

No.: 01/2026/BB-ĐHĐCĐ

*Ho Chi Minh City, dated 05 June 2026*

**MINUTES OF MEETINGS**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

- **Name of company** : BENTHANH TOURIST SERVICE CORPORATION (Hereinafter referred to as the “Company”)
- **Address** : 70 Ly Tu Trong, Ben Thanh Ward, Ho Chi Minh City
- **Telephone** : (028) 3520 2020
- **Business Registration Certificate** : No. 0301171827 issued by the Department of Finance of Ho Chi Minh City for the first time on January 13, 2005, 24th amendment on October 16, 2025
- **Time** : ... hours ..., dated 05 June 2026
- **Meeting location** : Conference Hall, 10th Floor, Vien Dong Hotel - No. 275A Pham Ngu Lao, Ben Thanh Ward, City. Ho Chi Minh

**PART I: PARTICIPANTS**

**1. Representative of BenThanh Group**

**2. The Company's Board of Directors, including the following members:**

- Mr. Le Quy Phu - Chairman of the Board of Directors;
- Ms. Dang Thi Thi Thanh - Member of the Board of Directors;
- Mr. Nguyen Ngoc Hoai Nguyen – Member of the Board of Directors;
- Mr. Nguyen Phuoc Bao Anh - Member of the Board of Directors;
- Mr. Nguyen Huu Phuoc - Member of the Board of Directors;

**3. The Company's Board of Supervisors, including the following members:**

- Ms. Than Huynh Kim Thuy - Head of the Board of Supervisors;
- Mr. Thai Minh Duy - Member of the Board of Supervisors;
- Ms. Nguyen Thuy Hong Hanh - Member of the Board of Supervisors;

**4. The Company's Board of Management, including the following members:**

- Mr. Nguyen Ngoc Hoai Nguyen – General Director;
- Mr. Le Quy Phu – Deputy General Director;



- Mr. Nguyen Phuoc Bao Anh – Deputy General Director;
- Mr. Cao Van Tung – Deputy General Director;
- Mr. Nguyen Van Ngoc – Deputy General Director;
- Mr. Nguyen Doan Tung – Chief Accountant.

## **5. Attendees:**

Including shareholders/authorized representatives of shareholders after completing the registration procedures in accordance with the Company's Charter.

## **PART II: OPENING OF THE MEETING**

### **1. Report on verification of shareholder eligibility**

- Reporter: Mr Nguyen Doan Tung– Position: Head of the Delegate Eligibility Verification Committee
- Report content:
  - Total number of invited shareholders: All shareholders named in the shareholder list as of 08/05/2026, owning 24,956,600 shares, equivalent to 24,956,600 voting rights of Ben Thanh Tourist Service Joint Stock Company.
  - At 8 hours 50 minutes, the number of delegates attending the General Meeting of Shareholders: 31 delegates, representing 24,703,567 voting shares, accounting for 98,9861% of the total voting shares of all shareholders with voting rights.

Pursuant to the provisions of the current Law and the Company's Charter, the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation is eligible to proceed.

### **2. Statement of reasons**

### **3. Introduction of the Presidium, including:**

Mr. Le Quy Phu	Chairman of the BOD, Chairperson of the GMS
Mr. Nguyen Ngoc Hoai Nguyen	Member of the BOD
Mr. Nguyen Phuoc Bao Anh	Member of the BOD

### **4. The Chairperson introduces the Secretariat of the General Meeting of Shareholders, including:**

Ms. Thi Thi Capstan	Head of the Secretariat
Mr. Nguyen Van Ngoc	Member

The General Meeting of Shareholders conducts open voting and unanimously approves the personnel of the Secretariat.

### **5. The Chairperson introduces and approves the Vote Counting Committee, including:**

Mr. Nguyen Doan Tung	Head of the Vote Counting Committee
Mr. Ho Hai Nam	Member of the Vote Counting Committee
Mr. Doan Le Thanh	Member of the Vote Counting Committee



The General Meeting of Shareholders conducts open voting and unanimously approves the personnel of the Vote Counting Committee.

**6. Ms. Nguyen Hong Yen Nhi on behalf of the Presidium presents the Working Regulations.**

The General Meeting of Shareholders conducts open voting and unanimously approves the meeting regulations.

**7. Ms. Nguyen Hong Yen Nhi on behalf of the Presidium presents the regulations on nomination, candidacy, and election of the Board of Directors for the 2025–2030 term.**

The General Meeting of Shareholders conducts open voting and unanimously approves the meeting regulations.

**8. Ms. Nguyen Hong Yen Nhi on behalf of the Presidium presents the Agenda of the General Meeting of Shareholders.**

The General Meeting of Shareholders conducts open voting and unanimously approves the Agenda of the General Meeting of Shareholders.

**Detailed voting results for the contents: approval of the Working Regulations, and Regulations on nomination, candidacy, and election of the Board of Directors for the Remaining Period of the 2025–2030, Presidium, Secretariat, Vote Counting Committee, Agenda of the General Meeting of Shareholders, term are as follows:**

From the time of opening until 09 hours 08 minutes, the number of delegates attending the General Meeting of Shareholders: 33 delegates, representing 24,710,069 voting shares, accounting for 99,0122% of the total voting shares of all shareholders with voting rights.

- *Total number of ballots distributed: 33, representing 24,710,069 voting shares, accounting for 100.0000% of the total voting shares attending the meeting.*
- *Total number of ballots collected: 27, representing 24,691,367 voting shares, accounting for 99.9243% of the total voting shares attending the meeting.*
- *Total number of ballots uncollected: 6, representing 18,702 voting shares, accounting for 0.0757% of the total voting shares attending the meeting.*

➤ **Voting results:**

*Total number of valid ballots: 27 delegates representing 24,691,367 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- *Total number of agree ballots: 27 delegates representing 24,691,367 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting.*
- *Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- *Total number of abstention ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Based on the above voting results, the contents regarding the the Working Regulation, and the Regulation on Nomination, Candidacy, and Election of the Board of Directors for the Remaining Period of the 2025 – 2030 Term, Presidium, the Secretariat, the Ballot Counting**

Committee, the Agenda of the 2026 Annual General Meeting of Shareholders, have been approved with an approval rate of 99.9243%.

### **PART III: AGENDA OF THE GENERAL MEETING OF SHAREHOLDERS**

#### **A. THE GENERAL MEETING OF SHAREHOLDERS HEARS THE PRESENTATION OF REPORTS**

**Agenda Item 01:** Report of the Board of Directors on 2025 operations and Strategic orientation for the 2026 – 2030 period

*Presenter: Mr. Le Quy Phu – Chairman of the Board of Directors*

**Agenda Item 02:** Report on the activities of the Board of Supervisors at the 2026 Annual General Meeting of Shareholders

*Presenter: Ms. Than Huynh Kim Thuy – Head of the Board of Supervisors*

**Agenda Item 03:** Report of the General Director on 2025 business results and 2026 operational plan

*Presenter: Mr. Nguyen Ngoc Hoai Nguyen – General Director*

#### **B. CONGRESS LISTENING TO THE PRESENTATION OF THE CONTENTS OF THE PROPOSALS**

**Agenda Item 04:** Proposal on the 2025 audited separate and consolidated financial statements

*Presenter: Mr. Nguyen Phuoc Bao Anh . – Member of the Board of Directors, Deputy General Director*

**Agenda Item 05:** Proposal on the 2025 profit distribution plan

*Presenter: Mr. Nguyen Phuoc Bao Anh . – Member of the Board of Directors, Deputy General Director*

**Agenda Item 06:** Proposal on the 2026 business production plan and profit distribution plan

*Presenter: Mr. Nguyen Phuoc Bao Anh . – Member of the Board of Directors, Deputy General Director*

**Agenda Item 07:** Proposal on remuneration for the Board of Directors, Board of Supervisors and Corporate Governance Officer in 2025 and projected for 2026

*Presenter: Mr. Nguyen Phuoc Bao Anh . – Member of the Board of Directors, Deputy General Director*

**Agenda Item 08:** Proposal on the amendment and supplementation of the Company's Charter

*Presenter: Mr. Le Quy Phu. – Chairman of the Board of Directors*

**Agenda Item 09:** Proposal on the amendment of the Regulations on Corporate Governance

*Presenter: Mr. Le Quy Phu. – Chairman of the Board of Directors*

**Agenda Item 10:** Proposal on the amendment of the Operating Regulations of the Board of Directors

*Presenter: Mr. Le Quy Phu. – Chairman of the Board of Directors*

**Agenda Item 11:** Proposal on the dismissal and election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term

*Presenter: Mr. Le Quy Phu. – Chairman of the Board of Directors*

**Agenda Item 12:** Proposal on the approval of the list of candidates for the Board of Directors for the Remaining Period of the 2025 – 2030 term

*Presenter: Mr. Le Quy Phu. – Chairman of the Board of Directors*



**Agenda Item 13:** Proposal on the selection of an auditing firm for the 2026 financial statements

*Presenter: Ms. Than Huynh Kim Thuy – Head of the Board of Supervisors*

**PART IV. SHAREHOLDER COMMENTS:**

Shareholder's Opinions - Representative of Ben Thanh Group: The shareholder highly appreciated the efforts of the Board of Directors and the Executive Board in managing business operations, which met and exceeded the set targets in the Company's core business sectors, including travel/tourism, hospitality, and real estate. In addition, the shareholder made the following recommendations: Consider raising the average income of employees from a 7% increase to approximately 10% to approach the general income level of the tourism industry. Continue to strengthen internal governance, particularly debt collection; study the consolidation of the legal and debt collection department, considering this one of the core tasks of the Board of Management in 2026. Review the efficiency of outbound investments, including Vinh Sang Tourist Area and the 93 Lo Duc project; in case of inefficient operations, study appropriate divestment plans. Re-assess the operational efficiency and investment orientation for units and projects such as Parkview, Ben Thanh Dong Khoi Boutique Hotel, and Vien Dong Hotel; study appropriate solutions to improve management, operation, and renovation investment. Regarding the real estate sector, it is requested to review and efficiently exploit premises in line with BenThanh Tourist's business orientation to serve its self-trading activities.

***Responses:***

Acknowledgment by the General Director: The Board of Directors, the Board of Management, and the Board of Management of subsidiaries have fully acknowledged all the shareholder's contributions for further study, consideration, and implementation in management and executive activities in the coming time.

**PART V. SHAREHOLDERS VOTING**

From the time of opening until 10 hours 39 minutes, the number of delegates attending the General Meeting of Shareholders: 33 delegates, representing 24,710,069 voting shares, accounting for 99.0122 of the total voting shares of all shareholders with voting rights.

The General Meeting of Shareholders hears the presentation and votes via secret ballot on the following items:

- *Total number of ballots distributed: 33 delegates representing 24,710,069 voting shares, accounting for 100.0000% of the total voting shares attending the meeting.*
- *Total number of ballots collected: 32 delegates representing 24,709,969 voting shares, accounting for 99.9996% of the total voting shares attending the meeting.*
- *Total number of ballots uncollected: 1 delegates representing 100 voting shares, accounting for 0.0004% of the total voting shares attending the meeting.*

**Agenda Item 1: Report of the Board of Directors on 2025 operations and Strategic orientation for the 2026 – 2030 period**

➤ **Voting results:**

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*



- Total number of agree ballots: 30 delegates representing 24,707,469 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of abstention ballots: 2 delegates representing 2,500 voting shares, accounting for 0.0101% of the total voting shares of the shareholders attending the meeting.

Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.

**Thus, Agenda Item 1 has been approved with a rate of 99.9895%.**

#### **Agenda Item 2: Report on the activities of the Board of Supervisors at the 2026 Annual General Meeting of Shareholders**

##### **➤ Voting results:**

Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.

Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.

**Thus, Agenda Item 2 has been approved with a rate of 99.9919%.**

#### **Agenda item 3: Report of the General Director on 2025 business results and 2026 operational plan**

##### **➤ Voting results:**

Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.

- Total number of agree ballots: 30 delegates representing 24,707,469 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of abstention ballots: 2 delegates representing 2,900 voting shares, accounting for 0.0117% of the total voting shares of the shareholders attending the meeting.

Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.

**Thus, Agenda item 3 was approved with a percentage of 99.9879%.**

#### **Agenda item 4: Proposal on the 2025 audited separate and consolidated financial statements**

##### **➤ Voting results:**



*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 4 was approved with a percentage of 99,9919%.**

#### **Agenda item 5: Proposal on the 2025 profit distribution plan**

##### **➤ Voting results:**

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 5 was approved with a percentage of 99,9919%.**

#### **Agenda item 6: Proposal on the 2026 business production plan and profit distribution plan**

##### **➤ Voting results:**

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 6 was approved with a percentage of 99,9919%.**

#### **Agenda item 7: Proposal on remuneration for the Board of Directors, Board of Supervisors and Corporate Governance Officer in 2025 and projected for 2026**



➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 7 was approved with a percentage of 99.9919%.**

**Agenda item 8: Proposal on the amendment and supplementation of the Company's Charter**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 30 delegates representing 24,707,469 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 2 delegates representing 2,500 voting shares, accounting for 0.0101% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda Item 8 has been approved with a rate of 99.9895%.**

**Agenda item 9: Proposal on the amendment of the Regulations on Corporate Governance**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 9 was approved with a percentage of 99.9919%.**



**Agenda item 10: Proposal on the amendment of the Operating Regulations of the Board of Directors**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 10 was approved with a percentage of 99,9919%.**

**Agenda item 11: Proposal on the dismissal and election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 11 was approved with a percentage of 99,9919%.**

**Agenda item 12: Proposal on the approval of the list of candidates for the Board of Directors for the Remaining Period of the 2025 – 2030 term**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- Total number of agree ballots: 30 delegates representing 24,707,469 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- Total number of abstention ballots: 2 delegates representing 2,500 voting shares, accounting for 0.0101% of the total voting shares of the shareholders attending the meeting.*



*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda Item 12 has been approved with a rate of 99.9895%.**

**Agenda item 13: Proposal on the selection of an auditing firm for the 2026 financial statements**

➤ Voting results:

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- *Total number of agree ballots: 31 delegates representing 24,708,069 voting shares, accounting for 99.9895% of the total voting shares of the shareholders attending the meeting.*
- *Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- *Total number of abstention ballots: 1 delegates representing 1,900 voting shares, accounting for 0.0077% of the total voting shares of the shareholders attending the meeting.*

*Total number of invalid ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*

**Thus, Agenda item 13 was approved with a percentage 99.9919%.**

## **PART VI: ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS FOR THE REMAINING PERIOD OF THE 2025 – 2030 TERM**

The General Meeting listened to the presentations and conducted the election using the cumulative voting method through the electronic voting system, with the election results as follows:

Statistics on the number of ballots distributed, collected, and uncollected:

- Total number of ballots distributed: 33 delegates representing 24,710,069 voting shares, accounting for 100.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of ballots collected: 33 delegates representing 24,710,069 voting shares, accounting for 100.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of ballots uncollected: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.
- Total number of valid ballots: 33 delegates representing 24,710,069 voting shares, accounting for 100.0000% of the total voting shares of the shareholders attending the meeting.

## **ELECTION RESULTS FOR MEMBERS OF THE BOARD OF DIRECTORS FOR THE REMAINING PERIOD OF THE 2025 – 2030 TERM**

NO.	FULL NAME	NUMBER OF VOTES	PERCENTAGE
1	NGUYEN NGOC CHAU	24,763,726	100.2171%
2	NGUYEN NHU QUYNH	24,656,412	99.7829%

## **PART VII: ELECTION OF THE CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE REMAINING PERIOD OF THE 2025 – 2030 TERM**



Based on the ballot counting and election results, the members of the Board of Directors for the 2025 – 2030 term held their first meeting following the additional election of Board members for the remaining period of the 2025 – 2030 term, and announced the results to the General Meeting as follows:

- Chairmann of the Board of Directors: Mr. Nguyen Ngoc Chau  
Approval rate: 05/05
- Vice Chairman of the Board of Directors: Ms. Nguyen Nhu Quynh  
Approval rate: 05/05

#### **PART VIII: APPROVAL OF THE MINUTES OF MEETING**

From the opening time until 11 hours 55 minutes, the number of delegates attending the General Meeting: 33 delegates, representing 24,710,069 voting shares, accounting for 99.0122% of the total voting shares of all shareholders with voting rights.

*Presenter: Ms. Thi Thi Capstan reads the minutes and Resolution of the 2026 Annual General Meeting of Shareholders*

The General Meeting voted and unanimously approved the full text of the Minutes of the 2026 Annual General Meeting of Shareholders, with the voting results as follows:

##### **Agenda item 1: The Minutes of the 2026 Annual General Meeting of Shareholders**

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- *Total number of agree ballots: 31 delegates representing 24,707,569 voting shares, accounting for 99.9899% of the total voting shares of the shareholders attending the meeting.*
- *Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- *Total number of abstention ballots: 1 delegates representing 600 voting shares, accounting for 0.0024% of the total voting shares of the shareholders attending the meeting.*

**Based on the above voting results, The Minutes of the 2026 Annual General Meeting of Shareholders of Shareholders of BenThanh Tourist Service Corporation have been approved with an approval rate of 99.9899%.**

##### **Agenda item 2: The Resolution of the 2026 Annual General Meeting of Shareholders**

*Total number of valid ballots: 32 delegates representing 24,709,969 voting shares, accounting for 99.9243% of the total voting shares of the shareholders attending the meeting, in which.*

- *Total number of agree ballots: 31 delegates representing 24,707,569 voting shares, accounting for 99.9899% of the total voting shares of the shareholders attending the meeting.*
- *Total number of disagree ballots: 0 delegates representing 0 voting shares, accounting for 0.0000% of the total voting shares of the shareholders attending the meeting.*
- *Total number of abstention ballots: 1 delegates representing 600 voting shares, accounting for 0.0024% of the total voting shares of the shareholders attending the meeting.*

**Based on the above voting results, The Resolution of the 2026 Annual General Meeting of Shareholders of Shareholders of BenThanh Tourist Service Corporation have been approved with an approval rate of 99.9899%.**

This Minutes is made in 4 copies and kept at BenThanh Tourist Service Corporation. The General Meeting concluded at 10:30 on the same day.

**FOR THE SECRETARIAT**

**Secretary**

  
**NGUYỄN VĂN NGỌC**

**FOR THE PRESIDIUM**

**Chairperson**

  
**LÊ QUÝ PHÚ**





**BENTHANH TOURISM  
SERVICES CORPORATION**

No.: 01/2026/BB- DHDCĐ

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

*Ho Chi Minh City, June 5, 2026*

**RESOLUTION**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

- 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 Company's Charter of BenThanh Tourist Service Corporation;
- Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders No. 01/2026/BB-DHDCĐ dated June 5, 2026.

**RESOLVED**

On June 5, 2026, the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation was held with the participation of 33 shareholders owning 24,710,069 shares, accounting for 99.0122% of the total voting shares of the Company.

After hearing the content of the Reports and Proposals, the General Meeting of Shareholders discussed and voted to approve the resolution with the following contents:

**Article 1: Approve the Report of the Board of Directors on 2025 operations and Strategic orientation for the 2026 – 2030 period**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24,707,469** accounting for a Percentage of **99,9895%** of the voting shares attending the General Meeting.

**Article 2: Approve the Report on the activities of the Board of Supervisors at the 2026 Annual General Meeting of Shareholders**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24,708,069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 3: Approve the Report of the General Director on 2025 business results and 2026 operational plan**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24,707,069** accounting for a Percentage of **99,9879%** of the voting shares attending the General Meeting.

**Article 4: Approve the Proposal on the 2025 audited separate and consolidated financial statements**



The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 5: Approve the Proposal on the 2025 profit distribution plan**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 6: Approve the Proposal on the 2026 business production plan and profit distribution plan**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 7: Approve the Proposal on remuneration for the Board of Directors, Board of Supervisors and Corporate Governance Officer in 2025 and projected for 2026**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 8: Approve the Proposal on the amendment and supplementation of the Company's Charter**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.707.469** accounting for a Percentage of **99,9895%** of the voting shares attending the General Meeting.

**Article 9: Approve the Proposal on the amendment of the Regulations on Corporate Governance**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 10: Approve the Proposal on on the amendment of the Operating Regulations of the Board of Directors**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 11: Approve the Proposal on the dismissal and election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being **24.708.069** accounting for a Percentage of **99,9919%** of the voting shares attending the General Meeting.

**Article 12: Approve the Proposal on the selection of an auditing firm for the 2026 financial statements**



The General Meeting of Shareholders voted to approve with the number of affirmative shares being 24.707.469 accounting for a Percentage of 99,9895% of the voting shares attending the General Meeting.

**Article 13: Approve the Proposal on the approval of the list of candidates for the Board of Directors for the Remaining Period of the 2025 – 2030 term**

The General Meeting of Shareholders voted to approve with the number of affirmative shares being 24.708.069 accounting for a Percentage of 99,9919% of the voting shares attending the General Meeting.

**ELECTION RESULTS FOR MEMBERS OF THE BOARD OF DIRECTORS FOR THE REMAINING PERIOD OF THE 2025 – 2030 TERM**

NO.	FULL NAME	NUMBER OF VOTES	PERCENTAGE
1	NGUYEN NGOC CHAU	24,763,726	100.2171%
2	NGUYEN NHU QUYNH	24,656,412	99.7829%

**ELECTION OF THE CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE REMAINING PERIOD OF THE 2025 – 2030 TERM**

Based on the ballot counting and election results, the members of the Board of Directors for the 2025 – 2030 term held their first meeting following the additional election of Board members for the remaining period of the 2025 – 2030 term, and announced the results to the General Meeting as follows:

- Chairmann of the Board of Directors: Mr. Nguyen Ngoc Chau
- Vice Chairman of the Board of Directors: Ms. Nguyen Nhu Quynh

This Resolution was approved in its entirety by the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation at the meeting. The Board of Directors, the Board of General Directors, and relevant individuals are responsible for implementing this resolution. This Resolution takes effect from the date of signing.

**Recipients:**

- Board of Directors.
- Board of Management.
- Company Secretary.

