ballot must be enclosed in a sealed envelope, which shall not be opened prior to the vote counting;
  - b. In the case of submission by fax or email, the completed written opinion ballot must be kept confidential until the time of vote counting;
  - c. Any ballots received by the Company after the deadline specified in the written opinion ballot or that have been opened in the case of mail submission, or disclosed in the case of fax or email submission, shall be considered invalid. Ballots not submitted shall be deemed as abstentions.
- 5. The Board of Directors shall conduct the vote-counting and shall prepare minutes of the vote-counting in the presence of the Supervisory Board or of Shareholder(s) not holding a managerial position in the Company. The vote counting minutes must contain the following principal contents:
  - a. Name, address of the head office, and business registration number;
  - b. Purpose and issues for which opinions were collected to approve the resolution;
  - c. Number of shareholders and total voting shares participating in the vote, specifying the number of valid votes and invalid votes, and the method of submitting voting ballots, accompanied by an annex listing shareholders who participated in the voting;
  - d. Total number of votes in favor, against, and abstentions for each issue;
  - e. Issues approved and the corresponding approval voting ratio;
  - f. Full names and signatures of the Chairman of the Board of Directors, vote counters, and vote supervisors.

Members of the Board of Directors, vote counters, and vote supervisors shall be jointly responsible for the truthfulness and accuracy of the vote counting minutes; they shall also be jointly liable for any damages arising from decisions passed due to dishonest or inaccurate vote counting.

- 6. The vote counting minutes and the resolution must be sent to the shareholders within 15 days from the date of completion of the vote counting. The delivery of the vote counting minutes and the resolution may be replaced by publishing on the website of the Company within twenty-four (24) hours from the time of completion of the vote counting.



7. Written opinion forms which were returned to the Company, the vote-counting record, the full text of the resolution which was passed and any related documents sent with all of the written opinion forms must be kept as archives at the head office of the Company.
8. A resolution which is passed by way of collecting written opinions of Shareholders must be approved by the Shareholders representing at least fifty percent (50%) of the total voting shares, or a higher ratio for issues stipulated in Clause 2 of Article 18 above, and shall have the same value as those ratified at the General Meeting of Shareholders.

#### **Article 23. Resolutions and Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may also be audio-recorded or saved in other electronic formats. The minutes must be prepared in Vietnamese and may additionally be prepared in a foreign language. The minutes must include the following key contents:
  - a. Name, address of the head office, and enterprise registration number;
  - b. Date and venue of the General Meeting of Shareholders;
  - c. Meeting agenda and contents;
  - d. Names of the chairman and the secretary;
  - e. Summary of the meeting proceedings and shareholders' comments on each agenda item;
  - f. Number of shareholders and the total voting shares represented at the meeting, including an appendix listing shareholders registered, their representatives attending, number of shares, and corresponding voting rights;
  - g. Total votes for each issue voted on, specifying voting methods, number of valid and invalid votes, votes in favor, against, and abstentions; corresponding percentages of total votes represented at the meeting;
  - h. Issues approved and their corresponding approval voting ratios;
  - i. Names and signatures of the chairman and secretary. If the chairman or secretary refuses to sign the minutes, the minutes remain valid if all other attending members of the Board of Directors sign it and it contains all the required content as prescribed. The minutes must clearly state the refusal to sign by the chairman or secretary.
2. The minutes must be completed and approved before the meeting ends. The chairman, secretary, or other signatories are jointly responsible for the accuracy and truthfulness of the minutes.
3. Minutes prepared in Vietnamese and in foreign languages have equal legal effect. In case of discrepancy between the Vietnamese and foreign language versions, the Vietnamese version prevails.



4. The resolutions, minutes of the General Meeting of Shareholders, appendix listing shareholders registered to attend with signatures, proxy authorization documents, all annexed documents (if any), and related materials attached to the meeting notice must be publicly disclosed according to the law on information disclosure in the securities market and must be kept at the Company's head office.

#### **Article 24. Demand for cancellation of resolutions of the General Meeting of Shareholders**

Within ninety (90) days from the date of receipt of the resolutions and the meeting minutes of the General Meeting of Shareholders or the vote counting record in case of collection of written opinion, the Shareholders or groups of Shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a court or an arbitration of Vietnam to consider and cancel the resolutions of the General Meeting of Shareholders in the following cases:

1. The formality and procedures for convening a meeting of the General Meeting of Shareholders seriously violated the Law on Enterprises and this Charter, except for the case stipulated in Clause 3 Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTOR HỘI ĐỒNG QUẢN TRỊ**

#### **Article 25. Nomination and Candidacy for 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 these candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website, so that shareholders can review the candidates before voting. Candidates for the Board of Directors must provide a written commitment confirming the accuracy and truthfulness of their disclosed personal information, and must also commit to performing their duties with integrity, diligence, and in the best interests of the Company if elected as members of the Board of Directors. The disclosed information related to candidates for the Board of Directors includes:
  - a. Full name, date of birth;
  - b. Professional qualifications;
  - c. Employment history;
  - d. Other managerial positions (including Board of Directors positions at other companies);
  - e. Interests related to the Company and its related parties;
  - f. Other information (if any) as required by the Company's Charter;
  - g. A public company is responsible for disclosing information regarding companies in which the candidate currently holds a position as a member of the Board of Directors, other managerial positions, and any interests related to the candidate's company (if any).



2. Cổ đông hoặc nhóm cổ đông nắm giữ từ 10% tổng số cổ phần phổ thông trở lên có quyền đề cử ứng cử viên Hội đồng quản trị theo quy định của Luật Doanh nghiệp và Article lệ Công ty. Các cổ đông nắm giữ cổ phần phổ thông có quyền gộp số quyền biểu quyết để đề cử các ứng cử viên Hội đồng quản trị. A Shareholder or a group of Shareholders holding from ten percent (10%) to less than twenty percent (20%) of the total ordinary shares of the Company is entitled to nominate one (01) candidate to be elected to the Board of Directors; from twenty percent (20%) to less than thirty percent (30%) of the total ordinary shares of the Company is entitled to nominate up to two (02) candidates; from thirty percent (30%) to less than fifty percent (50%) of the total ordinary shares of the Company is entitled to nominate up to three (03) candidates; from fifty percent (50%) to less than sixty-five percent (65%) of the total ordinary shares of the Company is entitled to nominate up to four (04) candidates; from 65% or more may nominate up to five (05) candidates.
3. In the event that the number of candidates for the Board of Directors, through nomination and self-nomination, is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination process in accordance with the Company's Charter, the internal corporate governance regulations, and the Board of Directors' operating regulations. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed prior to the General Meeting of Shareholders' vote on the election of Board members, in accordance with applicable laws..
4. Members of the Board of Directors must meet the standards and conditions stipulated in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Company's Charter.

#### **Article 26. Composition and Term of members of the Board of Directors**

1. The number of members of the Board of Directors shall range from 03 to 11.
2. The term of office of a member of the Board of Directors shall not exceed 5 years and such member 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 2 consecutive terms. In case all members of the Board of Directors finish their terms at the same time, they shall continue to act as members of the Board until new members are elected and assume their duties.
3. Composition of the Board of Directors is as follow:  
The Company must ensure that a minimum of one - third (1/3) of the members of the Board of Directors shall be non-executive members. "The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors..

The total number of independent members of the Board of Directors must comply with the following regulations:



- a. There must be at least 01 independent member if the company has 03 to 05 members on the Board of Directors;
- b. here must be at least 02 independent members if the company has 06 to 08 members on the Board of Directors;
- c. There must be at least 03 independent members if the company has 09 to 11 members on the Board of Directors
4. A member of the Board of Directors shall lose their status as a member if dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.
5. The appointment of members of the Board of Directors must be disclosed in accordance with the regulations on information disclosure in the securities market.
6. A member of the Board of Directors is not required to be a shareholder of the Company..

**Article 27. Powers and Duties of the Board of Directors.**

1. The Board of Directors shall be the body with full powers to exercise all rights and obligations on behalf of the Company, excluding except the authorities which belongs to the General Meeting of Shareholders.
2. The powers and duties of the Board of Directors shall be stipulated by the Law, this Charter, the Regulations on the Corporate Governance, and resolutions of the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations::
  - a. Decide on the Company's strategy, medium-term development plan, and annual business plan;
  - b. Propose the types of shares and the total number of shares authorized for offering for each type;
  - c. Decide on the sale of unsold shares within the authorized offering quantity for each type; decide on raising additional capital by other means;
  - d. Decide on the selling price of the Company's shares and bonds;
  - e. Decide on the repurchase of shares in accordance with Clause 1 and Clause 2 of Article 133 of the Law on Enterprises;
  - f. Decide on investment plans and projects within the authority and limits prescribed by law;
  - g. Decide on market development, marketing, and technology solutions;
  - h. Approve contracts for purchase, sale, loans, lending, and other 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 authority of the General Meeting of Shareholders as stipulated in point d, Clause 2 Article 138, and Clauses 1 and 3 Article 167 of the Law on Enterprises;



- i. Elect, dismiss, or remove the Chairman of the Board of Directors; appoint, dismiss, sign contracts, or terminate contracts with the General Director and other key managers as prescribed in the Company's Charter; decide on salaries, remunerations, bonuses, and other benefits for those managers; authorize representatives to participate in the Members' Council or General Meeting of Shareholders in other companies, and decide on their remuneration and other benefits;
  - j. Supervise and direct the General Director and other managers in the daily operation of the Company's business;
  - k. Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
  - l. Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting or collect opinions for passing resolutions by the General Meeting;
  - m. Submit the audited annual financial statements to the General Meeting of Shareholders;
  - n. Propose the dividend rate to be paid; decide on the time and procedure for paying dividends or handling losses incurred during business operations;
  - o. Propose the reorganization or dissolution of the Company; request the Company's bankruptcy;
  - p. Decide to issue the Board of Directors' Rules of Operation, the internal governance regulations after approval by the General Meeting of Shareholders; decide on the Rules of Operation of the Audit Committee under the Board of Directors and the Company's information disclosure regulations;;
  - q. Other rights and obligations as prescribed by the Law on Enterprises, the Securities Law, other legal regulations, and the Company's Charter.
3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board's activities in accordance with the provisions of Article 280 of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government detailing the implementation of certain articles of the Securities Law..

**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 effectiveness.
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 member's duties and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member by consensus. The total amount of remuneration and bonuses for the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.



3. The remuneration of each member of the Board of Directors is accounted as a business expense of the Company in accordance with corporate income tax regulations, presented as a separate item in the Company's annual financial report, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors who hold executive positions or serve on committees of the Board or perform tasks beyond the usual scope of a Board member may receive additional remuneration in the form of a lump sum, salary, commission, profit share, 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 reasonable travel, accommodation, and other expenses incurred in performing their responsibilities as Board members, including costs related to attending meetings of the General Meeting of Shareholders, the Board of Directors, or its committees.
6. Members of the Board of Directors may be insured by the Company for liability insurance upon approval of the General Meeting of Shareholders. This insurance excludes coverage for liabilities 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 by the Board of Directors from among its members.
2. The Chairman of the Board of Directors shall not act concurrently as the General Director of the Company.
3. The Chairman of the Board of Directors shall not act concurrently as the General Director of the Company.:
- a. To prepare working plans and programs of the Board of Directors;;
- b. To prepare or organize the preparation of the programs, agenda and documents for the meetings of the Board of Directors; to convene and chair the meetings of the Board of Directors;
- c. Organize the adoption of resolutions and decisions of the Board of Directors;
- d. Supervise the implementation of the Board of Directors' resolutions and decisions;
- e. Preside over the General Meeting of Shareholders;
- f. Other rights and obligations as prescribed by the Law on Enterprises.
4. In the event that the Chairperson of the Board of Directors resigns or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or removal.
5. In case the Chairman of the Board of Directors is not present or is not able to perform his duties, he/she shall authorize another member in writing to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the Company's Charter. In case no one is authorized or the Chairman of the Board of



Directors is dead, missing, held in police custody, imprisoned, detained in a mandatory rehabilitation center or correctional institution, has fled the residence, has his/her capacity for civil acts restricted or lost, has difficulties controlling his/her behaviors, is prohibited by the Court from holding certain positions or doing certain works, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors under the majority rule until a new decision is issued by the Board of Directors.

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

1. Chairman of the Board of Directors is elected during the first meeting of the Board of Directors and within seven (07) working days after the same Board of Directors is elected. Such meeting shall be convened by the member who received the most votes. If two or more members obtain the same highest number of votes, such members shall elect a person amongst them to convene the meeting by a majority vote, one among them to convene the meeting of the Board of Directors..
2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings as necessary.
3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors in the following case:
  - 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 five (05) Executive Directors;
  - c. At the request of at least two (02) members of the Board of Directors;
4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, matters to be discussed, and decisions within the authority of the Board of Directors.
5. Meetings of the Board of Directors stipulated in Clause 3 of this Article must be conducted within seven (07) working days after the request for the meeting is made. If the Chairman of the Board of Directors does not accept to convene a meeting as requested, then the Chairman must be liable for any damage caused to the Company; the person making the request as referred to in Clause 3 of this Article may himself or herself convene a meeting of the Board of Directors.
6. The Chairperson of the Board of Directors or the person convening the meeting must send a meeting invitation no later than 03 working days prior to the meeting date. The invitation must clearly specify the time and venue of the meeting, the agenda, and the matters to be discussed and decided upon. The meeting invitation must be accompanied by the documents to be used at the meeting and the voting ballot of the Board member.

The meeting invitation may be sent via written letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter, ensuring it reaches the registered contact address of each member of the Board of Directors.



7. The Chairperson of the Board of Directors or the person convening the meeting must also send the invitation and attached documents to the members of the Supervisory Board in the same manner as to the members of the Board of Directors..

Members of the Supervisory Board have the right to attend meetings of the Board of Directors and to participate in discussions, but they are not entitled to vote..

8. The first meeting of the Board of Directors can only be progressed when at least three-quarters (3/4) of the members of the Board of Directors attend the meeting. In a case of an insufficient quorum, the meeting must be re-convened within seven (07) days from the proposed date of the first meeting. The re-convened meeting shall be conducted if more than half (1/2) of the number of attending members of the Board of Directors.
9. Members of the Board of Directors are considered to attend and vote at the meeting when:
  - a. Participate and vote directly at the meeting;;
  - b. Authorize another person to attend the meeting and vote on their behalf in accordance with Clause 11 of this Article;
  - c. Participate and vote at online meeting; cast electronic votes or in other electronic forms;;
  - d. Send votes by post, fax, or email;
  - e. Submit the voting ballot via other means [as stipulated in the Company's Charter].
10. In the case of submitting a voting ballot to the meeting by mail, the ballot must be enclosed in a sealed envelope and delivered to the Chairperson of the Board of Directors no later than 1 hour before the opening of the meeting. The ballot may only be opened in the presence of all participants at the meeting.
11. Members must attend all meetings of the Board of Directors. A member may authorize another person to attend and vote on their behalf if the majority of the Board members approve such authorization.
12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of attending members. In the event of a tie vote, the final decision shall rest with the side supported by the Chairperson of the Board of Directors.