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



**LE QUY PHU**

No: 02/2026/TB-HĐQT

Ho Chi Minh City, May 15, 2026

## **NOTICE**

***Regarding the invitation to attend the 2026 Annual General Meeting of Shareholders***

**Dear: Dear Shareholders**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly on June 17, 2020;
- Pursuant to the Company's Charter of Ben Thanh Tourist Service Corporation approved by the General Meeting of Shareholders on December 9, 2024

Now, the Board of Directors of Ben Thanh Tourist Service Corporation (Enterprise ID: 0301171827) cordially invites Shareholders to attend the 2026 Annual General Meeting of Shareholders of Ben Thanh Tourist Service Corporation. Specific information is as follows:

1. Time: **08:30 AM on June 5, 2026**
2. Location: Conference Hall, 10th Floor, Vien Dong Hotel - No. 275A Pham Ngu Lao, Ben Thanh Ward, City. Ho Chi Minh.
3. Participants: All shareholders according to the list closed on **May 8, 2026**
4. Procedures for attending the Meeting:

Shareholders attending the meeting are requested to bring this Notice, ID card/passport, and the proxy form attached (if represented by another person).

For the convenience of arrangement, organization, and reception, shareholders are requested to send the proxy form for the 2026 Annual General Meeting of Shareholders to the Office of the Board of Directors before 17:00 on May 29, 2026. (**Note:** The proxy form must be an original with a wet signature. In case of authorization from an institutional shareholder, it must bear the signature of the legal representative and the seal of the authorizing organization).

**For further details, please contact:**

Office of the Board of Directors of Ben Thanh Tourist Service Corporation

Address: 70 Ly Tu Trong, Ben Thanh Ward, Ho Chi Minh City

Telephone: 090.4942.738 (Mr. Ngoc)

Email: benthanh@benthanhtourist.com

5. Content and documents according to the Meeting Agenda: will be posted, updated, and adjusted (if any) by the Company on the website: <https://benthanhtourist.com/quan-he-co-dong> from **May 15, 2026**, and printed copies will be provided to Shareholders when attending the Meeting.
6. Shareholders shall cover their own expenses for accommodation, travel, and other personal costs to attend the 2026 Annual General Meeting of Shareholders.

Sincerely.



**Recipients:**

- As above;
- BOD, BOS;
- Archived: AD, Office of the BOD.

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



**LE QUY PHU**

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

REGISTRATION FOR MEETING OR AUTHORIZATION

ATTENDANCE AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

To: Ben Thanh Tourist Service Corporation

Shareholder name: .....

Legal representative (for organizations): .....

ID card/Passport/Business Registration Certificate No.: ..... issued on..... at.....

Address: ..... Telephone .....

Total number of shares represented and/or owned: ..... shares.

(Shareholders choose one of the two options below, mark the appropriate box)

1. REGISTER TO ATTEND ☐

2. AUTHORIZE THE AUTHORIZED PARTY BELOW ☐

Proxy holder:

ID card/Passport/Business Registration Certificate No.: ..... issued on..... at.....

Address: .....

Telephone: .....

Number of authorized shares: .....

In case shareholders cannot attend and cannot authorize another person, please authorize a member of the Board of Directors of the Company according to the list below:

No.	Name	Position	Mark selection	Number of authorized shares
1	Mr. Le Quy Phu	Chairman of the BOD		
2	Ms. Dang Thi Thi Thanh	BOD' members		
3	Mr. Nguyen Ngoc Hoai Nguyen	BOD' members		
4	Mr. Nguyen Phuoc Bao Anh	BOD' members		
5	Mr. Nguyen Huu Phuoc	BOD' members		

**Note:** Please mark (X) next to the name of the member you choose to authorize; only authorize one person for the entire number of shares owned; if you wish to authorize multiple people, please specify the number of shares authorized for each member.

**Scope of authorization:**

- The proxy holder represents the Authorizer to attend the 2026 Annual General Meeting of Shareholders of Ben Thanh Tourist Service Corporation to exercise all rights and obligations at the General Meeting of Shareholders corresponding to the number of authorized shares.
- We take full responsibility for this authorization and commit to strictly complying with current legal regulations, the provisions of the Company's Charter of Ben Thanh Tourist Service Corporation, and will not have any complaints later.

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**Note:**

- The proxy holder may not authorize their own shares and/or the shares of the authorizer to another person, and must bring their ID card/Passport when attending the meeting.
- This proxy form is only valid when it is a proxy form with the wet signatures of both parties; for authorization from an institutional shareholder, the seal of the authorizing organization is required. In case of authorization to the Board of Directors of Ben Thanh Tourist Service Corporation, the signature of the Board of Directors' members is not required. This proxy form is effective from the date of signing until the end of the 2026 Annual General Meeting of Shareholders of Ben Thanh Tourist Service Corporation.

\_\_\_\_, Date \_\_\_\_ Month \_\_\_\_ Year 2026

**Shareholder/Authorizer**

*(Sign and write full name, affix seal if any)*

**Proxy holder**

*(Sign and write full name, affix seal if any)*



# AGENDA ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026



**Time:** June 5, 2026

**Location:** Conference Hall, 10th Floor, Vien Dong Hotel - No. 275A Pham Ngu Lao, Ben Thanh Ward, Ho Chi Minh City.

No.	CONTENT (*)	TIME
<b>A.</b>	<b>FORMALITIES</b>	
1.	Shareholders register for the 2026 Annual General Meeting of Shareholders.	08:30 - 09:00
2.	Reading the Report on Delegate Eligibility Verification. Opening ceremony.	09:00 - 09:10
3.	<ul style="list-style-type: none"> <li>- Present the Working Regulations, Regulations on nomination, candidacy, and election of the Board of Directors for the Remaining Period of the 2025–2030 term</li> <li>- Present the Agenda for the 2026 Annual General Meeting of Shareholders</li> <li>- Present the List of the Presidium, the Secretariat and Vote Counting Committee</li> </ul>	09:10 - 09:30
4.	<ul style="list-style-type: none"> <li>- Approval of the Working Regulations, Regulations on nomination, candidacy, and election of the Board of Directors for the Remaining Period of the 2025–2030 term</li> <li>- Approval of the Agenda for the 2026 Annual General Meeting of Shareholders</li> <li>- Approval of the List of the Presidium, the Secretariat and Vote Counting Committee</li> </ul>	09:30 - 09:35
<b>B.</b>	<b>CONTENT</b>	
1.	Report of the Board of Directors on 2025 operations and Strategic orientation for the 2026 – 2030 period	09:35 – 09:50
2.	Report on the activities of the Board of Supervisors at the 2026 Annual General Meeting of Shareholders	09:50 – 10:15
3.	Report of the General Director on 2025 business results and 2026 operational plan	10:15 – 10:25
4.	<b>Content of proposals:</b> Proposal on the 2025 audited separate and consolidated financial statements; Proposal on the 2025 profit distribution plan; Proposal on the 2026 business production plan and profit distribution plan; Proposal on remuneration for the Board of Directors, Board of Supervisors and Corporate Governance Officer in 2025 and projected for 2026;	10:25 – 10:30





No.	CONTENT (*)	TIME
	<p>Proposal on the selection of an auditing firm for the 2026 financial statements;</p> <p>Proposal on the amendment and supplementation of the Company's Charter;</p> <p>Proposal on the amendment of the Regulations on Corporate Governance;</p> <p>Proposal on the amendment of the Operating Regulations of the Board of Directors;</p> <p>Proposal on the dismissal and election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term;</p> <p>Proposal on the approval of the list of candidates for the Board of Directors for the Remaining Period of the 2025 – 2030 term.</p> <p>Other matters under the authority of the General Meeting of Shareholders (if any)</p>	
5.	<b>Discussion and voting session</b> <ul style="list-style-type: none"> <li>- The General Meeting discusses</li> <li>- Votes to approve the proposals</li> </ul>	10:30 - 10:50
6.	Break & Vote Counting Committee works.	10:50 – 11:00
7.	<b>Election session</b> <ul style="list-style-type: none"> <li>- Announcement of vote counting results;</li> <li>- Instructions for the election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term;</li> <li>- The General Meeting proceeds with the election.</li> </ul>	11:00 - 11:15
8.	Announcement of the results of the election for additional members of the Board of Directors for the 2025–2030 term	11:15 - 11:20
9.	Members of the Board of Directors for the 2025–2030 term are introduced to the General Meeting.	11:20 - 11:35
10.	<p>The Secretariat reads the draft Minutes of the meeting and the Resolution of the General Meeting of Shareholders;</p> <p>The General Meeting votes to approve the content of the Minutes of the meeting and the Resolution of the General Meeting of Shareholders</p>	11:35 – 12:05
C.	<b>CLOSING</b>	
1	<p>The Chairperson delivers the closing remarks;</p> <p>Declares the conclusion of the Congress and thanks the delegates for attending.</p>	12:05 – 12:10



(\*) The Agenda and Documents for the 2026 Annual General Meeting of Shareholders will be posted, updated, and adjusted (if any) by the Company on the website: <https://benthanhtourist.com/quan-he-co-dong> from May 15, 2026, and printed copies will be sent to Shareholders upon their attendance at the Meeting.

## **BENTHANH TOURIST SERVICE CORPORATION**

Address: 70 Ly Tu Trong Street, Ben Thanh Ward, Ho Chi Minh City

Business Registration Certificate No.: 0301171827, first issued by the Ho Chi Minh City Department of Finance on January 13, 2005, with the 24th amendment dated October 16, 2025.

Tel: (028) 3520 2020 Fax: (028) 3829 5060 Website: [www.benthanhtourist.com](http://www.benthanhtourist.com)

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### **WORKING REGULATIONS ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 BENTHANH TOURIST SERVICE CORPORATION**

#### **Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and accompanying sub-law documents;*
- *Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020;*
- *Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;*
- *Company Charter of BenThanh Tourist Service Corporation;*
- *The Regulations on Corporate Governance of BenThanh Tourist Service Corporation.*

In order to ensure that the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation takes place successfully, the Board of Directors has developed the rules, principles of conduct, and voting procedures at the Meeting for the General Meeting of Shareholders to approve as follows:

#### **1. PURPOSE**

- To ensure that the sequence, principles of conduct, and voting at the Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation take place in accordance with regulations and are successful.
- The Resolutions of the General Meeting of Shareholders represent the unified will of the General Meeting of Shareholders, meeting the aspirations and interests of shareholders and complying with the law.

#### **2. OBJECT AND SCOPE**

- Subjects of application: All shareholders, authorized representatives (proxies) of shareholders currently owning shares of BenThanh Tourist Service Corporation, and guests attending the Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation must abide by and comply with the provisions of these Rules, the Company Charter, and current legal regulations.



- Scope of application: These Rules are used for organizing the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation.

### **3. EXPLANATION OF TERMS/ACRONYMS**

- Company : BenThanh Tourist Service Corporation
- BOD : Board of Directors
- BOS : Board of Supervisors
- BOM : Board of Management
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, authorized representative (proxy)
- Meeting : General Meeting of Shareholders
- Electronic voting : Is the act of a Delegate using devices with Internet connection and performing voting/election through the Electronic voting system as prescribed by the Organizing Committee and notified to the delegate at the time the delegate registers to attend the Meeting.
- Electronic voting system : Is the system used by the Organizing Committee to provide Delegates with tools to exercise relevant rights when attending the General Meeting of Shareholders.

### **4. CONTENT OF THE RULES**

#### **4.1 Conditions for conducting the General Meeting of Shareholders**

- The meeting of the General Meeting of Shareholders shall be conducted when the number of delegates attending the meeting represents over 50% (fifty percent) of the total voting shares.
- In case the first meeting does not meet the conditions for conduct as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the date intended for the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents 33% (thirty-three percent) of the total voting shares or more.
- In case the second meeting does not meet the conditions for conduct as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 30 (thirty) days from the date intended for the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total voting shares of the shareholders attending the meeting.

#### **4.2 Conditions for shareholders to attend the Meeting**

Shareholders with voting rights of the Company according to the list closed on May 8, 2026, have the right to attend the GMS; they may attend in person or authorize their representatives to attend. In case there is more than one authorized representative as prescribed by law, the

specific number of shares for each representative must be determined.

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

- These are management titles of the Company, guests, and members of the Meeting Organizing Committee who are not shareholders of the Company but are invited to attend the Meeting.
- Guests shall not speak at the Meeting (except in cases where they are invited by the Chairperson of the Meeting, or have registered in advance with the Meeting Organizing Committee and received the consent of the Chairperson of the Meeting).

#### **4.4 Delegates attending the Meeting must comply with the following regulations**

- Be punctual, wear polite and formal attire, and comply with security checks (if any), identification documents, etc., as requested by the Meeting Organizing Committee.
- Receive documents and papers serving the Meeting at the reception desk outside the meeting hall.
- Delegates arriving late have the right to register immediately and subsequently have the right to participate and vote at the Meeting. The Chairperson is not responsible for stopping the Meeting to allow late delegates to register for attendance; the results of voting on issues that have been voted on before the delegate arrived will not be affected.
- Keep mobile phones on vibrate or turned off; step outside if a call is necessary.
- Do not smoke and maintain order in the meeting room.
- Comply with the regulations of the Organizing Committee and the Chairperson presiding over the Meeting.
- In case a delegate does not comply with the regulations regarding checks or the aforementioned measures and regulations, the Chairperson, after careful consideration, may refuse or expel the aforementioned delegate from the meeting venue to ensure that the Meeting proceeds normally according to the planned agenda.

#### **4.5 Chairperson and Presidium**

1. The Presidium consists of at least 01 (one) person, including 01 (one) Chairperson and members (if any). The election of the Chairperson is prescribed as follows:
  - The Chairman of the Board of Directors shall act as the chairperson or authorize another Member of the Board of Directors to act as the chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman is absent or temporarily unable to work, the remaining members shall elect one of them to act as the chairperson of the meeting by majority principle. In case a chairperson cannot be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting from among those present, and the person with the highest number of votes shall act as the chairperson of the meeting. Except for the case prescribed in Point a of this Clause, the person signing the notice to convene the General Meeting of Shareholders shall preside over the General Meeting of Shareholders to elect the chairperson of the meeting, and the person with the highest number of votes shall be appointed as the chairperson of the meeting.



2. The Chairperson of the Meeting has the right to take necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.
3. The Chairperson has the right to postpone the General Meeting of Shareholders that has a sufficient number of registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the meeting venue in the following cases:
  - The meeting venue does not have enough convenient seating for all attendees;
  - Information facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote;
  - There are attendees who obstruct or disrupt order, posing a risk that the meeting cannot be conducted fairly and legally.
4. Duties of the Presidium:
  - Preside over the activities of the General Meeting of Shareholders of the Company according to the expected agenda of the Board of Directors that has been approved by the General Meeting of Shareholders;
  - Guide delegates and the Meeting to discuss the contents included in the agenda;
  - Present drafts and conclude necessary issues for the Meeting to vote on;
  - Respond to issues requested by the General Meeting;
  - Resolve issues arising throughout the Meeting.
5. Principles of work of the Presidium: The Presidium works on the principle of collective leadership, democratic centralism, and majority decision-making.

#### **4.6 Meeting Secretary**

- The Chairperson appoints 01 (one) or several persons to act as the Secretary of the meeting.
- Duties and powers:
  - Record the content of the Meeting fully and honestly;
  - Receive registration forms for speeches from delegates;
  - Prepare the Minutes of the meeting and draft the Resolution of the General Meeting of Shareholders;
  - Assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notify shareholders in accordance with the law and the Company Charter.
  - Other tasks as requested by the Chairperson.

#### **4.7 Vote Counting Committee**

- The General Meeting of Shareholders elects 01 (one) or several persons to the Vote Counting Committee at the proposal of the chairperson of the meeting.

- Duties of the Vote Counting Committee:
  - Disseminate principles, regulations, and instructions on voting methods.
  - Count and record voting ballots, prepare vote counting minutes, announce results; transfer the minutes to the Chairperson for approval of the voting results.
  - Promptly notify the secretary of the voting results.
  - Review and report to the Meeting on cases of violation of voting regulations or complaints regarding voting results.

#### **4.8 Delegate Eligibility Verification Committee**

- The Delegate Eligibility Verification Committee of the Meeting consists of at least 02 (two) persons, including 01 (one) Head of Committee and at least 01 (one) member.
- Duties of the Delegate Eligibility Verification Committee:
  - Verify the status and situation of shareholders and shareholder representatives attending the meeting.
  - The Head of the Delegate Eligibility Verification Committee shall report to the General Meeting of Shareholders on the status of shareholders attending the meeting. If the meeting has a sufficient number of shareholders and authorized representatives representing over 50% of the total voting shares, the General Meeting of Shareholders of the Company shall be held.
  - Participate in vote counting for other matters before the Vote Counting Committee is established.

#### **4.9 Speaking at the Meeting**

- Delegates attending the Meeting who wish to express their opinions must obtain the consent of the Chairperson of the Meeting. Delegates shall speak concisely and focus on the key issues to be discussed, in accordance with the meeting agenda approved by the General Meeting, or submit their opinions in writing to the Meeting Secretary for compilation and reporting to the Chairperson.
- The Chairperson of the Meeting shall arrange for delegates to speak in the order of registration, and shall address shareholders' queries at the Meeting or record them for subsequent written response.

#### **4.10 Voting to approve matters at the Meeting**

##### **4.10.1 Principles**

- All matters in the meeting agenda and content must be discussed and voted on publicly by the General Meeting of Shareholders.
- Delegates shall register to attend at the meeting venue specified in the Meeting Invitation sent to all shareholders named in the list of shareholders closed on May 8, 2026. After registering with the Meeting Organizing Committee, delegates will be provided with an account and



password to log in and cast their votes on all matters submitted for voting at the Meeting via electronic voting at the link: [www.ezgsmlfpts.com.vn](http://www.ezgsmlfpts.com.vn).

- If a delegate encounters difficulties during the login and voting/election process, the Meeting Organizing Committee will provide technical support and guidance. Delegates shall carefully check their information and be responsible for their own voting decisions.

#### **4.10.2 Electronic voting**

- Voting method:
  - Delegates shall select one of three voting options: “Approve”, “Disapprove”, or “Abstain” for each matter submitted for voting at the Meeting as configured in the electronic voting system.
  - Thereafter, the Delegate shall confirm the vote for the electronic voting system to record its result.
- Some other regulations when performing electronic voting:
  - In case a Delegate does not complete the voting for all matters according to the Meeting agenda, the unvoted matters shall be considered as the Delegate not having cast a vote on those matters.
  - In case issues arise outside the sent meeting agenda, the Delegate may cast additional votes. If the Delegate does not cast a vote on these arising issues, it shall be considered as the Delegate not having cast a vote on those arising issues.
  - Delegates may change their voting results (but cannot cancel the voting results); this includes the voting results for additional issues arising outside the Meeting agenda. The system only records the vote counting for the final voting result at the time of closing the electronic voting for each voting session as specified in the Rules of Procedure.
  - Rules of Procedure at the 2026 Annual General Meeting of Shareholders.
- Electronic voting time for matters requiring a vote at the Meeting (including: Meeting Agenda; Rules of Procedure at the Meeting; approval of the Chairperson, Vote Counting Committee; Reports and Proposals; Minutes and Resolution of the Meeting):
  - Delegates shall cast their votes from the time they complete the registration procedure until the Organizing Committee announces the end of the electronic voting time for the voting contents.
  - Upon the end of the voting time, the system will not record any further electronic voting results from Delegates.

#### **4.10.3 Voting regulations**

- Every 01 (one) share is equivalent to one voting right. Each attending delegate represents one or more voting rights.

- As of the date of closing the list of shareholders (May 8, 2026), the total number of voting shares of the Company is: 24,956,600 shares, equivalent to 24,956,600 voting rights.
- Matters requiring a vote at the Meeting shall only be approved when approved by shareholders owning over 50% of the total voting shares of all attending shareholders. Specifically, for certain voting matters stipulated in Clause 1, Article 21 of the Company's Charter, the consent of 65% or more of the total voting shares of all attending shareholders is required.
- Note:
  - Shareholders/authorized representatives with related interests do not have the right to vote on contracts and transactions valued at 35% or more of the total value of the Company's assets recorded in the most recent financial statements; these contracts or transactions shall only be approved when shareholders/authorized representatives representing 65% of the remaining total voting shares approve (pursuant to Clause 4, Article 167, Law on Enterprises 2020).
  - Shareholders/authorized representatives of shareholders owning 51% or more of the total voting shares or their affiliated persons do not have the right to vote on contracts and transactions valued at more than 10% of the total value of the Company's assets recorded in the most recent financial statements between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

#### **4.10.4 Recording voting/election results**

- At the Meeting, the General Meeting of Shareholders will approve the Vote Counting Committee.
- The Vote Counting Committee is responsible for aggregating voting ballots for delegates attending in person and performing voting via electronic voting method.
- The Vote Counting Committee will check, aggregate, and report to the Chairperson the vote counting results for each matter according to the meeting agenda. The vote counting results will be announced by the Chairperson immediately before the adjournment of the meeting.

#### **4.11 Supplementary election of the Board of Directors for the Remaining Period of the 2025 - 2030 term**

The election of members of the Board of Directors must be carried out in accordance with the Regulations on the supplementary election of the Board of Directors for the Remaining Period of the 2025 - 2030 term and must be approved by the General Meeting of Shareholders at the meeting.

#### **4.12 Minutes, Resolution of the General Meeting of Shareholders**

All contents at the General Meeting of Shareholders must be recorded by the Meeting Secretary in the Minutes of the General Meeting of Shareholders. The Minutes of the



*Rules of Procedure for the 2026 Annual General Meeting of Shareholders*

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General Meeting of Shareholders must be read and approved before the adjournment of the Meeting.

## **5. Implementation**

- All delegates, authorized representatives, and guests attending the Meeting are responsible for fully complying with the contents stipulated in these Rules, as well as the current regulations, internal rules, management regulations of the Company, and relevant legal provisions.
- The convener of the General Meeting of Shareholders has the right to:
  - Require all attendees to undergo inspection or other lawful and reasonable security measures;  
reasonable measures;
  - Request competent authorities to maintain order at the meeting; expel from the General Meeting of Shareholders those who do not comply with the Chairperson's management authority, intentionally disturb the order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.
- Matters not detailed in these rules shall be uniformly applied in accordance with the provisions of the Company's Charter, the Law on Enterprises 2020, and current legal documents of the State.