#### **Article 31. Subcommittees of the Board of Directors**

1. The Board of Directors may establish subcommittees responsible for areas such as development policy, human resources, remuneration, internal audit, and risk management. The number of members in each subcommittee shall be decided by the Board of Directors and must include at least 03 members, comprising both Board members and external members. Independent/non-executive members of the Board of Directors should constitute the majority of each subcommittee, and one of these members shall be appointed as the Chair of the subcommittee by the Board of Directors. The operation of each subcommittee must comply with the regulations set



by the Board of Directors. A resolution of a subcommittee shall only be valid if it is approved by a majority of its attending members at the meeting..

2. The implementation of decisions made by the Board of Directors or its subcommittees must be in accordance with applicable laws, the Company's Charter, and the internal corporate governance regulations.

#### **Article 32. Corporate Secretary**

1. The Company's Board of Directors must appoint at least one person in charge of corporate governance to support the corporate governance activities of the enterprise. This person may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises..
2. The person in charge of corporate governance must not concurrently work for the approved auditing firm currently auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and duties:
  - a. Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;;
  - b. Prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;;
  - c. Provide advice on meeting procedures;
  - d. Attend meetings;;
  - e. Advise on the procedures for drafting resolutions of the Board of Directors in compliance with the law;
  - f. Provide financial information, copies of the minutes of the Board of Directors meetings, and other relevant 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. Serve as the primary contact point with interested parties;
  - i. Maintain confidentiality of information in accordance with legal regulations and the Company's Charter;
  - j. Perform other rights and obligations as prescribed by law and the Company's Charter.

### **VIII. THE GENERAL DIRECTOR AND OTHER EXECUTIVES**

#### **Article 33. Organizational Structure**

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and subject to the supervision and direction of



the Board of Directors in the Company's daily business operations. The Company shall have a Chief Executive Officer (CEO), Deputy CEOs, Chief Accountant, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of these positions must be approved by resolutions or decisions of the Board of Directors.

#### **Article 34. Company Executives**

1. Company executives include the Chief Executive Officer, Deputy CEOs, Chief Accountant, and other executives as prescribed in the Company's Charter.
2. Based on the proposal of the Chief Executive Officer and with the approval of the Board of Directors, the Company may recruit other executives in a number and with qualifications appropriate to the Company's structure and management regulations as stipulated by the Board of Directors. Executives are responsible for supporting the Company in achieving its operational and organizational objectives
3. The Chief Executive Officer shall receive salary and bonuses. The salary and bonuses of the Chief Executive Officer are determined by the Board of Directors.
4. The salaries of executives shall be accounted for as operating expenses of the Company according to corporate income tax laws, presented as a separate item in the Company's annual financial statements, and reported to the General Meeting of Shareholders at the annual meeting.

#### **Article 35. Appointment, Dismissal, Duties, and Powers of the Chief Executive Officer**

1. The Board of Directors shall appoint one Board member or hire another person to serve as the Chief Executive Officer.
2. The Chief Executive Officer (CEO) is responsible for managing the Company's daily business operations; is supervised by the Board of Directors; and is accountable to the Board of Directors and the law for exercising the rights and fulfilling the obligations assigned.
3. The term of office of the CEO shall not exceed five (05) years and may be reappointed for an unlimited number of terms. The CEO must meet the standards and conditions prescribed by law and the Company's Charter..
4. The CEO shall have the following rights and obligations:
  - a. Decide on matters related to the daily business activities of the Company that are not within the authority of the Board of Directors;
  - b. Organize the implementation of resolutions and decisions of the Board of Directors;
  - c. Organize the execution of the Company's business plan and investment projects;
  - d. Propose organizational restructuring plans and internal management regulations of the Company;
  - e. Appoint, dismiss, and remove managerial positions within the Company, except for positions under the authority of the Board of Directors;



- f. Decide on salaries and other benefits for employees of the Company, including managers appointed by the CEO;
  - g. Recruit employees;
  - h. Propose dividend payment plans or handle business losses;
  - i. Exercise other rights and obligations as prescribed by law, the Company's Charter, and resolutions and decisions of the Board of Directors.
5. The Board of Directors may dismiss the CEO if a majority of the voting members attending the meeting agree and appoint a new CEO to replace the outgoing one.

## **IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy of Supervisory Board Members (Supervisors)**

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with the provisions similar to Clause 1, Article 25 of this Charter.
2. Shareholders or groups of shareholders holding at least 10% of the voting shares continuously for at least six months have the right to nominate or propose candidates for the Company's Supervisory Board. Shareholders may pool their votes together to nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to 35% of voting shares continuously for at least six months may nominate one candidate; from over 35% to 65% may nominate two candidates; and over 65% may nominate three candidates.
3. In the event that the number of candidates nominated and proposed for the Supervisory Board is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations according to the provisions of the Company's Charter, the internal corporate governance regulations, and the Operational Regulations of the Supervisory Board. The introduction of additional candidates by the incumbent Supervisory Board must be publicly announced prior to the General Meeting of Shareholders' voting to elect members of the Supervisory Board as required by law.

### **Article 37. Composition of the Supervisory Board**

1. The number of members of the Company's Supervisory Board is [03 persons]. The term of office of each Supervisory Board member shall not exceed five (05) years and may be re-elected for an unlimited number of terms.
2. Supervisory Board members must meet the standards and conditions prescribed in Article 169 of the Enterprise Law and must not fall under the following cases:
  - a. Working in the Company's accounting or finance department;
  - b. Being a member or employee of the independent audit firm that has audited the Company's financial statements for the preceding three (03) consecutive years.
3. Supervisory Board members shall be dismissed in the following cases:



- a. No longer meeting the standards and conditions to serve as a Supervisory Board member as stipulated in Clause 2 of this Article;
- b. Having submitted a resignation letter that has been approved;
- 4. Supervisory Board members shall be removed from office in the following cases:
  - a. Failing to complete assigned duties and tasks;
  - b. Failing to exercise their rights and obligations continuously for six (06) months, except in cases of force majeure;
  - c. Repeatedly or seriously violating the obligations of Supervisory Board members as stipulated by the Enterprise Law and the Company's Charter;
  - d. Other cases as decided by the resolution of the General Meeting of Shareholders..

#### **Article 38. Chief of the Supervisory Board**

- 1. The Chief of the Supervisory Board shall be elected by the Supervisory Board members from among themselves; the election, dismissal, and removal are based on the majority principle. The Supervisory Board must have more than half of its members permanently residing in Vietnam. The Chief of the Supervisory Board must hold at least a university degree in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a field related to the Company's business activities.
- 2. Rights and obligations of the Chief of the Supervisory Board:
  - a. Convene meetings of the Supervisory Board;;
  - b. Request the Board of Directors, General Director, and other executives to provide relevant information for the Supervisory Board's reports;;
  - c. Prepare and sign the Supervisory Board's report after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

#### **Article 39. Rights and Obligations of the Supervisory Board**

The Supervisory Board has rights and obligations as stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing organizations to conduct the audit of the Company's Financial Statements; decide on approved auditing organizations to inspect the Company's operations; dismiss approved auditors when deemed necessary.
- 2. Be responsible to the shareholders for its supervisory activities.
- 3. Monitor the Company's financial situation and ensure compliance with the law in the activities of the Board of Directors members, the General Director, and other managers.
- 4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.



5. In case of detecting any violations of the law or the Company's Charter by members of the Board of Directors, the General Director, or other executives, the Supervisory Board must notify the Board of Directors in writing within 48 hours, request the violator to cease the violation, and propose remedial actions.
6. Develop the Operating Regulations of the Supervisory Board and submit them for approval at the General Meeting of Shareholders.
7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Securities Law.
8. Have the right to access the Company's records and documents stored at the head office, branches, and other locations; have the right to visit the workplaces of managers and employees during working hours..
9. Have the right to request the Board of Directors, Board members, General Director, and other managers to provide complete, accurate, and timely information and documents concerning the management, administration, and business operations of the Company.
10. Other rights and obligations as prescribed by law..

#### **Article 40. Cuộc họp của Ban kiểm soát**

1. The Supervisory Board must hold at least two meetings per year, with at least two-thirds of its members attending each meeting. Detailed and clear minutes of the Supervisory Board meetings must be prepared. The minute taker and the Supervisory Board members attending the meeting must sign the minutes. The minutes of the Supervisory Board meetings must be kept to clarify the responsibilities of each member.
2. The Supervisory Board has the right to request members of the Board of Directors, the General Director, and representatives of approved auditing organizations to attend and respond to issues requiring clarification.

#### **Article 41. Salary, remuneration, bonuses, and other benefits of Supervisory Board members**

The salary, remuneration, bonuses, and other benefits of the members of the Supervisory Board shall be implemented according to the following provisions:

1. Members of the Supervisory Board shall receive salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board.
2. Members of the Supervisory Board shall be reimbursed for reasonable expenses for meals, accommodation, travel, and independent consulting services. The total remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, except in cases where the General Meeting of Shareholders decides otherwise.



3. The salary and operating expenses of the Supervisory Board shall be included in the Company's business expenses in accordance with corporate income tax laws, other relevant legal provisions, and must be presented as a separate item in the Company's annual financial statements..

#### **X. DUTIES OF MEMBERS OF THE BOARD OF DIRECTORS, THE GENERAL DIRECTOR AND THE EXECUTIVE DIRECTORS**

Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives are responsible for performing their duties, including those as members of the Board of Directors' committees, honestly and diligently for the benefit of the Company.

##### **Article 42. Duty of honesty and avoidance of conflicts of interest**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers must publicly disclose related interests in accordance with the provisions of the Enterprise Law and relevant legal documents..
2. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and related persons of these members are only permitted to 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 have the obligation to notify in writing the Board of Directors and the Supervisory Board about transactions between the Company, subsidiaries, other companies controlled by the Company with over 50% ownership, and the individuals involved or related parties in accordance with the law. For such transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions according to the securities law on information disclosure..
4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or related persons of those members in accordance with the Enterprise Law.
5. Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and their related persons must not use or disclose internal information to others for the purpose of conducting related transactions..
6. Transactions between the Company and one or more members of the Board of Directors, members of the Supervisory Board, the General Director, other executives, and individuals or organizations related to these persons shall not be considered invalid in the following cases:
  - a. For transactions with a value less than 35% of the total asset value recorded in the most recent financial statements, the key terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been reported



to the Board of Directors and approved by a majority of votes from members of the Board of Directors who do not have related interests;

- b. For transactions with a value at 35% or more, or where the transaction results in the total accumulated value of related transactions within 12 months from the date of the first transaction reaching or exceeding 35% of the total asset value recorded in the most recent financial statements, the key contents of the transaction, along with the relationships and interests of the members of the Board of Directors, the Supervisory Board, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through votes by shareholders without related interests.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers who breach their duties of honesty and diligence or fail to fulfill their responsibilities shall be liable for any damages caused by their violations.
2. The Company shall indemnify individuals who are, were, or may become involved in complaints, lawsuits, or prosecutions (including civil and administrative cases, excluding cases initiated by the Company) if such individuals are or were members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, employees, or authorized representatives of the Company, who acted or are acting on behalf of the Company, in good faith, with diligence, in the interest of the Company, in compliance with the law, and without any evidence of a breach of their duties.
3. Indemnifiable expenses include judgment costs, fines, and actual expenses incurred (including legal fees) in resolving such matters within the limits permitted by law. The Company may purchase insurance for these individuals to protect against the above-mentioned indemnity obligations..

### **XI. RIGHT TO INVESTIGATE BOOKS AND RECORDS OF THE COMPANY**

#### **Article 44. Right to investigate books and records**

1. The Shareholder have the rights to access the Company's documents and records. To be specific:
  - a. The Shareholders are entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the Company's Charter, meeting minutes and resolutions of the General Meeting of Shareholders.;
  - b. A shareholder or group of shareholders holding 5% or more of the total ordinary shares shall have the right to review, inspect, and extract the minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions subject to the approval of the Board of Directors, and other documents, except those involving trade secrets or business secrets of the Company.



2. In case a representative authorized by a shareholder or group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders they represent, or a notarized copy of such power of attorney.
3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other executives shall have the right to inspect the register of shareholders, shareholder lists, books, and other records of the Company for purposes relevant to their positions, provided that such information must be kept confidential.
4. The Company must retain the Charter and any amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings 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 its head office or another location, provided that shareholders and the business registration authority are notified of the storage location.
5. The Company's Charter must be published on the Company's website..

## **XII. EMPLOYEES AND THE TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The General Director shall prepare plans for the Board of Directors to approve matters relating to the recruitment and dismissal of employees, salaries, social insurance, welfare, rewards, and disciplinary actions concerning employees and executives of the Company.
2. The General Director shall prepare plans for the Board of Directors to approve matters relating to the Company's relationship with trade union organizations in accordance with best management practices, applicable standards and conventions, the provisions of this Charter, the Company's internal regulations, and prevailing laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit distribution**

1. The General Meeting of Shareholders shall decide the rate of dividends to be paid and the method of annual dividend payment from the Company's retained profits.
2. The Company shall not pay interest on dividend payments or on payments relating to any class of shares.
3. The Board of Directors may request the General Meeting of Shareholders to approve payment of all or part of dividends by shares, and the Board of Directors shall be the body implementing such decision..
4. Where any dividend payment or other payments relating to one class of shares shall be made in cash, the Company must make such payment in Vietnamese dong. The



payment may be made directly or via banks based on the bank details provided by the Shareholders. If the Company makes a bank transfer based on the exact banking detail provided by a Shareholder but such Shareholder cannot receive money, the Company shall not be liable for amount which it has transferred to the Shareholder entitled to such amount. The payment of dividends for shares listed or registered for trading on the Stock Exchange may be carried out through securities companies 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 pass a resolution or decision to determine a specific date for finalizing the list of shareholders. Based on that date, individuals registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other relevant documents.
6. Other matters related to profit distribution shall be carried out in accordance with the provisions of law.



#### **XIV. BANK ACCOUNTS, RESERVE FUND, FISCAL YEAR AND ACCOUNTING SYSTEM**

##### **Article 47: Bank accounts**

1. The Company will open bank account(s) at one or more Vietnamese banks or at the branches of the foreign banks permitted to operate in Vietnam.
2. Subject to the prior approval from the competent authority, the Company may open a bank account in a foreign country in accordance with the Laws, if necessary.
3. The Company will make all payments and accounting transactions via its Vietnamese dong accounts or foreign currency accounts at the bank where the Company opened such accounts.

##### **Article 48. Fiscal year**

The Company's fiscal year shall begin from the first day of January each year and shall end on the 31st day of December of the same year.