*These rules shall take effect immediately after being approved by the General Meeting of Shareholders of the Company.*

### **Recipients:**

- GMS;
- Members of BOD, BOM, BOS;
- Archived: AD, Secretary.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON**







## BENTHANH TOURIST SERVICE CORPORATION

Address: 70 Ly Tu Trong Street, Ben Thanh Ward, Ho Chi Minh City

Business Registration Certificate No.: 0301171827, first issued by the Ho Chi Minh City Department of Finance on January 13, 2005, with the 24th amendment dated October 16, 2025.

Tel: (028) 3520 2020 Fax: (028) 3829 5060 Website: [www.benthanhtourist.com](http://www.benthanhtourist.com)

### **REGULATIONS ON NOMINATION, CANDIDATION, SUPPLEMENTAL ELECTION BOARD OF DIRECTORS TERM FOR THE REMAINING PERIOD OF THE 2025 - 2030 BENTHANH TOURIST SERVICE CORPORATION**

#### **Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019 and accompanying sub-law documents;*
- *Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities passed on December 31, 2020;*
- *Charter on Organization and Operation of BenThanh Tourist Service Corporation;*
- *Internal Regulations on Corporate Governance of BenThanh Tourist Service Corporation.*

The Vote Counting Committee of the General Meeting announces the Regulations on nomination, candidacy, and supplementary election of members of the Board of Directors for the Remaining Period of the 2025 – 2030 term at the 2026 Annual General Meeting of Shareholders of BenThanh Tourist Service Corporation as follows:

#### **I. Definition of terms/abbreviations:**

- Company : BenThanh Tourist Service Corporation
- BOD : Board of Directors
- BOS : Board of Supervisors
- BOM : Board of Management
- GMS : General Meeting of Shareholders
- Delegate : Shareholder, representative (authorized person)

#### **II. Chairperson of the General Meeting:**

The Chairperson of the General Meeting is responsible for presiding over the election, with specific duties as follows:

- Introducing the list of nominations and candidacies for the Board of Directors;
- Supervising the voting and vote counting;
- Resolving complaints regarding the election (if any).

#### **III. Regulations on nomination and candidacy for the Board of Directors:**

- Number of Board of Directors' members: 02 person



*Regulations on Nomination, Candidacy, and Election of the Board of Directors for the Remaining Period of the 2025 – 2030 term*

- 
- |  |             |
|--|-------------|
| - Term:  | 2025 - 2030 |
| - Maximum number of candidates for the Board of Directors: | unlimited   |

**1. Right to nominate and stand for election to the Board of Directors:** *(pursuant to Clause 2, Article 25 of the Charter)*

Shareholders or groups of shareholders holding 10% or more of the total common shares have the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding common shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. Shareholders or groups of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total voting shares are entitled to nominate 1 (one) candidate; from 20% (twenty percent) to less than 30% (thirty percent) are entitled to nominate a maximum of 2 (two) candidates; from 30% (thirty percent) to less than 40% (forty percent) are entitled to nominate a maximum of 3 (three) candidates; from 40% (forty percent) to less than 50% (fifty percent) are entitled to nominate a maximum of 4 (four) candidates; from 50% (fifty percent) to less than 60% (sixty percent) are entitled to nominate a maximum of 5 (five) candidates; from 60% (sixty percent) to less than 70% (seventy percent) are entitled to nominate a maximum of 6 (six) candidates; from 70% (seventy percent) to 80% (eighty percent) are entitled to nominate a maximum of 7 (seven) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) are entitled to nominate a maximum of 8 (eight) candidates. The nomination and candidacy of members of the Board of Directors are detailed in the Internal Regulations on Corporate Governance.

Nominated candidates must meet all the standards set forth in section 2 below.

In case the number of candidates for the Board of Directors through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

In case the number of candidates additionally nominated by the incumbent Board of Directors pursuant to Clause 2 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficient number of candidates for the Board of Directors no later than 05 (five) days before the opening date of the GMS. The Board of Directors shall organize for other shareholders to nominate in accordance with the Company's Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of additional nominations by the incumbent Board of Directors for other shareholders must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

**2. Standards for candidates participating in the Board of Directors:** *Candidates participating in the Board of Directors must fully meet the following standards and conditions (pursuant to Article 155 of the Law on Enterprises 59/2020/QH14, Article 275 of Decree 155/2020/ND-CP, Clause 78, Article 1 of Decree 245/2025/ND-CP)*



*Regulations on Nomination, Candidacy, and Election of the Board of Directors for the Remaining Period of the 2025 – 2030 term*

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- Meeting the standards and conditions as prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company's Charter;
- Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises 59/2020/QH14;
- A member of the Board of Directors of a public company may only simultaneously serve as a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.

**IV. Election principles:**

- Complying with the provisions of the law and the Company's Charter.
- The election is conducted via electronic voting or other electronic forms.
- Members of the vote counting committee must not be named in the list of nominations or self-nominations for the Board of Directors.

**V. Election method:**

- Election method:
  - Implemented via the cumulative voting method: each delegate has a total number of voting rights corresponding to the total number of shares owned or represented multiplied by the number of members to be elected.
  - Attending delegates have the right to accumulate their total voting rights for one or more candidates.
  - Attending delegates access the electronic voting system and proceed with their voting (note that delegates must vote within the electronic voting time specified in the Working Regulations).
  - In case of a mistaken selection: Attending delegates access the electronic voting system and redo their voting (note that delegates must vote within the electronic voting time specified in the Working Regulations).

**VI. Ballot:**

- The ballot (voting paper) is the ballot provided by the Company to the Delegate through the electronic voting system.
- The delegate marks the blank box in the “**Cumulative voting**” box corresponding to that candidate. The system will automatically display the corresponding number of votes for that candidate in the “**Number of votes**” column or the delegate enters the corresponding number of votes for each candidate in the “**Number of votes**” column; the total allocated votes must not exceed the delegate's total valid votes. The system will automatically check and display the allocation results; in case of excess, the system will reject and request the delegate to adjust.
- After entering the ballot, the delegate clicks “**Vote**” to save and send the election results to the system. The delegate has the right to change the election results. The election results are recorded as the election results saved on the system last at the time the electronic voting ends

*Regulations on Nomination, Candidacy, and Election of the Board of Directors for the  
Remaining Period of the 2025 – 2030 term*

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in accordance with regulations.

**Note:**

In case the delegate has both selected the “**Cumulative voting**” box and selected the quantity in the number of votes box, the result is taken according to the number of votes in the “**Number of votes**” box.

- The following ballots shall be considered invalid:
  - The number of candidates that the delegate votes for is greater than the number of Board of Directors’ members approved by the General Meeting of Shareholders;
  - The ballot where the total number of votes for candidates by the delegates is not equal to the total number of permitted votes;
  - The ballot is recorded by the system when the voting time has expired in accordance with regulations.
- For invalid ballots, the electronic voting system will display a warning. The delegate is responsible for adjusting the ballot to be valid. The system does not record invalid ballots and the delegate is considered as not participating in the election through the electronic voting system.
- In case of errors, shareholders can change the election results (but cannot cancel the election results); including the results of supplementary elections for issues arising outside the Agenda of the General Meeting. The online system only records vote counting for the final election results at the time the electronic voting ends for each vote counting round as specified in the working regulations of the General Meeting.
- After the voting ends, the system will automatically record the end of vote counting.
- The vote counting committee is responsible for preparing the vote counting minutes, announcing the results, and together with the Chairperson, resolving shareholders’ inquiries and complaints (if any).

**VII. Principles for selecting candidates for election:**

- The elected candidates are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case there are 02 (two) or more candidates achieving the same number of votes for the final member of the Board of Directors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations approved at the General Meeting of Shareholders or the Company’s Charter.



***Regulations on Nomination, Candidacy, and Election of the Board of Directors for the Remaining Period of the 2025 – 2030 term***

**VIII. Dossier for nomination and candidacy to be elected to the Board of Directors:**

The dossier for candidacy and nomination to be elected to the Board of Directors includes:

- Application for Nomination/Candidacy to be elected to the Board of Directors (as per template).
- Curriculum vitae (according to sample).
- Copies of the following documents: Citizen Identity Card/Passport.
- Certificates of educational and professional Qualification (If any).
- Confirmation of share ownership percentage of the shareholder/group of shareholders (in case the shareholder is not named in the list of shareholders as of May 8, 2026).
- Other documents as prescribed by the Law on Enterprises, the Company Charter, legal regulations, and relevant guiding documents (If any).

The nominator for the Board of Directors shall be responsible before the law and the General Meeting of Shareholders for the accuracy and honesty of the content in their dossier.

Please send the dossier to BenThanh Tourist Service Corporation before 17:00 on May 26, 2026, to the following address:

**Office of BenThanh Tourist Service Corporation**

**Address:** 70 Ly Tu Trong, Ben Thanh Ward, Ho Chi Minh City

**Telephone:** (028) 3520 2020

**Fax:** (028) 3829 5060

The above is the entire Regulation on the election of additional Members of the Board of Directors for the Remaining Period of the 2025 – 2030 term at the 2026 Annual General Meeting of Shareholders of Ben Thanh Tourist Service Corporation, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

**This Regulation shall take effect immediately after being approved by the General Meeting of Shareholders.**

**ON BEHALF OF THE BOARD OF DIRECTORS**

**Recipients:**

- GMS;
- Member of BOD, BOM, BOS;
- Archived: AD, Secretary.

**CHAIRPERSON**  
  
**LE QUY PHU**



## **REPORT OF THE BOARD OF DIRECTORS ON 2025 OPERATIONS AND STRATEGIC ORIENTATION FOR THE 2026 – 2030 PERIOD**

**To: The 2026 Annual General Meeting of Shareholders  
BenThanh Tourist Service Corportion**

*Pursuant to the Report dated March 31, 2026, of the General Director of BenThanh Tourist Service Corportion on the business performance results in 2025 and Strategic orientation for the 2026 – 2030 period.*

The Board of Directors of BenThanh Tourist Service Corportion (BenThanh Tourist) respectfully submits this report to the Shareholders regarding the operational status of the Board of Directors in 2025 and Strategic orientation for the 2026 – 2030 period as follows:

### **I. GENERAL SITUATION**

According to statistics from the Vietnam National Authority of Tourism, Vietnam's tourism industry achieved a record breakthrough with over 21 million international visitors, an increase of 20.9% compared to the same period in 2024, far exceeding 2019. Notably, the ceremony to welcome the 20 millionth international visitor was held in the Phu Quoc special economic zone. This is the first time in its 65 years of formation and development that the tourism industry has reached the milestone of 20 million international visitors in a single year. This not only affirms the position and prestige of Vietnam's tourism on the world map but also reflects the process of market diversification, aiming to attract high-spending, long-stay customer segments, thereby contributing to realizing the goal of reaching VND 1,000,000 billion in tourism revenue in 2025.