##### **Article 49: Accounting system**

1. The Company shall apply the enterprise accounting regime or a specific accounting regime issued or approved by a competent authority.
2. The Company shall prepare accounting books in Vietnamese. The Company will keep the accounting records in accordance with the form of business operations in which the Company shall be engaged. These records must be accurate, updated, systematic and sufficient to prove and explain the transactions of the Company.
3. The Company shall use the Vietnamese dong (VND) as its accounting currency. In cases where the Company primarily conducts economic transactions in a foreign currency, it may select that foreign currency as its accounting currency, shall take responsibility for such selection in accordance with the law, and must notify the relevant tax authority accordingly.



## **XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE RESPONSIBILITIES.**

### **Article 50. Annual, semi-annual, quarterly financial statements**

1. The Company must prepare annual financial statements, which are required to be audited in accordance with legal regulations. The Company shall disclose the audited annual financial statements in compliance with laws on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements must include all reports, appendices, and explanatory notes as prescribed by the enterprise accounting regulations. The annual financial statements must truthfully and objectively reflect the Company's operational status.
3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with legal regulations on information disclosure in the securities market and submit them to the competent state authorities.

### **Article 51. Annual reports**

The Company must prepare and disclose the Annual Report in accordance with the laws on securities and the securities market.

## **XVI. AUDIT**

### **Article 52. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these units to conduct the audit of the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements..
3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend the shareholders' general meeting and has the right to receive notices and other information related to the shareholders' meeting, as well as the right to speak at the meeting on matters related to the audit of the Company's financial statements..

## **XVII. ENTERPRISE SEAL**

### **Article 53. Enterprise Seal**

1. The seal includes a physical seal made at an authorized seal engraving facility or an electronic signature seal in accordance with the law on electronic transactions.
2. The Board of Directors decides the type, quantity, form, and content of the seal for the Company, its branches, and representative offices (if any).



3. the Board of Directors and the General Director use and manage the seal in accordance with current legal regulations

## **XVIII. COMPANY DISSOLUTION**

### **Article 54. Company Dissolution**

1. The Company may be dissolved in the following cases:
2. The expiration of the operating term as stated in the Company's Charter without a decision to extend;
3. Pursuant to a resolution or decision of the General Meeting of Shareholder;
4. Revocation of the Enterprise Registration Certificate, except in cases otherwise prescribed by the Tax Administration Law;
5. Other cases as prescribed by law..
6. the early dissolution of the Company (including the extended term) is decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) according to regulation.

### **Article 55. Extension of Operation**

1. The Board of Directors shall convene the General Meeting of Shareholders at least 7 months before the expiration of the operating term so that shareholders can vote on the proposal for extension by the Board of Directors..
2. The operating term is extended when shareholders representing at least 65% of the total voting shares of all shareholders attending the General Meeting approve it.

### **Article 56. Liquidation**

1. At least six (06) months before the expiry of the Operation Term or after a decision to dissolve the Company, the Board of Directors must establish a Liquidation Committee consisting of three (03) members. Two (02) of these members shall be appointed by the General Meeting of Shareholders and one (01) shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall formulate its own operational regulations. The members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses relating to liquidation shall be paid by the Company in priority to the Company's other debts.
2. The liquidation committee is responsible for reporting to the Business Registration Authority the date of its establishment and the date it begins operations. From that point onward, the liquidation committee shall act on behalf of the Company in all matters related to the liquidation before the Court and administrative authorities.
3. Proceeds from the liquidation shall be disbursed in the following order::
  - a. Expenses of liquidation;



- b. Salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
- c. Taxes;
- d. Other debts of the Company;
- e. After all the debts from (a) to (e) above have been paid, the balance shall be distributed to Shareholders. Payment of the preferential shares shall be given priority (if any)..

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 57. Internal Dispute Resolution**

- 1. In the event of disputes or complaints arising related to the Company's operations, or the rights and obligations of shareholders as stipulated in the Enterprise Law, the Company's Charter, other relevant laws, or agreements between:
  - a. Shareholders and the Company;
  - b. Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other executives; e involved parties shall attempt to resolve the dispute through negotiation and mediation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman shall preside over the dispute resolution and require each party to present relevant information regarding the dispute within 30 working days from the date the dispute arises. In the case of disputes involving the Board of Directors or the Chairman of the Board, any party may request the General Meeting of Shareholders to appoint an independent expert as a mediator for the dispute resolution process.
- 2. If no mediation agreement is reached within 6 weeks from the start of the mediation process, or if the decision of the mediator is not accepted by the parties, any party may submit the dispute to arbitration or court.
- 3. Each party shall bear their own costs related to negotiation and mediation procedures. Payment of court fees shall be made in accordance with the court's judgment.

## **XX. CHARTER SUPPLEMENT AND AMENDMENT**

### **Article 58. Supplement and Amendment of the Charter**

- 1. Amendments and supplements to this Charter must be reviewed and decided by the General Meeting of Shareholders.
- 2. In cases where laws related to the Company's operations are not addressed in this Charter, or when new legal provisions differ from the terms in this Charter, such legal provisions shall apply to govern the Company's operations.

## **XXI. EFFECTIVE DAY**

### **Article 59. Effective day**

- 1. This Charter consists of 21 chapters and 59 articles and was authorized by the General Meeting of Shareholders of Vietourist Holdings Joint Stock Company to



be promulgated by the Board of Directors on March 20, 2025, according to the Resolution No. 02/2024/NQ-ĐHĐCĐ-VTD dated April 6, 2024. This Charter takes effect from March 20, 2025..

2. This Charter is made into 10 copies, all of which have equal validity and must be kept at the Company's head office.
3. This Charter is the sole and official document of the Company..
4. Copies or extracts of the Company's Charter are valid only if signed by the Chairman of the Board of Directors or by at least half of the total members of the Board of Directors.

**ON BEHALF OF THE BOARD OF DIRECTORS**



## **PROPOSAL**

**Re: through transactions with insiders and related parties**

- *Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *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;*
- *Based on the Charter on Organization and Operation of Vietourist Holdings Joint Stock Company;*

The Company's Board of Directors respectfully submits to the General Meeting of Shareholders for approval the contracts and transactions between Vietourist Holdings Joint Stock Company and insiders and related parties, as detailed below:

1. Approval of contracts and transactions between Vietourist Holdings Joint Stock Company and related parties of members of the Company's Board of Directors and Supervisory Board, as follows:

- Approval of contracts and transactions between Vietourist Holdings Joint Stock Company (VTD) and related parties of members of the Company's Board of Directors and Supervisory Board, according to the following list:

<b>Related Party</b>	<b>Relationship with Related Party</b>	<b>Transaction Details</b>
Vietourist Travel Joint Stock Company	Associate company	Transactions involving the provision of tour services, loan arrangements, etc.
Vietrip Transport Company Limited	Subsidiary company	Transactions involving transportation vehicle rental, lending and borrowing of funds, etc.

- Contract/Transaction value: According to the actual business situation.





- Draft contract: As per the attached document.
  - Duration: 12 months from the date the resolution of the General Meeting of Shareholders is approved.
2. To grant/authorize the Chairman of the Board of Directors – the Legal Representative of the Company – to decide on the content and value of the contract; to negotiate, sign the contract, and perform all related tasks concerning the contract and transactions approved by the Board of Directors, ensuring compliance with the provisions of the law, the Company’s Charter, and the highest interests of the Company.

Recipients:

- As above;
- BOD; SB; BoGD;
- Archive: Administration.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN



Tran Van Tuan



Draft

## SOCIALIST REPUBLIC OF VIETNAM

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### TOURISM SERVICE CONTRACT

No.: .....-2025HDDL

- Pursuant to the Civil Code No. 91/2015/QH13 dated November 24, 2015;
- Pursuant to the Tourism Law No. 09/2017/QH14 dated June 19, 2017;
- Based on the capabilities and needs of both parties.

Today, on the .... day of ...., 20..., the parties include:

#### **PARTY A: VIETOURIST HOLDINGS JOINT STOCK COMPANY**

Address: 386/71C Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City

Phone: 028.62616365

Tax Code: 0311273634

International Travel License: 79-1482/2022/TCDL-GP LHQT

Representative: NGUYEN DUONG TRUNG HIEU

Position: General Director

#### **PARTY B: VIETOURIST TRAVEL JOINT STOCK COMPANY**

Address: 386/71C Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City

Phone: .....

Tax Code: 0316063542

Representative: .....

Position: .....

After mutual agreement, the two parties enter into this contract with the following terms:

### DEFINITION OF TERMS

- **Tour:** The service provided by Party A to Party B, including itinerary, transportation, accommodation, tour guide, meals, and sightseeing points.
- **Visa:** Entry permit issued by authorities allowing Vietnamese to enter a foreign country or foreigners to enter Vietnam. Visa fees include service charges, application fees, and related expenses.
- **Twin or Triple:** Twin – a room with 2 beds for 2 people; Triple – a room for 3 people (3 small beds or 1 large + 1 small bed).
- **USD:** U.S. Dollar – converted to VND at the current market exchange rate.
- **Euro:** Currency of the EU – converted to VND at the current market exchange rate.

### ARTICLE 1: SCOPE OF SERVICES

Party A agrees to organize the following travel program for Party B:

**Program:** PHU QUOC 3D2N

**Duration:** 3 Days 2 Nights



**Departure Date:** ..... | **Return Date:** .....

**Number of Guests:** .....

No.	Full Name	Date of Birth	Gender	ID Number
1	Nguyen Van A			
2	Nguyen Van B			

## ARTICLE 2: CONTRACT VALUE

No.	Description	Quantity	Unit Price	Total Price
1	Tour for Adults	5	.....	.....
2	Airfare (4 pax)	1	.....	.....

**Total Contract Value:** ..... VND

**In words:** .....

### TOUR PRICE INCLUDES:

- New air-conditioned vehicles for airport transfers and sightseeing
- Accommodation: 2 nights in Phu Quoc (2 persons/room; odd guests: triple room or single supplement)
- 2-star to 5-star hotel/resort options as specified
- Meals: 2 breakfasts + 3 main meals (150,000 VND/meal) + 1 lunch on boat
- Modern fishing boat with snorkeling gear
- Professional Vietnamese-speaking tour guide
- Sightseeing tickets according to the itinerary
- Dock fees, bottled water, cold towels (1 per session)
- Domestic travel insurance

### TOUR PRICE EXCLUDES:

- Round-trip airfare SGN-PQC
- Tickets to VinWonders, Safari, museums, shows, boat ride in Grand World
- Freshwater bathing, hammocks at Bai Sao Beach
- Personal expenses (phone, minibar, laundry, drinks, etc.)
- Costs due to flight cancellations/delays
- VAT
- Foreign guest surcharge: 300,000 VND/person

### CANCELLATION POLICY:

- Cancel after booking: 50% tour price + airfare
- Cancel 9–15 days before departure: 70% tour price + airfare
- Cancel 1–5 days before departure: 100% tour price + airfare
- During holidays/Tet: no refund, cancellation, or change allowed

## NOTES:

- Itinerary may change due to circumstances but all planned sites will be covered.
- If minimum participants (<10) are not met, Vietourist may reschedule or refund full deposit.
- Times are estimates and may slightly differ. Guide will update guests during the tour.

## ARTICLE 3: PAYMENT TERMS

**Method:** Cash or bank transfer

- **Military Bank (MB Bank) – Saigon Branch**  
Account: 1601100633008  
Name: Vietourist Holdings JSC
- **Vietnam Maritime Bank (MSB)**  
Account: 04101010029370  
Name: Vietourist Holdings JSC

### **Payment Schedule:**

- **1st Installment:** Upon contract signing, Party B pays 30,150,000 VND
- **2nd Installment:** 0 VND (Upon visa issuance or 7 working days before departure)

*Refunds will be made using the same payment method. Any third-party refunds require written authorization.*

## ARTICLE 4: RIGHTS & OBLIGATIONS OF PARTY A

### **Rights:**

- Adjust tour/services with prior notice for safety or mutual benefit
- Request full and timely payment
- Deny service if Party B fails to meet requirements
- Not liable for denied entry/exit, baggage loss by carriers, or Party B's personal issues
- Not liable for delays or actions taken by Party B outside contract scope

### **Obligations:**

- Provide all contracted services and tour information
- Assign staff for coordination and service monitoring
- Provide travel insurance unless the traveler has independent coverage
- Assist with insurance claims for covered incidents
- Handle food poisoning cases with valid receipts

## ARTICLE 5: RIGHTS & OBLIGATIONS OF PARTY B

### **Rights:**



- Receive full quality services per agreement
- Protected legal rights under contract

#### **Obligations:**

- Provide accurate passport info list; notify changes promptly
- Cancel in writing (not by phone); weekends and holidays not counted
- Follow Vietnam and host country laws, cultural norms, and site regulations
- Make timely payments or be subject to cancellation fees
- Follow Party A's representative instructions

#### **ARTICLE 6: VISA TERMS (FOR DESTINATIONS REQUIRING VISA)**

- Party A may cancel visa request and tour without refund if false information is provided
- Party A not responsible for visa rejection
- Party A will guide Party B on visa procedures
- Delays caused by Party B's late submission are Party B's responsibility
- Visa rejection: Party B bears full visa fee and related costs
- Cancelled tours with issued visas: Party A may inform embassy to revoke visa
- Group tours with insufficient guests: Party A may reschedule or refund after deducting used services

#### **ARTICLE 7: PENALTIES FOR CANCELLATION**

- Cancellation after full procedure completion follows Article 2
- If one group member is denied visa, others must still travel or pay cancellation fees
- Force majeure (natural disasters, epidemics, terrorism, transportation delays, etc.): Party A may change itinerary or cancel tour with partial refund for unused services only

#### **ARTICLE 8: GENERAL TERMS**

- Any changes must be in writing and mutually agreed
- Contract governed by Vietnamese law
- Disputes resolved by negotiation or HCMC court if needed. Loser bears legal costs.
- Contract made in 2 copies with equal validity, effective from signing date. Considered settled once obligations are fulfilled.

**PARTY A**  
GENERAL DIRECTOR

**PARTY B**

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**LOAN AGREEMENT**

No.: ...-VTD-LH

- Pursuant to The 2015 Civil Code of Vietnam;
- Pursuant to The mutual needs of both parties;

Today, on the ... day of ..., 20..., at the office of Vietourist Holdings Joint Stock Company, we, the undersigned:

**PARTY A (Lender): VIETOURIST HOLDINGS JOINT STOCK COMPANY**

Address : 386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City

Tel :

Tax Code : 0311273634

Bank Account No.:

Legal Representative : **MR. TRAN VAN TUAN** - Position : Chairman of the Board of Directors

**PARTY B (Borrower): VIETOURIST TRAVEL JOINT STOCK COMPANY**

Address : 386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City

Tel :

Tax Code : 0316063542

Bank Account No.:

Legal Representative : Position: Director

After mutual agreement, the parties hereby enter into this Loan Agreement under the following terms :

**Article 1: Loan Amount**

At the request of Party B and in the spirit of cooperation, Party A agrees to lend Party B the amount of: ... VND (in words: ...).

**Article 2: Purpose and Conditions of the Loan**

2.1 The loan will be used by Party B for business purposes.

2.2 Party B must use the loan strictly for the stated purpose.



### **Article 3: Loan Term, Disbursement Method, and Interest Rate**

#### **3.1 Loan Term and Disbursement/Repayment Method:**

Loan term: ... /... /... to ... /... /...

Disbursement/Repayment Method: Cash / Bank Transfer

Interest rate: .../year

Interest is calculated based on the total loan amount until the date of final settlement.

### **Article 4: Rights and Obligations of the Parties**

#### **4.1 Rights and Obligations of Party A:**

Entitled to rights and obligations under Party A's operational regulations.

Entitled to request Party B to fulfill obligations as committed in the contract.

Has the right to terminate the loan and demand early repayment if Party B provides false information, misuses the loan, or violates the agreement.

Entitled to receive the principal and overdue interest if Party B fails to repay on schedule.

In the event of overdue repayment and failure to reach a contract extension, Party B agrees to allow Party A to request competent authorities to liquidate collateral assets for debt recovery.

#### **4.2 Rights and Obligations of Party B:**

To fulfill all commitments as stated in the contract.

To use the loan for the correct purpose and comply with all terms of the loan agreement.

To repay the full principal and any overdue interest to Party A on time.

To be legally responsible for any failure to fulfill contractual commitments.

### **Article 5: Early Termination of the Agreement**

#### **5.1 This contract may be terminated early in the following cases:**

- a) Mutual agreement between both parties.
- b) Either party fails to perform its obligations causing damage to the other.
- c) Either party loses legal capacity.
- d) Either party undergoes a merger, split, or ownership transfer, and the new legal entity does not wish or is unable to continue the agreement.

5.2 In any of the above cases, the terminating party must give at least 5 days' prior notice. A liquidation record will be made, and both parties shall return what they have received from each other.

#### **Article 6: Amendment, Supplement, and Liquidation**

Any modification or supplement to this contract must be agreed upon in writing and signed by both parties. Such documents will form an integral part of this Agreement without affecting the validity of other terms.

This contract shall be liquidated once Party B has fully fulfilled all obligations under this Agreement.

#### **Article 7: General Provisions**

Party B agrees to repay the full principal and any overdue interest to Party A on time as agreed.

Both parties commit to fully implementing the terms of this Agreement. Any dispute shall first be resolved through negotiation in a spirit of equality and mutual benefit. If negotiation fails, the dispute shall be submitted to a competent court in Ho Chi Minh City. The losing party shall bear all related costs.

#### **Article 8: Validity of the Contract**

This contract shall take effect from the date of signing and will be liquidated once Party A has received full repayment of both principal and interest.

This Agreement is made in two (02) copies, each party retains one (01), with equal legal value.

**REPRESENTATIVE OF PARTY A      REPRESENTATIVE OF PARTY B**



Draft

# **SOCIALIST REPUBLIC OF VIETNAM**

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### **CAR RENTAL CONTRACT** (No: ...../HDTX-VTD)

- Pursuant to the 2015 Civil Code No. 91/2015/QH13 issued by the National Assembly on November 24, 2015;
- Pursuant to the 2005 Commercial Law No. 36/2005/QH11 issued by the National Assembly on June 14, 2005;
- Pursuant to the current 2020 Enterprise Law;

Today, on the .... day of ....., at the address: 386/71C Le Van Sy Street, Ward 14, District 3, Ho Chi Minh City, Vietnam.

We, the undersigned:

**Lessor (Party A): VIETOURIST HOLDINGS JOINT STOCK COMPANY**

Address: 386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City, Vietnam

Tax code: 0311273634

Account No.: 1601100633008 – Military Commercial Joint Stock Bank (MB Bank) – Ky Dong Branch

Representative: NGUYEN DUONG TRUNG HIEU

Position: General Director

**Lessee (Party B): VIETTRIP TRANSPORT COMPANY LIMITED**

Address: 4th Floor, No. 95B – 97 – 99 Tran Hung Dao Street, Cau Ong Lanh Ward, District 1, Ho Chi Minh City, Vietnam

Tax code: 0317478116

Representative: NGUYEN HONG HUAN

Position: Director

The parties mutually agree and enter into this contract with the following terms:

### **ARTICLE 1: SUBJECT AND CONTENT**

Party A agrees to lease Party B 14 (fourteen) cars with the following details:

No.	Vehicle type	Biển kiểm soát	License plate	Machine number
1	45C passenger car	51B-290.92	88DPKB000250	41E4KCO10032
2	45C passenger car	51B-291.20	88DPKB000255	41E4KCO10030
3	45C passenger car	50F-017.37	RLUKG88DPKB000338	D6CK41E4KCO10134
4	45C passenger car	50F-017.83	RLUKG88DPKB000335	D6CK41E4KCO10142
5	45C passenger car	50F-034.48	RLUK88DPKB000259	D6CK41E4KCO10038

6	45C passenger car	50F-034.35	RLUK88DPKB000331	D6CK41E4KCO10148
7	45C passenger car	50F-034.37	RLUK88DPKB000342	D6CK41E4KCO10156
8	45C passenger car	50F-034.71	RLUK88DPKB000334	D6CK41E4KCO10133
9	45C passenger car	50F-042.59	RLUK88DPKB000265	D6CK41E4KCO10043
10	45C passenger car	50F-042.50	RLUKG88DPKB000267	D6CK41E4KCO10042
11	45C passenger car	50F-022.59	RLUKG88DPKB000340	D6CK41E4KCO10137
12	45C passenger car	51F-041.63	RLUHGB7HPKB000481	D4GAKJ266967
13	45C passenger car	50F-046.22	RRFK478CCPT007488	D6CCPJ380958
14	45C passenger car	50F-046.92	RRFK478CCPT007487	D6CCPJ380938

- And full circulation documents according to the law.

## **ARTICLE 2: RENTAL PRICE AND PAYMENT METHOD**

2.1. Rental price:..... VND/month/45-seat vehicle (VAT excluded)

..... VND/month/29-seat vehicle (VAT excluded)

2.2. Rental period: From January 1, 2025, to December 31, 2025

2.3. Payment method: Bank transfer

Account name: VIETOURIST HOLDINGS JOINT STOCK COMPANY

Account number: 1601100633008

Bank: Military Commercial Joint Stock Bank (MB) – Ky Dong Branch

## **ARTICLE 3: OBLIGATIONS AND RIGHTS OF PARTY A**

### **3.1. Obligations:**

- a) Deliver the cars and all related documents (registration, inspection, insurance, etc.) with the agreed quality and timing.
- b) Ensure legal ownership and origin of the vehicles.
- c) Purchase insurance and conduct periodic inspections during the contract term.
- d) Guarantee stable usage rights for Party B.
- e) Notify Party B if a third party has any rights related to the leased assets.

### **3.2. Rights:**

- a) Receive full rental payments as agreed.
- b) Upon contract expiration, reclaim the vehicles in the agreed condition, excluding natural wear and tear. If there is damage beyond agreed conditions, Party A may claim compensation.
- c) Unilaterally terminate the contract and claim damages if Party B:

- Fails to pay rent for three consecutive periods;



- Uses the vehicle for unauthorized purposes;
- Damages or loses the asset;
- Modifies, exchanges, or subleases without Party A's consent.

## **ARTICLE 4: OBLIGATIONS AND RIGHTS OF PARTY B**

### **4.1. Obligations:**

- a) Maintain and protect the vehicles as their own; no unauthorized modifications or subleasing; liable for damage/loss.
- b) Use the vehicles for the agreed purposes.
- c) Pay the full rent on time.
- d) Return the vehicles in original condition (excluding natural wear and tear); if late, Party B shall pay a penalty if agreed, and bear any risks during late return.

### **4.2. Rights:**

- a) Inspect vehicles upon receipt.
- b) Request repairs, rent reduction, or contract termination with compensation if Party A delays or delivers substandard vehicles.
- c) Not sublease without Party A's consent.
- d) Unilaterally terminate the contract and seek compensation if:
  - Party A delays delivery or fails to meet agreed standards;
  - The vehicles are defective or unusable for intended purposes;
  - There is a dispute over ownership preventing stable use.

## **ARTICLE 5: DISPUTE RESOLUTION**

Any disputes arising during contract execution shall be resolved through negotiation, based on mutual respect. If unresolved, either party may bring the case to a competent court as per legal regulations.

## **ARTICLE 6: CONTRACT EFFECTIVENESS**

This contract takes effect from the signing date and is made in two (02) copies, each party keeps one (01) copy of equal legal value.

**REPRESENTATIVE OF PARTY A**

**REPRESENTATIVE OF PARTY B**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**  
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**LOAN AGREEMENT**

No.: ...-VTD-LH

- Pursuant to The 2015 Civil Code of Vietnam;
- Pursuant to The mutual needs of both parties;

Today, on the ... day of ..., 20..., at the office of Vietourist Holdings Joint Stock Company, we, the undersigned:

**PARTY A (Lender): VIETOURIST HOLDINGS JOINT STOCK COMPANY**

Address : 386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City

Tel :

Tax Code : 0311273634

Bank Account No.:

Legal Representative : **MR. TRAN VAN TUAN** - Position : Chairman of the Board of Directors

**PARTY B (Borrower): VIETRIP TRANSPORT CO.,LTD**

Address : 386/71C Le Van Sy, Ward 14, District 3, Ho Chi Minh City

Tel :

Tax Code : 0317478116

Bank Account No.:

Legal Representative : **MR. NGUYEN HONG HUAN** Position: Director

After mutual agreement, the parties hereby enter into this Loan Agreement under the following terms :

**Article 1: Loan Amount**

At the request of Party B and in the spirit of cooperation, Party A agrees to lend Party B the amount of: ... VND (in words: ...).

**Article 2: Purpose and Conditions of the Loan**

2.1 The loan will be used by Party B for business purposes.

2.2 Party B must use the loan strictly for the stated purpose.



### **Article 3: Loan Term, Disbursement Method, and Interest Rate**

#### **3.1 Loan Term and Disbursement/Repayment Method:**

Loan term: ... /... /... to ... /... /...

Disbursement/Repayment Method: Cash / Bank Transfer

Interest rate: .../year

Interest is calculated based on the total loan amount until the date of final settlement.

### **Article 4: Rights and Obligations of the Parties**

#### **4.1 Rights and Obligations of Party A:**

Entitled to rights and obligations under Party A's operational regulations.

Entitled to request Party B to fulfill obligations as committed in the contract.

Has the right to terminate the loan and demand early repayment if Party B provides false information, misuses the loan, or violates the agreement.

Entitled to receive the principal and overdue interest if Party B fails to repay on schedule.

In the event of overdue repayment and failure to reach a contract extension, Party B agrees to allow Party A to request competent authorities to liquidate collateral assets for debt recovery.

#### **4.2 Rights and Obligations of Party B:**

To fulfill all commitments as stated in the contract.

To use the loan for the correct purpose and comply with all terms of the loan agreement.

To repay the full principal and any overdue interest to Party A on time.

To be legally responsible for any failure to fulfill contractual commitments.

### **Article 5: Early Termination of the Agreement**

#### **5.1 This contract may be terminated early in the following cases:**

- a) Mutual agreement between both parties.
- b) Either party fails to perform its obligations causing damage to the other.
- c) Either party loses legal capacity.
- d) Either party undergoes a merger, split, or ownership transfer, and the new legal entity does not wish or is unable to continue the agreement.

5.2 In any of the above cases, the terminating party must give at least 5 days' prior notice. A liquidation record will be made, and both parties shall return what they have received from each other.

#### **Article 6: Amendment, Supplement, and Liquidation**

Any modification or supplement to this contract must be agreed upon in writing and signed by both parties. Such documents will form an integral part of this Agreement without affecting the validity of other terms.

This contract shall be liquidated once Party B has fully fulfilled all obligations under this Agreement.

#### **Article 7: General Provisions**

Party B agrees to repay the full principal and any overdue interest to Party A on time as agreed.

Both parties commit to fully implementing the terms of this Agreement. Any dispute shall first be resolved through negotiation in a spirit of equality and mutual benefit. If negotiation fails, the dispute shall be submitted to a competent court in Ho Chi Minh City. The losing party shall bear all related costs.

#### **Article 8: Validity of the Contract**

This contract shall take effect from the date of signing and will be liquidated once Party A has received full repayment of both principal and interest.

This Agreement is made in two (02) copies, each party retains one (01), with equal legal value.

**REPRESENTATIVE OF PARTY A      REPRESENTATIVE OF PARTY B**



## PROPOSAL

*V/v: Remuneration, salaries, bonuses and other benefits of the Board of Directors, Executive Board, and Supervisory Board in 2024 and the plan for 2025*

**To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Based on the Charter on Organization and Operation of Vietourist Holdings Joint Stock Company;

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for approval the matter of remuneration for the BOD and the Supervisory Board (SB), as follows:

**I. Finalization and approval of the payment plan for remuneration, salaries, bonuses, and other benefits of the Board of Directors, Executive Board, and Supervisory Board for the year 2024:**

*Unit: VND*

Full Name	Position	Remuneration, Salaries, Bonuses and Other Benefits
Tran Van Tuan	Chairman of the BOD	155.381.700
Nguyen Duong Trung Hieu	Member of the BOD, General Director	167.337.163
Tran Van The	Member of the BOD, Deputy General Director	24.000.000
Phan Ngoc Tuan	Member of the BOD, Deputy General Director	156.641.700
Luu Duc Hanh	Member of the BOD,	6.000.000
Nguyen Manh Huynh	Deputy General Director	30.000.000
Nguyen Ngoc Huyen	Head of the SB	72.604.262
Nguyen Huy Thinh	Member of the BOD – Vice Chairman	18.000.000
Nguyen Dinh Hoa	Member of the BOD – Vice Chairman	18.000.000



**II. Proposed Remuneration for the Board of Directors and Supervisory Board in 2025 is as follows:**

- |                       |   |                     |
|-----------------------|---|---------------------|
| - Chairman of the BOD | : | 2.500.000 VND/month |
| - Member of the BOD   | : | 2.000.000 VND/month |
| - Head of the SB      | : | 2.000.000 VND/month |
| - Member of the SB    | : | 1.500.000 VND/month |

Salaries, bonuses, and other benefits of the Board of Directors and the Executive Board are based on the Labor Contracts and the Company's salary and bonus regulations, as well as adjustments according to the Company's business performance. These will be reported at the 2026 Annual General Meeting of Shareholders.