This is a significant opportunity for travel and tour operations companies, including BenThanh Tourist Service Corportion, to increase their presence and competitiveness in the market.

However, in the context of the global economy facing many risks (low economic growth, trade tensions, tariff challenges, disrupted global supply chains, etc.). Alongside global economic difficulties combined with climate change such as natural disasters and floods as a challenge directly affecting the tourism industry, this may reduce the source of international visitors to Vietnam due to customers tightening their spending, decreased demand for travel, or increased investment costs for tourism, leading to a decline in tourism industry profits.

Based on an assessment of the industry's favorable conditions and challenges, the Board of Directors has strengthened its oversight and partnered with the Board of Management to develop a realistic business plan, enhance cost control, and focus on maintaining and

*Documents for the 2026 Annual General Meeting of Shareholders*



developing traditional customer markets, while also aggressively seeking growth opportunities in the tourism service sector combined with the growth of ancillary services. Furthermore, the Board acknowledges the proactive and flexible spirit of the Board of Management in implementing key tasks in 2025 and requests that the Board of Management continue to develop and implement more breakthrough solutions to effectively capitalize on market opportunities and improve business results in the coming years.

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

### 1. Personnel of the Board of Directors

The Board of Directors of BenThanh Tourist Service Corporation, for the 2025 – 2030 term, consists of 05 members, including 01 Chairman of the Board of Directors and 04 Members of the Board of Directors. Specifically as follows:

No.	Board of Directors' members	Position	Start date/End date as Board of Directors' member/Chairman of the Board of Directors	
			Date of appointment	Date of dismissal
1	Ms. Dang Thi Thi Thanh	Chairman Board of Directors	Appointment Board of Directors' member and Chairman of the Board of Directors 26/06/2025	Dismissal of Chairman of the Board of Directors 01/04/2026
2	Mr. Nguyen Ngoc Hoai Nguyen	Member Board of Directors - General Director	Appointment Board of Directors' member 26/06/2025	-
3	Mr. Nguyen Phuoc Bao Anh	Member Board of Directors - Deputy General Director	Appointment Board of Directors' member 26/06/2025	-
4	Mr. Le Quy Phu	Member Board of Directors	Appointment Board of Directors' member 26/06/2025 and Chairman of the Board of Directors 01/04/2026	-
5	Mr. Nguyen Huu Phuoc	Member Board of Directors	Appointment Board of Directors' member 26/06/2025	-

6	Mr. Tran Xuan Anh	Chairman Board of Directors	Appointment Board of Directors' member and Chairman of the Board of Directors 17/12/2024	Dismissal of Board of Directors' member and Chairman of the Board of Directors 26/06/2025
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## 2. Meetings of the Board of Directors:

No.	Board of Directors' member	Number of meetings Board of Directors attended	Meeting attendance rate	Reasons for not attend meeting
1	Ms. Dang Thi Thi Thanh	10/10	100%	-
2	Mr. Nguyen Ngoc Hoai Nguyen	10/10	100%	-
3	Mr. Nguyen Phuoc Bao Anh	10/10	100%	-
4	Mr. Le Quy Phu	01/10	25%	Appointed on 26/06/2025, authorized to Mr. Nguyen Huu Phuoc
5	Mr. Nguyen Huu Phuoc	4/10	40%	Appointed on 26/06/2025
6	Mr. Tran Xuan Anh	6/10	60%	Relieved of duty on 26/06/2025

## 3. Oversight activities of the Board of Directors over the Board of General Directors:

The year 2025 recorded a spectacular breakthrough for the Vietnamese tourism industry with many positive support policies such as visa policies, promotion of destination image, and being consecutively honored by international tourism organizations. In that context, BenThanh Tourist Service Corporation has timely seized opportunities to increase brand awareness and consolidate superior competitive capacity in the travel market.

The Board of Directors has performed its oversight role, partnering with the Board of Management to closely monitor actual developments to implement a flexible business plan. The focus of management was concentrated on optimizing costs, while simultaneously executing two goals: maintaining traditional customer markets and aggressively seeking new opportunities from the tourism and travel service sector.



The Board of Directors acknowledges the proactive and flexible spirit of the Board of Management in implementing the tasks assigned in 2025.

**4. Resolutions/Decisions of the Board of Directors in 2025.**

No.	Resolution/Decision	Date	Content	Approval rate
1	01/NQ-HĐQT	29/04/2025	- Extension of the time for holding the 2025 annual General Meeting of Shareholders	100%
2	02/NQ-HĐQT	29/04/2025	- Approval of the separate Financial Statements and consolidated Financial Statements for 2024 which have been audited	100%
3	03/2025/NQ-HĐQT	13/05/2025	- Approval of being granted a credit limit at Joint Stock Commercial Bank for Foreign Trade of Vietnam – Ho Chi Minh City Branch (VCB HCM)	100%
4	04/NQ-HĐQT	13/05/2025	- The Board of Directors agreed on the record date for exercising the right to attend the 2025 annual General Meeting of Shareholders as 06/02/2025 - The Board of Directors agreed on the time for holding the 2025 annual General Meeting of Shareholders as 26/06/2025	100%
5	05/NQ-HĐQT	13/05/2025	- The Board of Directors agreed to assign Mr. Nguyen Ngoc Hoai Nguyen - General Director of the Company to evaluate the actual situation of implementing the above plan to prepare documents to submit to the 2025 General Meeting of Shareholders for consideration and approval and to implement necessary procedures in accordance with the provisions of the law and the Company's Charter - The Board of Directors agreed to develop the 2025 business plan	100%
6	06/2025/NQ-HĐQT	05/06/2025	- The Board of Directors approved the agenda and content of documents for the 2025 annual General Meeting of Shareholders	100%

			- The Board of Directors authorized the Chairman of the Board of Directors to adjust and supplement the agenda and content of documents for the 2025 annual General Meeting of Shareholders (if any)	
7	06A/2025/NQ-HĐQT	16/06/2025	- Approval of increasing the credit limit at Vietcombank from VND 50 billion to VND 70 billion	100%
8	07/NQ-HĐQT	18/06/2025	- Re-appointment of Mr. Nguyen Quoc Dung to the position of Deputy General Director of BenThanh Tourist Service Corporation	60%
9	08/NQ-HĐQT	18/06/2025	- Agreed to approve the preparation work for the 2025 annual General Meeting of Shareholders (held on 26/06/2025 at Vinh Sang Tourist Area)	100%
10	08/2025/NQ-HĐQT	26/06/2025	- Agreed to elect Ms. Dang Thi Thi Thanh as Chairman of the Board of Directors of BenThanh Tourist Service Corporation for the 2025-2030 term.	100%
11	09/NQ-HĐQT	16/09/2025	- Agreed to approve the general policy on investment in repair and renovation of Vien Dong Hotel.	100%
12	10/NQ-HĐQT	16/09/2025	- Agreed according to the remuneration level implemented in accordance with the Resolution of the 2025 annual General Meeting of Shareholders	100%
13	11/NQ-HĐQT	16/09/2025	- Agreed to approve the signing of the Appendix to the labor contract for management level	100%
14	12/NQ-HĐQT	16/09/2025	<ul style="list-style-type: none"> <li>- Agreed to accept the resignation of Ms. Dang Thi Thi Thanh from the concurrent positions as follows, effective from 30/9/2025:</li> <li>• Director of the Branch of BenThanh Tourist Service Corporation - Vien Dong Hotel according to Decision No. 32/QĐ-DLBT dated 30/03/2020.</li> <li>• Capital Representative of BenThanh Tourist Service Corporation at BenThanh - Phu Xuan Tourism LLC;</li> </ul>	100%



			<p>the position is Member of the Member's Council according to Resolution No. 16/2016/NQ-HĐQT dated 29/11/2016.</p> <ul style="list-style-type: none"> <li>• Capital Representative of BenThanh Tourist Service Corporation at BenThanh Dong Khoi Boutique Hotel Limited Liability Company pursuant to Resolution No. 02/2021/NQ-HĐQT dated 08/03/2021.</li> </ul>	
15	13/NQ-HĐQT	16/09/2025	- Unanimously authorize the Chairman of the Board of Directors to re-sign the Decision/Resolution on the appointment of the General Director, with an appointment term of 05 years for the 2025–2030 tenure.	100%
16	14/NQ-HĐQT	16/09/2025	- Re-appointment of the General Director – Legal Representative of the Company.	100%
17	15/NQ-HĐQT	01/12/2025	<ul style="list-style-type: none"> <li>- Approval of the issuance of a bid bond at Military Commercial Joint Stock Bank (MB) - North Saigon Branch, with a guarantee value of 112,500,000 VND.</li> <li>- Designation of the representative of BenThanh Tourist Service Corporation to sign contracts, documents, and records with the Bank.</li> </ul>	100%
18	16/NQ-HĐQT	24/12/2025	<ul style="list-style-type: none"> <li>- Approval of borrowing capital at the Joint Stock Commercial Bank for Investment and Development of Vietnam (BIDV) - Ho Chi Minh City Branch.</li> <li>- Approval of loan security measures.</li> <li>- Designation of the representative of BenThanh Tourist Service Corporation to negotiate, discuss, approve, and sign contracts with the Bank.</li> </ul>	100%

**5. Remuneration, operating expenses, and other benefits of the Board of Directors and each Member of the Board of Directors in accordance with Clause 3, Article 163 of the Law on Enterprises and the Company's Charter:**

Remuneration and other benefits of the Board of Directors in 2025 are detailed in Section 7, Part of the Notes to the 2025 Audited Financial Statements (pages 43 and 44).

**6. *Summary of the Meetings of the Board of Directors and the decisions of the Board of Directors:***

Over the past year, the Company's Board of Directors organized 10 Meetings of the Board of Directors to direct and guide the Company's development; these meetings were conducted in accordance with the procedures and formalities stipulated by the Company's Charter and the Law on Enterprises to resolve arising issues in a timely manner.

The summary of the Meetings of the Board of Directors and the Resolutions/Decisions of the Board of Directors are presented in the 2025 Report on Corporate Governance, which has been disclosed on the Company's website in accordance with legal regulations.

Minutes of the Meetings of the Board of Directors were fully prepared, ensuring compliance with legal regulations; records and documents were fully sent to the Board of Directors' members attending the meeting for reference and prior study in accordance with the Company's Charter.

**7. *Evaluation of the Board of Directors' activities regarding the performance of the Board of General Directors and other executives:***

The Board of Directors performs oversight and directs the Board of General Directors through resolutions, decisions, and periodic meetings. The Chairman of the Board of Directors participates in briefing meetings and several important meetings of the Company.

In 2024, the Board of General Directors was proactive and flexible in closely following the Resolutions of the Board of Directors, implementing the Company's business activities in accordance with the resolutions of the General Meeting of Shareholders and the resolutions and decisions of the Board of Directors.

The Board of Directors highly appreciates the efforts of the Board of General Directors in 2025, which proactively implemented many positive solutions that brought high efficiency to the Company's business operations.

The Board of General Directors has been flexible and actively kept abreast of market conditions to propose reasonable and effective solutions in management and business operations, thereby helping the Company exceed its set targets.