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

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



**TRAN VAN TUAN**





## PROPOSAL

### Re: Report on the Implementation of Asset Investment and Financial Investment Plans

- Căn cứ Luật Doanh nghiệp số 59/2020/QH14 được Quốc hội thông qua ngày 17/06/2020;
- Căn cứ Luật Chứng khoán số 54/2019/QH14 được Quốc hội thông qua ngày 26/11/2019;
- Căn cứ Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 Quy định chi tiết thi hành một số điều của Luật Chứng khoán;
- Căn cứ Điều lệ tổ chức và hoạt động Công ty Cổ phần Vietourist Holdings;
- Căn cứ tình hình hoạt động thực tế và hoạt động kinh doanh của Công ty Cổ phần Vietourist Holdings;

The Board of Directors respectfully reports to the General Meeting of Shareholders on the implementation of the asset investment and financial investment plans as follows:

#### 1. Report on the Implementation of the Plan to Invest in Iris Hotel Can Tho

##### a. The investment plan to purchase Iris Hotel Can Tho was approved at the 2024 Extraordinary General Meeting of Shareholders as follows:

###### Land Information:

- Legal documents: Certificate of land use rights, house ownership, and other assets attached to land No. BX 813151 issued by the People's Committee of Ninh Kieu District on January 21, 2015, to Mr. Truong Do Minh Phat
- Address: No. 224, 30/4 Street, Xuan Khanh Ward, Ninh Kieu District, Can Tho City
- Area: 723.09 m<sup>2</sup>
- Usage type: private use
- Land use purpose: residential land in urban area
- Land use term: long-term
- Origin: state-recognized land use rights
- Land shape: irregular
- Legal change:  
November 19, 2018: Transfer certified to Mrs. Truong Do Kim Ngan, ID No. 092188001141
- Current status: Land is used stably without dispute. A construction exists on the land. Công trình trên đất: Khách sạn
- Legal status: The building is recorded in the Certificate of land use rights and has been transferred to Mrs. Truong Do Kim Ngan on November 19, 2018
- Construction area: 670.6 m<sup>2</sup>; Usable area: 8,263.0 m<sup>2</sup>
- Structure: Grade 2 building with reinforced concrete foundation, columns, and slabs; brick walls, tiled floor, reinforced concrete roof; wood + tempered glass doors; wooden + stone staircase handrails; electrical, water, and elevator systems. The hotel includes 1 basement, 1 ground floor, and 10 upper floors (basement: parking; ground floor: reception; 1st floor:



breakfast area; 2nd floor: coffee shop; 3rd floor: karaoke; 4th floor: massage & pool; 5th–9th floors: guest rooms; 10th floor: rooftop cafe)

Appraised value of land use rights and attached assets: VND 274,095,150,000

Purchase price: VND 254,000,000,000

Investment capital source: Loans from credit institutions and other organizations/individuals

Implementation period: 2024

Purpose: Asset investment to serve the tourism ecosystem

**b. Implementation Status:**

Based on the reassessment of the capital utilization plan and business strategy, as well as the actual performance of Iris Hotel, the Board of Directors finds that the project does not meet the Company's expectations.

The Board respectfully submits to the General Meeting of Shareholders for approval the cancellation of the plan to acquire Iris Hotel..

**2. Report on Divestment from Vietourist Travel Joint Stock Company**

**a. Divestment details:**

- Number of shares transferred: 810,000 shares
- Transfer price: Not less than VND 20,000/share
- Transfer method: The Chairman of the Board of Directors and the Executive Board are authorized to find qualified investors, sign relevant documents, and carry out procedures in accordance with the law..

**b. Transferee information**

Full name: Mai Van Thong

ID No.: 044069008161; issued on December 6, 2021, by the Police Department of Administrative Management of Social Order

Address: La Ha Nam Hamlet, Quang Van, Ba Don Town, Quang Binh Province

**c. Result**

Before divestment, Vietourist Holdings owned 810,000 shares in Vietourist Travel JSC. During the year, the Company transferred all 810,000 shares to Mr. Mai Van Thong.

**3. Report on Divestment from Hoang Kim Tay Nguyen Group Joint Stock**

**a. Divestment details::**

- Number of shares transferred: 3,400,000 shares
- Transfer price: Not less than VND 6,500/share
- Transfer method: The Chairman of the Board of Directors and the Executive Board are authorized to find qualified investors, sign relevant documents, and carry out procedures in accordance with the law.

**b. Transferee information**

Full name: Nguyen Nu Hue Phuong

ID No.: 064194004177; issued on September 16, 2022, by the Police Department of Administrative Management of Social Order

Address: 11.06, Floor 11, Trung Son Residential Area, Hamlet 4B, Binh Hung Commune, Binh Chanh District, Ho Chi Minh City

**c. Result**

Before divestment, Vietourist Holdings owned 3,400,000 shares in Hoang Kim Tay Nguyen Group JSC. During the year, the Company transferred all 3,400,000 shares to Mrs. Nguyen Nu Hue Phuong.



**4. Report on the Investment Plan for 3 Boutique Hotels in the Regal Legend Quang Binh International Tourism and Urban Area (Bao Ninh 1)**

**a. Adjustment of Investment Plan:** *The plan to purchase 3 boutique hotels in the Regal Legend Quang Binh International Tourism and Urban Area (Bao Ninh 1) was approved at the 2024 Annual General Meeting of Shareholders*

Based on business demand and market evaluation, the Board proposes the following adjustment:

- Project name: Boutique Hotel – Regal Legend Quang Binh International Tourism Area
- Developer: Dat Xanh Mien Trung JSC
- Location: Bao Ninh Commune, Dong Hoi City, Quang Binh Province
- Number of boutique hotel units: 3 units
- Maximum total investment value: VND 45,000,000,000
- Total usable area: approximately 1,435 m<sup>2</sup>
- Capital source: Company loans and other internal funding sources
- Purpose: Asset investment to support the tourism ecosystem

**b. Implementation Status**

The Company is currently negotiating to select nearly completed (approx. 95%) units in the Regal Legend Quang Binh project (Bao Ninh 1) for purchase. The area has a growing number of operational hotels, showing promising business potential. The Board proposes continuing this investment plan and requests authorization for the Chairman of the Board to carry out the necessary procedures..

**5. Report on Cancellation of Financial Investment in Doan Gia QB Investment Co., Ltd**

**a. Implementation Status:**

- During the year, the Company terminated the contract with Mr. Doan Xuan Tien as per Liquidation Minutes No. 0107/2024/BBTL/VTD-DXT. Accordingly, the Company recovered the VND 10 billion deposit for purchasing capital contribution in Doan Gia QB Investment Co., Ltd..
- On July 11, 2024, the Board of Directors issued Resolution No. 19/2024/NQ-HDQT on the plan for using the VND 10 billion recovered from the deposit refund.

**6. Report on Investment in the VieTrip Vehicle Fleet**

**a. Investment Plan: Purchase of 32 Hyundai 47-seat buses**

- Brand: HYUNDAI
- Condition: 100% new
- Year of manufacture: 2024
- Seating: 47 (45 passenger seats + 1 driver seat + 1 assistant seat)
- Standard equipment: Spare tire, warranty booklet, manual, full standard toolkit
- Estimated price per unit: VND 3,650,000,000
- Registration and other estimated costs: VND 179,000,000/unit
- Total number of vehicles: 32 units
- Total estimated investment: VND 122,528,000,000
- Supplier: Viet Nhan Automobile Co., Ltd. (368A Highway 51, An Hoa Ward, Bien Hoa City, Dong Nai Province), or other authorized and qualified suppliers
- Investment method: Direct negotiation and quotation assessment to select the most suitable investment plan

- Purpose: Enhance transportation capacity for tourists, in line with the strategy to expand domestic and international tourism markets during the recovery period of 2024–2026

**b. Implementation Status**

- As of now, the Company has purchased and received delivery of 5 vehicles, with a total value of VND 20 billion.
- Based on actual demand and business orientation, the Company respectfully submits to the General Meeting of Shareholders for approval to limit the investment to 5 vehicles. The remaining 27 vehicles from the original plan will not be purchased.

**The Board of Directors respectfully submits this report to the General Meeting of Shareholders for approval.**

Nơi nhận:

- Như trên;
- HĐQT; BKS; BTGD;
- Lưu: VT.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN VAN TUAN**





## PROPOSAL

**Re: Report on the use of proceeds and adjustment of capital use purpose for the Share Offering Plan to existing shareholders approved at the 2025 General Meeting of Shareholders**

**To: General Meeting of Shareholders of Vietourist Holdings JSC**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of organization and operation of Vietourist Holdings Joint Stock Company;
- Pursuant to Resolution No. 02/2024/NQ-ĐHĐCĐ-VTD dated April 6, 2024 of the 2024 Annual General Meeting of Shareholders;;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the adjustment of the capital use purpose in the Share Offering Plan to existing shareholders, previously approved under Resolution No. 02/2024/NQ-ĐHĐCĐ-VTD dated April 6, 2024, with details as follows:

**1. Original Use of Proceeds from the Share Offering Plan approved under Resolution No. 02/2024/NQ-ĐHĐCĐ-VTD:**

Total proceeds raised from the offering: VND 120,000,000,000, intended for:

No.	Investment Item	Quantity	Amount (VND)
1	VieTrip Vehicle Fleet - Purchase of 32 Hyundai 47-seat buses	32 units	120.000.000.000
<b>Total</b>			<b>120.000.000.000</b>

- + Purpose: Strengthen the VieTrip fleet to improve transport capacity and support tourism service delivery in core tourism product areas.

No	Vehicle Type	Quantity	Unit Price (est.)	Registration Fees (est.)	Total Investment	Capital Source
1	Hyundai Universe Premium 47 chỗ	32 units	3,650,000,000	179,000,000	122,528,000,000	+ VND 120B from offering + VND 2.528B from equity/other sources



**2. Hội đồng quản trị công ty báo cáo Đại hội đồng cổ đông biểu quyết thông qua thực tế/ tiến độ sử dụng vốn phát hành từ đợt chào bán cổ phiếu cho cổ đông hiện hữu năm 2024**

No.	Investment Item	Approved Amount (VND)	Actual Disbursed (VND)	Remaining (VND)
1	VieTrip Vehicle Fleet	120.000.000.000	20.000.000.000	100.000.000.000
<b>Total</b>		<b>120.000.000.000</b>	<b>20.000.000.000</b>	<b>100.000.000.000</b>

**3. Proposed Adjustment to Use of Unused Proceeds (VND 100 billion):**

No.	Investment Item	Previously Approved (VND)	Remaining Unused (VND)	Adjusted Allocation (VND)
1	VieTrip Vehicle Fleet	120.000.000.000	100.000.000.000	20.000.000.000
2	Investment in Medicshare JSC	0	0	22.000.000.000
3	Investment in RGM Medical Technology JSC	0	0	22.000.000.000
4	Joint venture in Viet Restaurant Mui Ne JSC	0	0	20.000.000.000
5	Capital contribution to establish or expand Wellness La Ngau Retreat Travel Company	0	0	36.000.000.000
<b>Total</b>		<b>120.000.000.000</b>	<b>100.000.000.000</b>	<b>120.000.000.000</b>

➤ **Reason for Adjustment:**

Due to the slow recovery of the tourism sector post-pandemic, demand for tourist transportation, especially from China and Europe, has not returned to pre-pandemic levels. The current market primarily comprises domestic travelers who favor high-quality wellness and eco-tourism experiences.

Accordingly, the Company proposes to redirect **investments into high value-added tourism products:**

**1. Eco-wellness Tourism::**

- **Viet Restaurant Mui Ne:** Complements the local tourism ecosystem by offering authentic cuisine and relaxation in one destination.
- **La Ngau Retreat Project:** A nature resort combined with comprehensive healthcare services, oriented toward the Wellness Retreat model, catering to the emerging needs of Vietnamese tourists: relaxing while simultaneously rejuvenating both body and mind through activities such as meditation, yoga, detox, spa treatments, and nutrition...

➤ **Information: Viet Restaurant Mui Ne**



### ❖ *Project Summary*

A mid-sized traditional Vietnamese restaurant in Mui Ne, Binh Thuan, targeting both domestic and international tourists. Daily capacity: 1,000 guests; average spend: VND 200,000/guest; hours: 10:00–22:00; goal: 70% occupancy by 2030.

### ❖ *Market Analysis:*

- Mui Ne draws 1.5 million+ visitors annually (2024), projected 5–7% growth till 2030.
- F&B preferences include Vietnamese dishes and seafood, price range VND 150,000–300,000.
- Visitors prioritize open space, fast service, and online booking integration;

### ❖ *Business Strategy:*

#### - **Product Strategy:**

- Combine traditional Vietnamese dishes with fresh seafood, with additional vegetarian and kids' menu options
- Dine-in service, online table reservations, and delivery via platforms such as GrabFood and ShopeeFood
- Open-concept design with a capacity of up to 1,000 guests/day, divided into indoor and outdoor zones

#### - **Chiến lược phân phối**

- Online reservation system and on-site dining service
- Collaborate with tourism partners (travel agencies, hotels) and food delivery platforms
- Leverage cultural and tourism events in Bình Thuận to expand brand recognition

#### - **Marketing Strategy**

- Focus on digital marketing: promotions on Instagram, TikTok, and collaborations with KOLs
- Participate in domestic and international food and tourism fairs
- Starting from 2029: Develop a loyalty program with a points accumulation system

### ➤ **Information: Wellness Tourism Company – La Ngâu RETREAT**

### ❖ *Project Summary*

- La Ngâu Retreat is a premium resort located in Làng Ngâu, Tân Lĩnh, Bình Thuận, targeting mid- to high-end customers (aged 30–55) seeking a nature-connected, relaxing, and personalized retreat experience.
- Key Information:
  - **Capacity:** Up to 30 guests/day
  - **Service price:** VND 5 million/person
  - **Cost of goods sold:** 50% of revenue
  - **Main amenities:** Bungalows, common house, therapeutic massage, mineral bathing, stream and forest exploration
- Design:
  - Emphasizes nature elements: lake, stream, forest meditation area



- Eco-friendly materials: ash wood, gravel stone, tile roofing

#### ❖ *Development Goals*

- Achieve 70% occupancy rate by 2030
- Become a leading sustainable retreat destination in Bình Thuận

#### ❖ *Operational Plan*

- Facilities
  - Ensure a comfortable, peaceful, and nature-immersed stay: 10–15 bungalows, lake and stream, forest meditation area
  - Enhance relaxation and recovery for premium guests: massage and mineral bathing zones
  - Provide an upscale dining and social experience for mid- to high-end customers: common house – including reception, cloakroom, and fine-dining restaurant
- Human Resources
  - Staff size: 30 to 40 employees – focusing on customer service, spa skills, and experience management
- Technology
  - Booking system: Website and mobile app with integrated online payment
  - CRM: Customer data management for personalized services and loyalty programs
  - Maintenance: Biannual inspections of facilities (bungalows, mineral baths)

#### ❖ *Development of Medical Tourism Products – A Promising and Strategic Direction:*

Over the years, the Company has studied the medical tourism – wellness tourism – model, which is highly popular and well-developed in countries such as Thailand, Japan, and South Korea. This is an inevitable trend as living standards rise and people increasingly seek not only entertainment but also proactive and sustainable healthcare.

In Vietnam, this market is still in its early stages but holds great potential. Growing interest in preventive healthcare, natural therapies, and health and beauty regeneration presents opportunities for products that combine traditional medicine, modern medicine, and natural healing methods..

#### *2. Expansion of a High-Tech Clinic Network – Development of Specialized Healthcare Services:*

In addition to investing in medical tourism products, the Company aims to develop specialized healthcare services based on the following factors:

- Aligns with the global trend of preventive medicine, outpatient care, and regenerative therapies – sectors that are receiving strong investment worldwide.
- Applies advanced technologies in diagnostics and treatment, creating a competitive edge in the modern healthcare sector.
- Complements the strategy of building a holistic health and wellness ecosystem, creating synergies between tourism, resorts, and healthcare.
- Supports brand communication and generates quick cash flow to supplement core business operations.

#### ➤ *Mediashare Joint Stock Company*



#### ❖ *Company Information*

- Medicshare Joint Stock Company operates in the healthcare sector, specializing in outpatient medical services. The company has developed a chain of multi-specialty clinics focusing on spinal health, musculoskeletal conditions, physical therapy, and rehabilitation.
- Business registration number: 0107378387, first issued on March 30, 2016, with the fifth amendment registered on June 11, 2025

Charter capital: VND 23,600,000,000

Issuing authority: Hanoi Department of Finance

Head office address: No. 36, Alley 44, Nguyen Dinh Chieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City, Vietnam

- Current Status:
  - Medicshare currently operates three clinics in Hanoi (Dong Da, Hai Ba Trung, Ha Dong)
  - Each facility serves an average of 800 to 1,000 patient visits per month
  - The management system is fully digitized, with electronic health records and a team of highly qualified doctors

#### ❖ *Purpose of Capital Use*

- Expand by opening one additional clinic in the Cầu Giấy – Mỹ Đình area.
- Supplement working capital for operations, improve service quality, and enhance customer outreach..

#### ❖ *Implementation Plan*

- Invest in expanding the clinic into a 4-story facility with a usable floor area of 700–800 m<sup>2</sup>, increasing service capacity to a maximum of 1,500 patient visits per month.
- Develop additional core services: general internal and external medicine, musculoskeletal – rehabilitation, physical therapy, diagnostic imaging (ultrasound – X-ray – electroacupuncture)

### ➤ **RGM Medical Technology Joint Stock Company**

#### ❖ *Company Information*

- RGM Medical Technology Joint Stock Company specializes in the research, development, and application of stem cell technology in regenerative medicine, aesthetics, and rehabilitation. The company provides services for the extraction, preservation, and application of autologous stem cells from fat and bone marrow; regenerative treatment of muscle, bone, joint, skin, and soft tissue injuries using stem cells; and also develops biomedical kits utilizing this technology.
- Business registration number: 0107073681, first issued on October 29, 2015, with the fourth amendment registered on June 17, 2025

Charter capital: VND 20,200,000,000

Issuing authority: Hanoi Department of Finance

Head office address: No. 36, Alley 44, Nguyen Dinh Chieu Street, Le Dai Hanh Ward, Hai Ba Trung District, Hanoi City, Vietnam

- Current Status:
  - Owns a GMP-standard research center in Hanoi;
  - Holds technical dossiers for 3 product lines currently undergoing registration for circulation permits;

- Has an established collaboration network with research institutes, hospitals, and clinics;

❖ ***Purpose of Capital Use***

- Research and development of new products
- Establishment of a small-scale (pilot) production facility
- Marketing and market development  
Nghiên cứu – phát triển sản phẩm mới;

❖ ***Rationale for Investment in the Project***

- Development trend: Stem cells represent an advanced technology with broad applications in treating chronic diseases, aging, and musculoskeletal injuries
- Actual demand: Vietnam's aging population is driving growing needs in rehabilitation and tissue regeneration; stem cells offer a modern, locally applicable solution
- Existing R&D foundation: RGM has a certified research center, a professional team, and products nearing regulatory approval – ready for commercialization
- Feasibility and effectiveness: A clear plan, defined products, and potential to generate cash flow starting from 2026
- Long-term growth: Aims to become a leading enterprise in the field with potential for domestic and regional market expansion

❖ ***Implementation Plan***

- Finalize registration dossiers for biological products with the Ministry of Health
- Sign distribution agreements with three clinic and aesthetic center chains
- Develop and launch two additional stem cell-based product lines
- Nationwide distribution, aiming for ASEAN export

We respectfully submit this to the General Meeting of Shareholders for review and approval.

Sincerely thank you!

ON BEHALF OF THE BOARD  
OF DIRECTORS



TRAN VAN TUAN



**PROPOSAL**

*Re: Business Plan for 2025*

**To: The General Meeting of Shareholders of Vietourist Holdings Joint Stock Company**

- Law on Enterprise No. 59/2020/QH14, adopted by the National Assembly on June 17, 2020;
- Law on Securities No. 54/2019/QH14, adopted by the National Assembly on November 26, 2019;
- Pursuant to the Charter on Organization and Operation of Vietourist Holdings Joint Stock Company;
- Pursuant to the Resolution of the Annual General Meeting of Shareholders No. 02/2024/NQ-DHDCD-VTD dated April 6, 2024;
- Based on the actual production and business situation of the Company.

Based on the 2024 production and business performance and the Company's development orientation for 2025, the Board of Directors respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the 2025 business plan as follows:

*Unit: VND billion*

No	Target	Actual 2024	Plan 2025	Growth rate (%)
1	Net revenue	181,202	250,000	37.97%
2	Profit before tax	-5,109	7,500	246.81%
3	Profit after tax	-5,427	6,000	210.54%
4	Dividends (*)	0%	5%	

We respectfully submit this to the GMS for consideration and approval.

Sincerely!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**TRAN VAN TUAN**

## PROPOSAL

*Re: Election of Members of the Board of Directors for the Term 2025–2030*

**To: The General Meeting of Shareholders Vietourist Holdings Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vietourist Holdings Joint Stock Company;

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the election of members of the Board of Directors for the term 2025–2030, with the following details:

1. Dismissal of Members of the Board of Directors whose term 2020–2025 has ended, including the following individuals:

- |                               |  |
|-------------------------------|--|
| - Mr. Tran Van Tuan           | Chairman of the Board of Directors   |
| - Mr. Nguyen Duong Trung Hieu | Member of the Board of Directors; General Director of Vietourist Holdings        |
| - Mr. Phan Ngoc Tuan          | Member of the Board of Directors; Deputy General Director of Vietourist Holdings |
| - Mr. Nguyen Huy Thinh        | Member of the Board of Directors; Deputy General Director of Vietourist Holdings |
| - Mr. Nguyen Dinh Hoa         | Independent Member of the Board of Directors                                     |
| - Mr. Tran Van The            | Independent Member of the Board of Directors                                     |

2. The number of Board of Directors members for the term 2025–2030 shall be 05 members, including 01 Independent Member of the Board of Directors.

3. At the 2025 Annual General Meeting of Shareholders, 05 members of the Board of Directors shall be elected for the term 2025–2030, as follows:

- |                               |  |
|-------------------------------|--|
| - Mr. Tran Van Tuan           | Chairman of the Board of Directors   |
| - Mr. Nguyen Duong Trung Hieu | Member of the Board of Directors; General Director of Vietourist Holdings        |
| - Mr. Phan Ngoc Tuan          | Member of the Board of Directors; Deputy General Director of Vietourist Holdings |
| - Mr. Nguyen Manh Huynh       | Member of the Board of Directors   |
| - Ms. Vu Phuong Anh           | Independent Member of the Board of Directors                                     |
| - Mr. Tran Ngoc Hoang         | Independent Member of the Board of Directors                                     |

The resumes of the candidates nominated for election to the Board of Directors for the term 2025–2030 are enclosed with this submission.



We respectfully submit this for the General Meeting of Shareholders' consideration, voting, and approval.

Sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRAN VAN TUAN



**SOCIALIST REPUBLIC OF VIETNAME**

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**CURRICULUM VITAE**

1/ Full Name:	<b>TRẦN VĂN TUẤN</b>
2/ Gender:	Male
3/ Date of birth:	26-06-1983
4/ Place of birth:	Quảng Bình
5/ ID NUMBER:	Issued on: 21/11/2022
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: 10/ Email address:	<i>Mobile phone number:</i>
11/ Professional qualification:	Thạc sĩ luật kinh tế
12/ Employment history:  + <i>From 11/2011 to 25/6/2020</i>  + <i>From 26/6/2020 to today</i>	Chairman of the Board of Directors cum General Director of Vietourist Holdings Joint Stock Company  Chairman of the Board of Directors of Vietourist Holdings Joint Stock Company
13/ Current positions held:	



	<b><i>Chairman of the Board of Directors of Vietourist Holdings Joint Stock Company</i></b>
14/ Total shares held (as of May 29, 2025) 8,900 shares, accounting for 0.037% of the charter capital, including:	
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	<i>0 shares, accounting for 0% of the charter capital</i>
+ Personally owned:	<i>8900 cổ phần, chiếm 0,037% vốn điều lệ</i>
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	Trần Ngọc Tuyển – Relationship: Brother; holding: 200 shares, accounting for 0.0008% of the charter capital
	Trần Minh Tú – Relationship: Younger Brother; holding: 200 shares, accounting for 0.0008% of the charter capital
	Trần Mạnh Tài – Relationship: Younger Brother; holding: 150 shares, accounting for 0.0006% of the charter capital
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



**Trần Văn Tuấn**

## LIST OF RELATED PERSONS<sup>1</sup>

N O.	Malee of Individu al / Organiza tion	Position / Relation ship	Gen der	Addr ess	ID Number / Passport No.	Issue d on	Pla ce of Iss ue	Num ber of Share s Held	Pho ne	Fa x	Nationa lity
1	Trần Ngọc Tuyền	Brother trai	Male								Viet Male
2	Trần Minh Tú	Em trai	Male								Viet Male
3	Trần Mạnh Tài	Em trai	Male								Viet Male

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



**Trần Văn Tuấn**

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<sup>1</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;*
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;*
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;*
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;*
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;*
- f) A contractual relationship in which one organization or individual acts as a representative of the other;*
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..*



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**CURRICULUM VITAE**

1/ Full Name:	<b>NGUYỄN DƯƠNG TRUNG HIỆU</b>
2/ Gender:	Male
3/ Date of birth:	20-11-1983
4/ Place of birth:	Gia Lai
5/ ID NUMBER:	Issued on: 24/05/2018
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: 10/ Email address:	
11/ Professional qualification:	Cử nhân Kinh tế - Quản trị Kinh Doanh
12/ Employment history:  + <i>From 2002 to 2006</i>  + <i>From 2007 to 2009</i>  + <i>From 2010 to 2011</i>  + <i>From 2012 to today</i>	  Staff at Khai Vy Group  Head of Human Resources at Huu Nghi Trading and Services Co., Ltd.  Regional Sales Director and National Sales Director at Nguyen Tam Production – Trading Co., Ltd.  Member of the Board of Directors cum Chief Executive Officer at Vietourist Holdings Joint Stock Company
13/ Current positions held:	<b><i>Member of the Board of Directors cum Chief Executive</i></b>

	<b><i>Officer of Vietourist Holdings Joint Stock Company</i></b>
14/ Total shares held (as of May 29, 2025) <i>0 shares, accounting for 0% of the charter capital</i> , including:	
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	<i>0 shares, accounting for 0% of the charter capital</i>
+ Personally owned:	<i>0 shares, accounting for 0% of the charter capital</i>
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



**Nguyễn Dương Trung Hiếu**



## LIST OF RELATED PERSONS<sup>2</sup>

NO.	Malee of Individual / Organization	Position / Relationship	Gender	Address	ID Number / Passport No.	Issued on	Place of Issue	Number of Shares Held	Phone	Fax
1	Trần Diễm Vương	Wie	Female							
2	Nguyễn Trần Hiếu Tâm	Con	Male							
3	Nguyễn Văn Thiện	Bố đẻ	Male							
4	Dương Thị Cúc	Mother đẻ	Female							

<sup>2</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;
- f) A contractual relationship in which one organization or individual acts as a representative of the other;
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..

5	Nguyễn Thị Hồng Huệ	Em	Female							

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



**Nguyễn Dương Trung Hiếu**



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**CURRICULUM VITAE**

1/ Full Name:	NGUYỄN MẠNH HUỠNH
2/ Gender:	Male
3/ Date of birth:	24 /05/1988
4/ Place of birth:	Bảo Lộc – Lâm Đồng
5/ ID NUMBER:	Issued on: 22/12/2021
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: : 10/ Email address:	<i>Mobile phone number:</i>
11/ Professional qualification:	Thạc Sĩ Du Lịch
12/ Employment history:	<ul style="list-style-type: none"><li>- 2010 – 2012<ul style="list-style-type: none"><li>- Tập đoàn Bông Sen - Nhân Viên kinh doanh du lịch</li></ul></li><li>- 2012 – 2017<ul style="list-style-type: none"><li>- Cty Du Lịch Transviet - Nhân Viên kinh doanh và trưởng đoàn nước ngoài</li></ul></li><li>- 2017 – 2018<ul style="list-style-type: none"><li>- Cty du lịch Vietourist - Trưởng phòng sản phẩm và trưởng đoàn nước ngoài</li></ul></li><li>- 12/2019 – 6/2021<ul style="list-style-type: none"><li>- Cty CP Hoàng Kim Tây Nguyên – Tổng Giám Đốc</li></ul></li><li>- 6/2021- 6/2022<ul style="list-style-type: none"><li>- Tập Đoàn Hoàng Kim Tây Nguyên - Phó Chủ Tịch</li></ul></li><li>- 5/2022 – Today<ul style="list-style-type: none"><li>- Cty Cổ Phần Vietourist Holdings - Phó Tổng Giám Đốc</li></ul></li></ul>

13/ Current positions held:	Cty Cổ Phần Vietourist Holdings
14/ Total shares held (as of May 29, 2025)	100 cổ phần, chiếm 0,0004% vốn điều lệ, including:
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	0 shares, accounting for 0% of the charter capital
+ Personally owned:	100 cổ phần, chiếm 0,0004% vốn điều lệ
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



Nguyễn Mạnh Huỳnh



### LIST OF RELATED PERSONS<sup>3</sup>

<b>N o.</b>	<b>Malee of Individ ual / Organi zation</b>	<b>Positio n / Relatio nship</b>	<b>Gen der</b>	<b>Add ress</b>	<b>ID Number / Passport No.</b>	<b>Issued on</b>	<b>Place of Issue</b>	<b>Num ber of Shar es Held</b>	<b>Phone</b>	<b>F a x</b>	<b>Nation ality</b>
1	Nguyễn Chiến Hân	Cha	Mal e								Viet Male
2	Phạm Thị Thuý	Mother	Fem ale								Viet Male

<sup>3</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;
- f) A contractual relationship in which one organization or individual acts as a representative of the other;
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..