**8. *Report on transactions between the Company, Company's subsidiaries, companies which the Company control with over 50% of Charter capital, and members of the Board of Directors and their affiliated persons; transactions between the Company and companies in which a member of the Board of Directors is a founding member or a business manager within the 03 most recent years prior to the Time of transaction:***

Transactions between the Company and the aforementioned entities were conducted in accordance with legal regulations, fully disclosed as required, and listed in the 2025 Audited Financial Statements, the 2025 Report on Corporate Governance, and the 2025 Annual Report of the Company.

**III. STRATEGIC ORIENTATION FOR THE 2026 – 2030 PERIOD**



### ***1. Situation forecast***

The global situation is forecasted to continue to be complex and unpredictable; global economic growth, trade, and investment continue to trend downward. The Vietnamese economy faces both advantages and continues to suffer from the "dual negative impact" of unfavorable external factors and internal limitations and inadequacies; opportunities, advantages, and difficulties and challenges are intertwined. Difficulties and challenges are more prevalent, especially in implementing solutions for macroeconomic management, which requires both controlling inflation and promoting growth.

### ***2. Key tasks***

Strive to exceed the annual revenue and profit before tax targets set by the General Meeting of Shareholders.

Continue to strive to maintain the prestige, service quality, and brand position in the tourism market.

Minimize interest expenses, coordinate to urge debt collection, balance cash flow and capital sources, ensure efficient use of capital, and strengthen forecasting and prevention of risks regarding exchange rate differences in business transactions using foreign currency.

Strictly control operating costs at the Company, Branches, and travel offices to optimize business efficiency for the Company.

### ***3. Strategic orientation for the 2026-2030 period***

Consolidate and develop human resources: training to improve customer service skills, adapting to modern tourism trends; Invest in and renovate facilities in the Restaurant – Hotel sector, applying technology in management and marketing; Strengthen linkages between travel, hotel, transport, and destination enterprises to form a synchronized service supply chain; Diversify products, enhance experiences, and retain customers.

Limit risks in business operations: Diversify customer markets, reduce dependence on a single market or segment; Strengthen financial risk management, cost control, and efficient use of capital; Ensure service quality as well as maximum safety for tourists.

Closely follow reality and new market trends: research and build new tourism products to meet all needs of customer segments; promote the application of technology and digital marketing in promoting, selling tourism products, and customer care; Link tourism development with resource and nature conservation, preserving culture, and bringing long-term benefits to the community.

#### **3.1 Regarding the travel sector**

Diversify the customer market, focusing on aggressively exploiting the domestic customer market and stable international markets.

Develop flexible tourism products that align with trends for short-term travel, cost-saving, and specialized experiences.

Promote the application of technology and digital marketing in promoting and selling tourism products and customer care.

Strengthen linkages with airlines, hotels, and destinations to optimize costs and enhance competitiveness with new tourism products that attract all customer segments.

#### **3.2 Regarding the hotel and restaurant sector**



Enhance service quality and customer experience, creating differentiation to attract and retain customers.

Optimize operating costs, strictly control energy, material, and labor costs.

Diversify customer sources such as group tours, conference-seminar guests, domestic guests, and business travelers.

Promote promotional programs and service linkages with travel agencies and online booking platforms.

Promptly submit plans for repair, investment, and renovation of Vien Dong Hotel to meet business operational needs and ensure maximum safety for customers.

### **3.3 Regarding the real estate leasing sector**

Develop flexible leasing policies suitable for market conditions to maintain the occupancy rate of vacant premises.

Focus on selecting and retaining tenants with strong brands and stable operations to enhance the efficiency of space utilization.

Improve the quality of facilities and support services, creating a favorable business environment for tenants.

Diversify supply sources and partners to limit the risk of supply chain disruption.

Control inventory reasonably, ensuring a balance between supply, demand, and cash flow.

Perfect legal procedures to implement necessary measures for debt recovery in accordance with regulations.

Review the legal status of premises to ensure business safety.

### **3.4 Professional rooms**

Review performance evaluation indicators for employees across the entire system. Develop KPI targets for each individual and department to evaluate work completion efficiency, including indicators for debt collection urging and quarterly periodic debt confirmation.

Continue working with the Equitization Steering Committee on procedures to determine state capital to complete the transformation settlement.

Promote the application of technology, upgrade Bravo software, and update new ISO standards in business operations to optimize efficiency, reduce time, and enhance resources in management.

## **IV. CONCLUSION**

The global political and economic situation contains many unstable and unpredictable factors, while the policies and solutions of the Vietnamese government and market developments also significantly affect the Company's strategy and business plan. Therefore, the Board of Directors and the Board of Management will make specific assessments and propose adjustments to the annual business plan to suit the actual situation for the Board of Directors to submit to the Shareholders at the annual General Meeting of Shareholders.



The above is the report on the operational status of the Board of Directors and the strategic orientation for the 2026-2030 period of the Company. The Board of Directors respectfully submits this to the Shareholders for consideration and approval.

Respectfully submitted./.

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



**LE QUY PHU**





**BEN THANH TOURIST  
JOINT STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence – Freedom – Happiness**  
*Ho Chi Minh City, May 01, 2026*

**REPORT**  
**ACTIVITIES OF THE SUPERVISORY BOARD**  
**AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;*

*Pursuant to the authority and responsibilities of the Supervisory Board as stipulated in the Charter of Ben Thanh Tourist Joint Stock Company;*

*Pursuant to the Audited Financial Statements for fiscal year 2025 of Ben Thanh Tourist JSC, audited by RSM Vietnam Auditing and Consulting Co., Ltd., dated March 25, 2026.*

The Supervisory Board of Ben Thanh Tourist JSC hereby reports to the Annual General Meeting of Shareholders the results of its inspection and supervisory activities in 2025 and the work plan for 2026, with the following main contents:

**I. ACTIVITIES OF THE SUPERVISORY BOARD IN 2025:**

In 2025, the membership of the Supervisory Board (SB) changed due to the election of new SB members for the 2025–2030 term. The number of SB members is three (03), in compliance with the Company Charter, as follows:

No.	From 01/01/2025 to 26/06/2025	From 26/06/2025 to 31/12/2025
01	Mr. Nguyen Minh Hung	Ms. Than Huynh Kim Thuy
02	Mr. Nguyen Hoang Anh	Ms. Nguyen Thuy Hong Hanh
03	Mr. Thai Minh Duy	Mr. Thai Minh Duy

In 2025, the Supervisory Board was provided favorable conditions by the Board of Directors and the Management Board for its inspection, supervision activities, and participation in Board of Directors meetings.

During the period, the Supervisory Board held meetings and carried out the following activities:

- Monitored the activities of the Board of Directors and the Management Board regarding the implementation of resolutions from the 2025 Annual General Meeting of Shareholders; proposed the selection of an independent auditing firm to audit the 2025 Financial Statements.
- Reviewed the Financial Statements; analyzed and assessed the Company's financial position at the 6-month and full-year 2025 milestones. The SB coordinated with functional departments to periodically inspect business operations at the Company's units and branches.



- Supervised the disclosure of information in compliance with regulatory requirements to ensure transparency in the Company's information disclosure and to protect shareholders' interests.

### 1. Supervision of the Board of Directors (BOD):

In 2025, the Board of Directors underwent changes due to the election of new BOD members for the 2025–2030 term. The number of BOD members is five (05), in compliance with the Company Charter, as follows:

No.	From 01/01/2025 to 26/06/2025	From 26/06/2025 to 31/12/2025
01	Mr. Nguyen Xuan Anh	Ms. Dang Thi Thi Thanh
02	Ms. Dang Thi Thi Thanh	Mr. Nguyen Ngoc Hoai Nguyen
03	Mr. Nguyen Ngoc Hoai Nguyen	Mr. Le Quy Phu
04	Mr. Dang Thanh Hai	Mr. Nguyen Phuoc Bao Anh
05	Mr. Nguyen Phuoc Bao Anh	Mr. Nguyen Huu Phuoc

Ms. Dang Thi Thi Thanh assumed the position of Chairwoman of the Board of Directors effective June 26, 2025, following the election results of the Board of Directors.

The BOD fulfilled its governance responsibilities, supervised and guided the Management Board in implementing the 2025 AGM resolutions and BOD resolutions; complied with the Law on Enterprises, the Law on Securities, the Company Charter and applicable regulations.

In 2025, the Board of Directors issued a total of 18 Resolutions, as follows:

No.	Resolution No.	Date	Content
1	01/NQ-BOD	29/04/2025	Extension of time for organizing the 2025 Annual General Meeting of Shareholders
2	02/NQ-BOD	29/04/2025	Approval of the audited Separate and Consolidated Financial Statements for fiscal year 2024
3	03/2025/NQ-BOD	13/05/2025	Approval of a credit limit at Vietcombank – Ho Chi Minh City Branch. Total limit: VND 50 billion
4	04/NQ-BOD	13/05/2025	Approval of the record date for shareholder registration to attend the 2025 AGM (June 02, 2025) and the AGM date (June 26, 2025 at Vinh Sang Tourist Area)
5	05/NQ-BOD	13/05/2025	Authorized CEO Nguyen Ngoc Hoai Nguyen to assess actual plan

			implementation for AGM 2025 documents; approved the 2025 business plan
6	06/2025/NQ-BOD	05/06/2025	Approval of agenda and materials for the 2025 AGM; authorized the BOD Chairperson to adjust/supplement materials if necessary
7	06A/2025/NQ-BOD	16/06/2025	Approval of credit limit increase at Vietcombank from VND 50 billion to VND 70 billion
8	07/NQ-BOD	18/06/2025	Re-appointment of Mr. Nguyen Quoc Dung as Deputy CEO of Ben Thanh Tourist JSC
9	08/NQ-BOD	18/06/2025	Approval of preparations for the 2025 AGM (held June 26, 2025 at Vinh Sang Tourist Area)
10	08/2025/NQ-BOD	26/06/2025	Election of Ms. Dang Thi Thi Thanh as Chairwoman of the BOD of Ben Thanh Tourist JSC for the 2025–2030 term
11	09/NQ-BOD	16/09/2025	Approval of the general plan to renovate and upgrade Vien Dong Hotel
12	10/NQ-BOD	16/09/2025	Approval of remuneration in accordance with the 2025 AGM Resolution
13	11/NQ-BOD	16/09/2025	Approval of labor contract addendums for management-level employees
14	12/NQ-BOD	16/09/2025	Acceptance of Ms. Dang Thi Thi Thanh's resignation from concurrent positions effective September 30, 2025 (Director of Vien Dong Hotel Branch, Capital Representative at Ben Thanh – Phu Xuan Travel LLC, Capital Representative at Ben Thanh Dong Khoi Boutique Hotel LLC)
15	13/NQ-BOD	16/09/2025	Authorization of the BOD Chairperson to re-issue the CEO appointment decision with a 5-year term for the 2025–2030 tenure
16	14/NQ-BOD	16/09/2025	Re-appointment of Mr.



			Nguyen Ngoc Hoai Nguyen as CEO and Legal Representative of the Company
17	15/NQ-BOD	01/12/2025	Approval of tender guarantee issuance at MB Bank – Bac Sai Gon Branch, guarantee value VND 112,500,000; designation of Company representative for signing
18	16/NQ-BOD	24/12/2025	Approval of loan at BIDV – Ho Chi Minh City Branch; approval of loan collateral measures; designation of Company representative for negotiation and signing

BOD meetings, minutes preparation, opinion ballots, ballot count records, and the issuance of BOD resolutions were conducted in compliance with applicable laws and the Company Charter.