3	Nguyễn Thị Kim Brother	Em	Fem ale								Viet Male
4	Nguyễn Thị Ngọc Ánh	Em	Fem ale								Viet Male
5	Nguyễn Thị Bích Vy	Em	Fem ale								Viet Male



6	Mã Huệ Linh	Wìe	Fem ale								Viet Male
7	Nguyễn Diệp Phi	Con	Fem ale								Viet Male
8	Nguyễn Diệp Mẫn	Con	Fem ale								Viet Male

**Declarant**

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**CURRICULUM VITAE**

1/ Full Malee:	<b>PHAN NGỌC TUẤN</b>
2/ Gender:	Male
3/ Date of birth:	01-10-1993
4/ Place of birth:	Quảng Ngãi
5/ ID NUMBER:	Issued on: 15/04/2023
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: 10/ Email address: ngoctuan1820(at)gmail.com	<i>Mobile phone number:</i>
11/ Professional qualification:	Environmental and Natural Resources Engineer



12/ Employment history:  + <i>From 2014 to today</i>  + <i>From 2017 – 2019</i>  + <i>2019 to today</i>	Marketing Director of Vietourist Holdings Joint Stock Company  General Director of VieTech Holdings Co., Ltd.  Chairman of the Board of Directors of Vietourist Travel Joint Stock Company
13/ Current positions held:	<b><i>Marketing Director – Vietourist Holdings JSC</i></b>
	<b><i>Chairman – Vietourist Travel JSC</i></b>
14/ Total shares held (as of May 29, 2025) including:	30,000 shares, accounting for 0.125% of the charter capital,
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	0 cổ phần, chiếm 0% vốn điều lệ
+ Personally owned:	30,000 shares, accounting for 0.125% of the charter capital
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Tp. HCM, date 28 month 06 year 2025*

**Declarant**

A handwritten signature in blue ink, appearing to read 'Phan Ngọc Tuấn', written over a horizontal line.

**Phan Ngọc Tuấn**



### LIST OF RELATED PERSONS<sup>4</sup>

NO.	Malee of Individual / Organization	Position / Relationship	Gender	Address	ID Number / Passport No.	Issued on	Place of Issue	Number of Shares Held	Phone	Fax	Nationality
1	Nguyễn Hoàng Diễm Linh	Wife	Female								Viet Male
2	Võ Thị Thủy	Mother	Female								Viet Male
3	Phan Thu	Brother	Male								Viet Male

<sup>4</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;
- f) A contractual relationship in which one organization or individual acts as a representative of the other;
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..

4	Phan Ngọc ThBrothe r	Brother	Male								Viet Male
5	Phan Ngọc Tin	Em	Femal e								Viet Male
6	Công ty Cổ phần lữ hành Vietouris t	Chairm an									Viet Male



*Tp. HCM, date 28 month 06 year 2025*

**Declarant**



**Phan Ngọc Tuấn**

**SOCIALIST REPUBLIC OF VIETNAME**

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**CURRICULUM VITAE**

1/ Full Name:	<b>TRẦN NGỌC HOÀNG</b>
2/ Gender:	Male
3/ Date of birth:	07/10/1968
4/ Place of birth:	Hà Nội
5/ ID NUMBER:	Issued on: 13/12/2019
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: : 10/ Email address:	<i>Mobile phone number:</i>
11/ Professional qualification:	Master of Economics
12/ Employment history:  + <i>From 1995 to 2003</i>  + <i>From 2004 to 2013</i>  + <i>From 2014 to today</i>	Deputy General Director of Hai Dang Marine Transport Joint Stock Company  General Director of Hai Dang Marine Transport Joint Stock Company  Member of the Board of Directors of Hai Dang Marine Transport Joint Stock Company
13/ Current positions held:	Member of the Board of Directors of Hai Dang Marine Transport Joint Stock Company



14/ Total shares held (as of May 29, 2025) <i>0 shares, accounting for 0% of the charter capital</i> , including:	
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	<i>0 shares, accounting for 0% of the charter capital</i>
+ Personally owned:	<i>0 shares, accounting for 0% of the charter capital</i>
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	<i>Hold:0 shares, accounting for 0% of the charter capital</i>
	<i>Hold:0 shares, accounting for 0% of the charter capital</i>
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Phú Yên, date 28 month 06 year 2025*

**Declarant**



**Trần Ngọc Hoàng**

### LIST OF RELATED PERSONS<sup>5</sup>

NO.	Malee of Individual / Organization	Position / Relationship	Gender	Address	Citizen ID / ID Number / Passport Number	Issued on	Place of Issue	Number of Shares Held	Phone	Nat
1	Trình Thị Thiện	Wie	Female							Vi

Phú Yên, date 28 month 06 year 2025

**Declarant**



**Trần Ngọc Hoàng**

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<sup>5</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;
- f) A contractual relationship in which one organization or individual acts as a representative of the other;
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..



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**CURRICULUM VITAE**

1/ Full Name:	<b>Vũ Phương Anh</b>
2/ Gender:	Female
3/ Date of birth:	13/09/2001
4/ Place of birth:	Hải Dương
5/ ID NUMBER:	Issued on: 14/02/2023
6/ Nationality:	Viet Male
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:: 10/ Email address:	<i>Mobile phone number:</i>
11/ Professional qualification:	Cử nhân Hệ thống thông tin quản lý
12/ Employment history: + <i>From 29/05/2025 to hiện tại:</i>	Công ty cổ phần MEDICSHARE 24/7
13/ Current positions held:	<b><i>Tổng giám đốc công ty cổ phần MEDICSHARE 24/7</i></b>
14/ Total shares held (as of May 29, 2025)	0 shares, accounting for 0% of the charter capital, including:
+ Representing capital of (Malee of	0 shares, accounting for 0% of the charter capital

organization being a State/strategic/other shareholder):	
+ Personally owned:	<i>0 shares, accounting for 0% of the charter capital</i>
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
18/ Related interests with the Company:	None có
19/ Conflicting interests with the Company:	None có

I hereby declare that the above information is completely true. I shall take full legal responsibility for any false declaration.

*Hà Nội, date 25 month 06 year 2025*

**Declarant**

*(Ký tên, ghi rõ họ tên)*



**Vũ Phương Anh**



### LIST OF RELATED PERSONS<sup>6</sup>

NO	Malee of Individual / Organization	Số tài khoản giao dịch (nếu có)	Position / Relationship	Gender	Address	ID Number / Passport No.	Issued on	Place of Issue	Number of Shares Held	Phone	Fax	Nationality
1	Công ty cổ phần MEDIC SHARE 24/7		Tổng giám đốc	Female								Viet Male

<sup>6</sup> Related Persons as stipulated in Clause 46, Article 4 of the Law on Securities No. 54/2019/QH14

Clause 46, Article 4 of the Law on Securities defines “Related Persons” as individuals or organizations having relationships with each other in the following cases

- a) An enterprise and its insiders; a public fund, public securities investment company and their insiders;
- b) An enterprise and any organization or individual that owns more than 10% of the voting shares or contributed capital of that enterprise;
- c) An organization or individual that, in relation to another organization or individual, directly or indirectly controls, is controlled by, or is jointly controlled with such organization or individual;
- d) An individual and his/her biological parents, adoptive parents, parents-in-law, spouse, biological children, adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law;
- e) A securities investment fund management company and the securities investment funds or public securities investment companies managed by that fund management company;
- f) A contractual relationship in which one organization or individual acts as a representative of the other;
- g) Other organizations or individuals considered related persons in accordance with the Law on Enterprises..

2	Vũ Văn Sơn		Bố	Male								Viet Male
3	Bùi Thị Lựa		Mother	Female								Viet Male
4	Vũ Kim Brother		Chị gái	Female								Viet Male

Hà Nội , date 25 month 06 year 2025

**Declarant**

(Ký tên, ghi rõ họ tên)



**Vũ Phương Anh**



## PROPOSAL

*Re: Election of Supervisory Board Members for the term 2025–2030*

**To: The General Meeting of Shareholders Vietourist Holdings Joint Stock Company**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly on June 17, 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly on November 26, 2019;
- Pursuant to the Charter of Organization and Operation of Vietourist Holdings Joint Stock Company;

The Supervisory Board respectfully submits to the General Meeting of Shareholders for consideration and approval the election of Supervisory Board members for the term 2025–2030 with the following details:

1. Dismissal of Members of the Supervisory Board whose term 2020–2025 has ended, including the following individuals:

- |                         |                                 |
|-------------------------|---------------------------------|
| - Ms. Nguyen Ngoc Huyen | Head of the Supervisory Board   |
| - Ms. Tran Thi Cuong    | Member of the Supervisory Board |
| - Mr. Le Viet Anh       | Member of the Supervisory Board |

2. The number of Supervisory Board members for the term 2025–2030 shall be 03 members..
3. At the 2025 Annual General Meeting of Shareholders, 03 members of the Supervisory Board shall be elected for the term 2025–2030 as follows

Election of 03 Supervisory Board members for the term 2025–2030:

- |                           |                                 |
|---------------------------|---------------------------------|
| - Ms. Truong Ngoc Hai Van | Head of the Supervisory Board   |
| - Ms. Tran Thi Cuong      | Member of the Supervisory Board |
| - Ms. Nguyen Manh Toan    | Member of the Supervisory Board |

The resumes of the candidates nominated for election to the Supervisory Board for the term 2025–2030 are enclosed with this submission.

**We respectfully submit this for the General Meeting of Shareholders' consideration, voting, and approval.**

Sincerely,

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



TRAN VAN TUAN





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**CURRICULUM VITAE**

1/ Full name:	TRƯỜNG NGỌC HẢI VÂN
2/ Gender:	Female
3/ Date of birth:	05/11/1986
4/ Place of birth:	Pleiku- Gia Lai
5/ ID NUMBER:	Issued on: 27/12/2021
6/ Nationality:	Viet Nam
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number: : 10/ Email address:	Mobile phone number:
11/ Professional qualification:	Kế Toán
12/ Employment history: + From 2015 to today :	Kế toán CTCP Tập đoàn Hoàng Kim Tây Nguyên
13/ Current positions held:	Kế toán CTCP Tập đoàn Hoàng Kim Tây Nguyên
14/ Total shares held (as of May 29, 2025) 0 cổ phần, chiếm 0 % vốn điều lệ, trong đó:	
+ Representing capital of (Malee of organization being a State/strategic/other shareholder):	0 cổ phần, chiếm 0 % vốn điều lệ
+ Cá nhân sở hữu:	0 cổ phần, chiếm 0 % vốn điều lệ
15/Các cam kết nắm giữ (nếu có)	

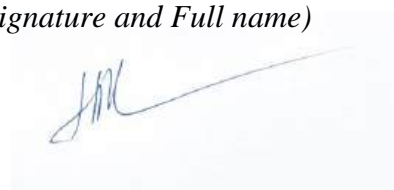
16/Những người liên quan có nắm giữ cổ phiếu của công ty:	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
18/ Lợi ích liên quan đối với Công ty:	None
19/ Quyền lợi mâu thuẫn với Công ty:	None

Tôi cam đoan những lời khai trên đây là hoàn toàn đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật.

*Gia Lai, date 28 month 06 year 2025*

**Declarant**

*(Signature and Full name)*



**TRƯƠNG NGỌC HẢI VÂN**



### LIST OF RELATED PERSONS<sup>1</sup>

S T T	Tên cá nhân/ tổ chức	Số tài khoản giao dịch (nếu có)	Chức vụ/ Quan hệ	Ge nde r	Địa chỉ	Số ID NUMBER/ Hộ chiếu	Issued on	Nơi cấp	Số lượng cổ phần sở hữu	Điện tho ai	Fa x	Nati onal ity
1.	Trương Văn Ngũ		Father	Male								Viet Nam
2.	Đoàn Thị Nga		Mother	Female								Viet Nam
3.	Trương Châu Thành		Em	Male								Viet Nam
4.	Trương Ngọc Hồng Phúc		Em	Female								Viet Nam
5.	Huỳnh Quốc Việt		Husband	Male								Viet Nam

6.	Huỳnh Ngọc Quyên		Con	Fe mal e								Viet Nam
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<sup>1</sup> Người có liên quan theo quy định tại khoản 46 Điều 4 Luật Chứng khoán số 54/2019/QH14

Khoản 46 Điều 4 Luật Chứng khoán quy định “Người có liên quan là cá nhân hoặc tổ chức có quan hệ với nhau trong các trường hợp sau đây:

- a) Doanh nghiệp và người nội bộ của doanh nghiệp đó; quỹ đại chúng, công ty đầu tư chứng khoán đại chúng và người nội bộ của quỹ đại chúng hoặc công ty đầu tư chứng khoán đại chúng đó;
- b) Doanh nghiệp và tổ chức, cá nhân sở hữu trên 10% số cổ phiếu có quyền biểu quyết hoặc vốn góp của doanh nghiệp đó;
- c) Tổ chức, cá nhân mà trong mối quan hệ với tổ chức, cá nhân khác trực tiếp, gián tiếp kiểm soát hoặc bị kiểm soát bởi tổ chức, cá nhân đó hoặc cùng với tổ chức, cá nhân đó chịu chung một sự kiểm soát;
- d) Cá nhân và bố đẻ, Mother đẻ, bố nuôi, Mother nuôi, bố HusFathernd, Mother HusFathernd, bố wife, Mother wife, wife, HusFathernd, con đẻ, con nuôi, con dâu, con rể, anh ruột, chị ruột, em ruột, anh rể, em rể, chị dâu, em dâu của cá nhân đó;
- đ) Công ty quản lý quỹ đầu tư chứng khoán và các quỹ đầu tư chứng khoán, công ty đầu tư chứng khoán do công ty quản lý quỹ đầu tư chứng khoán đó quản lý;
- e) Quan hệ hợp đồng trong đó một tổ chức, cá nhân là đại diện cho tổ chức, cá nhân kia;
- g) Tổ chức, cá nhân khác là người có liên quan theo quy định của Luật Doanh nghiệp.

Gia Lai, date 28 month 06 year 2025

**Declarant**

(Signature and Full name)



**TRƯƠNG NGỌC HẢI VÂN**



**SOCIALIST REPUBLIC OF VIETNAME**

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**CURRICULUM VITAE**

1/ Full name:	TRẦN THỊ CƯỜNG
2/ Gender:	Female
3/ Date of birth:	19-05-1981
4/ Place of birth:	Đồng Nai
5/ ID NUMBER:	Issued on: 05/04/2013
6/ Nationality:	Viet Nam
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number:	Mobile phone number:
10/ Email address:	
11/ Professional qualification:	Kế toán
12/ Employment history:	
+ From 2005 to 2011	Kế toán tổng hợp Công ty TNHH Thương mại dịch vụ du lịch Ân Việt
+ From 2012 to today	Kế toán trưởng Công ty TNHH Thương mại dịch vụ du lịch Ân Việt
13/ Current positions held:	<b>Không</b>
14/ Total shares held (as of May 29, 2025) 0 shares, accounting for 0% of the charter capital, trong đó:	
+ Đại diện phần vốn của (tên tổ chức là cổ đông Nhà nước/cổ đông chiến lược/	0 shares, accounting for 0% of the charter capital

khác):	
+ Cá nhân sở hữu:	<i>0 shares, accounting for 0% of the charter capital</i>
15/Các cam kết nắm giữ (nếu có)	
16/Những người liên quan có nắm giữ cổ phiếu của công ty:	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
	<i>0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital</i>
18/ Lợi ích liên quan đối với Công ty:	None
19/ Quyền lợi mâu thuẫn với Công ty:	None

Tôi cam đoan những lời khai trên đây là hoàn toàn đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật.

*Đồng Nai, date 28 month 06 year 2025*

**Declarant**



**Trần Thị Cường**



## LIST OF RELATED PERSONS<sup>2</sup>

N o.	Malee of Individual / Organizat ion	Position / Relations hip	Gend er	Addre ss	ID Numb er / Passp ort No.	Issu ed On	Pla ce of Issu e	Numb er of Share s Held	Pho ne	Fa x	National ity
1											Viet Nam
2											Viet Nam
3											Viet Nam
4											Viet Nam
5											Viet Nam

*Đồng Nai, date 28 month 06 year 2025*

**Declarant**

*Cuong*

**Trần Thị Cường**

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<sup>2</sup> Người có liên quan theo quy định tại khoản 46 Điều 4 Luật Chứng khoán số 54/2019/QH14

Khoản 46 Điều 4 Luật Chứng khoán quy định “Người có liên quan là cá nhân hoặc tổ chức có quan hệ với nhau trong các trường hợp sau đây:

- a) Doanh nghiệp và người nội bộ của doanh nghiệp đó; quỹ đại chúng, công ty đầu tư chứng khoán đại chúng và người nội bộ của quỹ đại chúng hoặc công ty đầu tư chứng khoán đại chúng đó;
- b) Doanh nghiệp và tổ chức, cá nhân sở hữu trên 10% số cổ phiếu có quyền biểu quyết hoặc vốn góp của doanh nghiệp đó;
- c) Tổ chức, cá nhân mà trong mối quan hệ với tổ chức, cá nhân khác trực tiếp, gián tiếp kiểm soát hoặc bị kiểm soát bởi tổ chức, cá nhân đó hoặc cùng với tổ chức, cá nhân đó chịu chung một sự kiểm soát;
- d) Cá nhân và bố đẻ, Mother đẻ, bố nuôi, Mother nuôi, bố chồng, Mother chồng, bố vợ, Mother vợ, vợ, chồng, con đẻ, con nuôi, con dâu, con rể, anh ruột, chị ruột, em ruột, anh rể, em rể, chị dâu, em dâu của cá nhân đó;
- đ) Công ty quản lý quỹ đầu tư chứng khoán và các quỹ đầu tư chứng khoán, công ty đầu tư chứng khoán do công ty quản lý quỹ đầu tư chứng khoán đó quản lý;
- e) Quan hệ hợp đồng trong đó một tổ chức, cá nhân là đại diện cho tổ chức, cá nhân kia;
- g) Tổ chức, cá nhân khác là người có liên quan theo quy định của Luật Doanh nghiệp.

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**CURRICULUM VITAE**

1/ Full name:	Nguyễn Mạnh Toàn
2/ Gender:	Male
3/ Date of birth:	14/09/1987
4/ Place of birth:	An Phượng, Thanh Hà, Hải Dương
5/ ID NUMBER:	Issued on: 21/04/2021
6/ Nationality:	Viet Nam
7/ Ethnicity:	Kinh
8/ Permanent address:	
9/ Company phone number: :	<i>Mobile phone number:</i>
10/ Email address:	
11/ Professional qualification:	Cử nhân
12/ Employment history:	
+ <i>From 2008 to 2010 :</i>	VietMale National Petroleum Insurance Corporation
+ <i>From 2010 to 2012 :</i>	Petroleum Insurance Financial Investment Joint Stock Company
+ <i>From 2012 to 2015 :</i>	British University VietMale
+ <i>From 2015 to today :</i>	Regenmedic Regenerative Medical Science and Technology Joint Stock Company



13/ Current positions held:	Regenmedic Regenerative Medical Science and Technology Joint Stock Company
14/ Total shares held (as of May 29, 2025)	0 shares, accounting for 0% of the charter capital, trong đó:
+ Đại diện phần vốn của (tên tổ chức là cổ đông Nhà nước/cổ đông chiến lược/ khác):	0 shares, accounting for 0% of the charter capital
+ Cá nhân sở hữu:	0 shares, accounting for 0% of the charter capital
15/Commitments to retain shares (if any):	
16/Related persons holding shares in the company:	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
	0 – Relationship: None; holding: 0 shares, accounting for 0% of the charter capital
18/ Related interests with the Company:	None
19/ Conflicting interests with the Company:	None

Tôi cam đoan những lời khai trên đây là hoàn toàn đúng sự thật, nếu sai tôi xin hoàn toàn chịu trách nhiệm trước pháp luật.

Hà Nội, date 26 month 06 year 2025

**Declarant**

(Signature and Full name)



**Nguyễn Mạnh Toàn**

### LIST OF RELATED PERSONS<sup>3</sup>

No.	Male e of Indiv idual / Orga nizati on	Tra ding Acc ount Nu mbe r (if any)	Posi tion / Rel atio nshi p	Gend er	A dd re ss	ID Number / Passport Number	Issued On	Pl ac e of Iss ue	Nu mbe r of Sha res Hel d	Phone	Fa x	National ity
1	Lê Thị Hà Phươ ng		Wif e	Fema le								Viet Nam
2	Nguy ễn Phươ ng Hà		Con	Fema le								Viet Nam
3	Nguy ễn Lê Hà An		Con	Fema le								Viet Nam

*Hà Nội, date 26 month 06 year 2025*

**Declarant**

*(Signature and Full name)*



**Nguyễn Mạnh Toàn**



## **REGULATIONS ON NOMINATION, CANDIDACY AND ELECTION OF THE BOARD OF DIRECTORS AND SUPERVISORY BOARD FOR THE TERM 2025 – 2030**

### **Legal Grounds:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, guiding implementation of some articles of the Law on Securities;*
- *Charter of Vietourist Holdings JSC;*
- *Internal regulations on corporate governance*

The Vote Counting Committee of the General Meeting hereby announces the Regulation on nomination, candidacy, and election of additional members to the Board of Directors at the 2025 Annual General Meeting of Shareholders of Vietourist Holdings Joint Stock Company as follows:

### **I. Definition of Terms and Abbreviations:**

- The Company : Vietourist Holdings JSC
- BOD : Board of Directors
- SB : Supervisory Board
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegate : Shareholder or authorized representative

### **II. Chair of the Meeting:**

The Chair is responsible for presiding over the election process, including:

- Introducing the list of nominees and candidates for the BOD
- Supervising the voting and ballot counting;
- Handling complaints (if any) related to the election

### **III. Regulations on Nomination and Candidacy**

- Number of BOD members to be elected : 06 members
- Number of SB members to be elected : 03 members
- Term: 2025 – 2030
- Maximum number of BOD candidates: Unlimited



**1. Right to Nominate and Run for BOD:** *(According to Article 25 of the Company Charter)*

Shareholders may pool their voting rights to jointly nominate candidates for the BOD.

Shareholders or groups of shareholders holding from **10% to less than 20%** of the total voting shares may nominate **one (01)** candidate; from **20% to less than 30%** may nominate up to **two (02)** candidates; from **30% to less than 50%** may nominate up to **three (03)** candidates; from **50% to less than 65%** may nominate up to **four (04)** candidates; from **65% and above** may nominate up to **five (05)** candidates.

The nominated candidates must meet all eligibility criteria specified in Section 2 below.

In the event that the total number of nominated and self-nominated candidates for the BOD is still insufficient as required under Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the Company Charter, the internal corporate governance regulations, and the operational regulations of the BOD. Any additional candidates nominated by the incumbent BOD must be clearly announced before the General Meeting of Shareholders proceeds with voting in accordance with applicable laws..

**2. Eligibility Criteria for Candidates for the BOD:** *Candidates for the BOD must meet all of the following qualifications and conditions (in accordance with Article 155 of the Law on Enterprises No. 59/2020/QH14 and Decree No. 155/2020/ND-CP)*

- Must have full civil act capacity and must not fall under the categories prohibited from enterprise management as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Must possess professional qualifications and experience in business administration or in the company's business sectors or industries, and are not required to be shareholders of the company;
- Must not have family relationships (including spouse, biological parents, adoptive parents, parents-in-law, biological or adopted children, sons-in-law, daughters-in-law, biological siblings, brothers-/sisters-in-law, siblings of spouse) with the General Director or other senior managers of the company; or with any person who manages or has the authority to appoint managers of the parent company.
- A member of the BOD may concurrently serve as a BOD member in no more than five (05) other companies.

**3. Right to Nominate and Run for the SB** *(According to Article 36 of the Company Charter)*

Shareholders or groups of shareholders holding at least 10% of the total voting shares continuously for a minimum period of six months shall have the right to nominate or self-nominate candidates for the Company's Supervisory Board. Shareholders may pool their voting rights to jointly nominate candidates for the Supervisory Board. Shareholders or groups of shareholders holding from 10% to 35% of voting shares continuously for at least six months may nominate **one** candidate; those holding more than 35% to 65% may nominate **two** candidates; those holding more than 65% may nominate **three** candidates.



In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Company Charter, the Internal Corporate Governance Regulations, and the Supervisory Board's Operational Regulations. Any nominations made by the incumbent Supervisory Board must be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Supervisory Board, in accordance with applicable laws.

**4. Eligibility Criteria for Candidates for the SB** (*Candidates for the Supervisory Board must meet the following qualifications and conditions pursuant to Article 169 of the Law on Enterprises No. 59/2020/QH14 and Decree No. 155/2020/ND-CP*)

Members of the SB must meet the criteria and conditions stipulated in Article 169 of the Law on Enterprises and must not fall under the following circumstances:

- Must have full legal capacity and not fall under the categories prohibited from managing enterprises as per Clause 2, Article 17 of the 2020 Law on Enterprises;
- Must have been trained in one of the following fields: economics, finance, accounting, auditing, law, business administration, or a relevant discipline aligned with the Company's business;
- Must not have family relations with BOD members, the executive board, or other key management personnel;
- Must not concurrently hold positions as a BOD member or executive; not necessarily shareholders or employees of the Company;
- Must not hold managerial positions in the Company;
- Must not work in the accounting or finance departments;
- Must not have been members or employees of the independent audit firm auditing the Company's financial statements in the past 03 consecutive years;
- Must comply with other legal requirements and those stated in the Company's Charter.

**IV. Principles of Election:**

- The election shall be conducted in accordance with the provisions of the law and the Company's Charter.
- Voting rights are calculated based on the number of shares owned or represented. The election results shall be based on the total number of voting shares held by shareholders attending the meeting.
- In each round of voting, a shareholder delegate may use only one ballot corresponding to the number of shares they own or represent.
- The Vote Counting Committee shall be nominated by the Presidium and approved by the General Meeting. Members of the Vote Counting Committee shall not be included in the list of nominees or candidates for the BOD or the SB.

**V. Voting Method:**

- The list of BOD, SB candidates shall be arranged in alphabetical order by name, and their full names shall be printed on the ballot.
- Voting method (*pursuant to Clause 3, Article 148 of the Law on Enterprises 2020*)
  - Voting shall be conducted by cumulative voting, whereby each shareholder has a total



number of votes equal to the number of shares they own multiplied by the number of BOD members to be elected.

- Each delegate may allocate all of their votes to one or more candidates.
- Each attending shareholder shall be provided with one BOD, SB election ballot. Delegates must check the information on the ballot upon receipt and immediately notify the Vote Counting Committee if any errors are found.
- In the event that additional candidates are introduced on the day of the General Meeting, delegates may contact the Vote Counting Committee to request a new ballot and must return the old one (before casting the vote).
- Instructions for filling out the ballot:
  - ✓ Delegates may vote for a number of candidates up to the number of members to be elected;
  - ✓ If allocating all votes to one candidate or dividing all votes equally among several candidates, the delegate must tick the box **"Equal vote allocation"** next to the corresponding candidates.
  - ✓ If distributing different numbers of votes to each candidate, the delegate must write the specific number of votes in the box **"Number of votes"** next to the respective candidates..

**Note:**

In case a delegate both ticks the **"Equal vote allocation"** box and also fills in the **"Number of votes"** box, the result shall be based on the number indicated in the **"Number of votes"** box.

- Ballots shall be placed into a sealed ballot box before the vote counting begins.
- A valid ballot is one that follows the pre-printed format issued by the OC, bears the Company's red seal, contains no erasures, scratch-outs, or additional information beyond what is specified
- The following ballots shall be considered invalid:
  - Ballots with additional or unauthorized content;
  - Ballots that are not in the pre-printed format issued by the OC, or that lack the Company's red seal, or have been altered or contain unauthorized writing;
  - Ballots that indicate a number of candidates greater than the number of members to be elected;
  - Ballots in which the total number of votes allocated exceeds the number of votes allowed;
  - Ballots without the signature and full name of the attending delegate..
- After the voting concludes, the vote counting shall be conducted under the supervision of the Vote Counting Committee and shareholder representatives (if needed).
- The Vote Counting Committee is responsible for preparing the vote counting minutes, announcing the results, and working with the Presidium to resolve any questions or complaints from shareholders (if any).



- After being counted, the ballots shall be stored in accordance with regulations and may be opened upon request by the Company's General Meeting of Shareholders.

**VI. Principles for Determining Elected Candidates:**

- Elected candidates shall be determined based on the number of votes received in descending order, starting from the candidate with the highest number of votes, until the required number of members has been filled.
- In the event that two (02) or more candidates receive the same number of votes for the final seat, a re-vote shall be conducted among the tied candidates.
- If the first round of voting does not result in a sufficient number of elected members, further rounds of voting shall be conducted until the required number is achieved.

**VII. Application Dossier for Nomination and Candidacy for Election to the BOD, SB**

The application dossier for nomination or candidacy for election to the BOD, SB shall include:

- Application for nomination/candidacy to the BOD, SB (*as per the prescribed form*);
- Curriculum vitae (*as per the prescribed form*);
- Copies of the following documents: National ID card/Citizen ID/Passport;
- Diplomas and certificates verifying educational background and professional qualifications (*if any*).

The standard forms, such as the Application for Nomination/Candidacy and the Curriculum Vitae, will be made available on the Company's website prior to .../.../2025.

The individual nominating or applying for the BOD must be legally and fully responsible before the law and before the General Meeting of Shareholders for the accuracy and truthfulness of the submitted information.

Applications shall be submitted to Vietourist Holdings Joint Stock Company **no later than 4:30 PM on June 25, 2025**, to the following address:

**Representative Office of Vietourist Holdings Joint Stock Company**

**Address: 242 - 242A Tran Hung Dao Street, Nguyen Cu Trinh Ward, District 1, Ho Chi Minh City**

**Phone: 028.6261.6365**

This document constitutes the full regulations on nomination and candidacy for the additional election of members to the Board of Directors and the Supervisory Board at the 2025 Annual General Meeting of Shareholders of Vietourist Holdings Joint Stock Company, and is hereby respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**These regulations shall take effect immediately upon approval by the General Meeting of Shareholders.**

*Recipients:*

- GMS;
- Member of BOD, EB, SB;
- Archives: Admin Div, Company Secretary.

ON BEHALF OF  
THE BOARD OF DIRECTORS  
CHAIRMAN



TRAN VAN TUAN