The BOD regularly supervised, coordinated, and supported the Management Board in implementing AGM resolutions.

## 2. Supervision of the Management Board:

As of December 31, 2025, the Management Board comprised four (04) members:

- Mr. Nguyen Ngoc Hoai Nguyen – Chief Executive Officer
- Ms. Dang Thi Thi Thanh – Deputy CEO
- Mr. Nguyen Phuoc Bao Anh – Deputy CEO
- Mr. Nguyen Quoc Dung – Deputy CEO
- Mr. Nguyen Van Ngoc – Chief Accountant

All Management Board members were appointed in accordance with applicable regulations and the Company Charter.

During the year, the Management Board implemented business operations in close alignment with the 2025 AGM Resolution, executed BOD resolutions and decisions, and complied with applicable laws and the Company Charter.

The Management Board maintained regular coordination meetings with the office block, travel block, restaurant and hotel block, and Company branches; meeting topics focused on problem-solving measures, market intelligence, development of the Mekong Delta tourism market, event organization services development, and flexible business management.

Business activities across all segments saw balanced revenue development. Revenue from each business segment — travel, hotels, commerce, and real estate — all grew compared to 2024. Of these, the travel segment continued to serve as the core pillar sustaining the BenThanhTourist brand.

### 3. Implementation of the 2025 AGM Resolution:

#### Consolidated Report:

Unit: VND

Indicator	2025 Plan	2025 Actual	% Actual/Plan
Total Revenue	1,079,305,000,000	1,221,333,226,944	113.2%
Profit Before Tax	33,552,000,000	34,063,438,966	101.5%

#### Separate Report:

Unit: VND

Indicator	2025 Plan	2025 Actual	% Actual/Plan
Total Revenue	1,075,000,000,000	1,225,644,722,937	114.01%
Profit Before Tax	30,000,000,000	37,556,111,140	125.19%

In 2025, the BOD, Management Board, and all employees made great efforts to achieve revenue and profit exceeding the assigned plan. Specifically, the Company surpassed its revenue plan by 14% and its pre-tax profit plan by 25.19% (per Resolution No. 01/2025/NQ-BOD dated June 26, 2025). Revenue increased by VND 44.38 billion (equivalent to 3.8%) compared to 2024. However, pre-tax profit in 2025 decreased by VND 1.79 billion (equivalent to 4.56%) compared to 2024.

In 2025, the Company recognized land rental expenses of VND 7,982,810,234, due to a 30% reduction in state land tax for 2024 (per Decision No. 6718/QĐ-TP.HCM dated August 20, 2025) and a 30% reduction for 2025 (per Decision No. 14642/QĐ-TP.HCM dated December 23, 2025).

In 2025, the Company amortized goodwill of VND 1,387,673,421.

In 2025, the Company received dividend income totaling VND 5,408,668,600, of which: Ben Thanh – Phu Xuan Travel LLC: VND 4,333,000,000; Ben Thanh Commercial Manufacturing JSC: VND 577,500,000; and Hue Tourism JSC: VND 498,168,600.

In 2025, the Company additionally provisioned for bad debts of VND 2,675,563,000 and reversed debt provisions of VND 422,474,370, bringing the total provision balance as of December 31, 2025 to VND 14,215,688,938.

In 2025, the Company recognized other income from overdue receivables of VND 439,058,951.

#### Condensed Balance Sheet as of December 31, 2025:

Unit: VND

Indicator	Consolidated 31/12/2025	Consolidated 01/01/2025	Parent Co. 31/12/2025	Parent Co. 01/01/2025
A. Total Assets	523,112,358,808	481,771,839,189	547,127,048,408	502,537,536,714
I. Current Assets	353,338,498,224	305,343,107,938	351,055,355,173	303,403,259,265
Cash & Equivalents	43,326,149,751	21,802,858,876	41,121,890,944	19,943,119,203
Short-term Financial Investments	43,500,000,000	39,500,000,000	43,500,000,000	39,500,000,000
Short-term	217,930,888,034	199,046,693,450	217,928,888,034	199,044,693,450



Receivables				
Inventories	37,406,139,865	40,514,306,363	37,406,139,865	40,514,306,363
Other Current Assets	11,175,320,574	4,479,249,249	11,098,436,330	4,401,140,249
2. Non-current Assets	169,773,860,584	176,428,731,251	196,071,693,235	199,134,277,449
<b>B. Total Capital</b>	<b>523,112,358,808</b>	<b>481,771,839,189</b>	<b>547,127,048,408</b>	<b>502,537,536,714</b>
<b>1. Liabilities</b>	<b>260,878,389,830</b>	<b>246,944,638,798</b>	<b>260,309,688,672</b>	<b>246,466,842,772</b>
Current Liabilities	230,205,323,001	214,098,843,748	229,636,621,843	213,621,047,722
Non-current Liabilities	30,673,066,829	32,845,795,050	30,673,066,829	32,845,795,050
<b>2. Owners' Equity</b>	<b>262,233,968,978</b>	<b>234,827,200,391</b>	<b>286,817,359,736</b>	<b>256,070,693,942</b>
Charter Capital	250,000,000,000	250,000,000,000	250,000,000,000	250,000,000,000
Treasury Shares	(911,400,000)	(911,400,000)	(911,400,000)	(911,400,000)
Development Investment Fund	4,635,810,142	4,635,810,142	4,635,810,142	4,635,810,142
Undistributed Retained Earnings	8,509,558,836	(18,897,209,751)	33,092,949,594	2,346,283,800
+ Prior period	(18,897,209,751)	(44,905,640,878)	2,346,283,800	(29,739,692,444)
+ Current period	27,406,768,587	26,008,431,127	30,746,665,794	32,085,976,244

### Key Financial Ratios (Parent Company Report):

No.	Indicator	Unit	31/12/2025	31/12/2024
1	Return on Equity (ROE)	%	11.6	13.6
2	Return on Assets (ROA)	%	6	6.78
3	Current Ratio	Times	1.53	1.42
4	Quick Ratio	Times	1.37	1.23
5	Current Assets / Total Assets	%	64.2	60.4
6	Non-current Assets / Total Assets	%	35.8	39.6
7	Total Liabilities / Total Capital	%	47.6	49.0
8	Borrowings / Owners' Equity	%	41.37	34.91
9	Owners' Equity / Total Capital	%	52.4	51.0
10	Total Liabilities / Owners' Equity	Times	0.91	0.96

### Comments:

Liquidity indicators improved through higher payment ratios and a structural shift toward current assets, ensuring the ability to settle due obligations. However, current assets are predominantly short-term receivables, which have shown an increasing trend and account for 50.7% of current assets, creating pressure on cash flow and posing collection risk.

Debt ratios remain at safe levels; borrowings consist primarily of short-term working capital loans and guarantee issuances for business operations. However, borrowings have increased and now constitute the largest component of total liabilities, increasing pressure on principal and interest cash outflows.

The Company's profitability has declined slightly, but the Company maintains its ability to generate profit.

#### 4. Profit Distribution Plan for 2025:

Pursuant to Resolution No. 01/2025/NQ-AGM dated June 26, 2025, the 2025 profit distribution plan is as follows:

Unit: VND

No.	Indicator	2025 Plan
1	Total Revenue	1,075,000,000,000
2	Profit Before Tax	30,000,000,000
3	Undistributed After-tax Profit	25,614,283,800
4	Remuneration & Operating Fund for BOD, SB	732,000,000
5	Dividend Rate / Charter Capital	8%

In fiscal year 2025, the Company's after-tax profit was VND 31,478,665,794. The Company appropriated remuneration and BOD/SB operating funds of VND 732,000,000 in accordance with the Resolution. Undistributed after-tax profit as of December 31, 2025 was VND 33,092,949,594.

Since undistributed after-tax profit exceeds VND 20,000,000,000 and cash and cash equivalents (separate financial statements) as of December 31, 2025 amounted to VND 41,121,890,944, the Company is able to pay dividends at the rate of 8% as stipulated in the Resolution.

#### 5. Review of the 2025 Financial Statements:

Upon review, the Supervisory Board concurs with the audit opinion of RSM Vietnam Auditing and Consulting Co., Ltd., as stated in the Auditor's Report on the Separate and Consolidated Financial Statements for fiscal year 2025, dated March 25, 2026.

#### 6. Information Disclosure:

Information disclosure activities in 2025 were conducted fully and within the deadlines required by the regulatory authority for public companies.

#### 7. Report on Transactions Between the Company, Subsidiaries, Companies Controlled by the Company (>50% Charter Capital) and BOD Members and Their Related Parties; Transactions Between the Company and Companies Where BOD Members Were Founding Members or Managers Within the Past Three Years:

Transactions between the Company and the aforementioned parties were conducted in compliance with applicable laws, disclosed fully in accordance with regulations, and listed in the 2025 Audited Financial Statements, the 2025 Corporate Governance Report, and the Company's 2025 Annual Report.



## II. RECOMMENDATIONS:

Based on its inspection and supervision of the Company's business operations in 2025, the Supervisory Board makes five (05) recommendations:

1. The Company should coordinate with Ben Thanh Corporation and relevant municipal departments to submit to the Ho Chi Minh City People's Committee for approval the finalization of the equitization process into a joint stock company.
2. The Company should continue to complete legal procedures regarding land lease contracts for premises assigned at the time of equitization, in order to stabilize business costs.
3. The Board of Directors and Management Board should focus on solutions for recovering outstanding receivables in accordance with regulations, and strengthen risk management for accounts receivable to ensure timely and full debt collection and prevent capital appropriation.
4. The Board of Directors and Management Board should review, supplement, and adjust internal regulations, policies, and procedures to align with current laws and business conditions, and enhance monitoring of compliance with the above.
5. The Board of Directors and Management Board should restructure capital contribution investments and improve the efficiency of capital utilization.

## III. SUPERVISORY BOARD WORK PLAN FOR 2026:

- Continue to fulfill the supervisory function over management and operational activities of the Board of Directors and the CEO regarding compliance with state laws, the Company Charter, and AGM resolutions.
- Review the reasonableness and accuracy of the annual business operation report and financial statements.
- Attend Board of Directors meetings to stay updated on the Company's business operations in a timely manner (where deemed necessary).

Dear Shareholders, the foregoing is the Supervisory Board's report on inspection and supervisory activities in 2025 and the work plan for 2026.

Respectfully submitted to the General Meeting for consideration and approval.

**ON BEHALF OF THE SUPERVISORY BOARD  
HEAD OF THE SUPERVISORY BOARD**



*Trần Huỳnh Kim Chung*

**REPORT OF THE GENERAL DIRECTOR ON 2025  
BUSINESS RESULTS AND 2026 OPERATIONAL PLAN**

**To: Board of Directors of Ben Thanh Tourist Service Joint Stock Company**

My name: Nguyen Ngoc Hoai Nguyen – General Director of BenThanh Tourist Service Corporation (BenThanh Tourist), hereby respectfully submit to the Board of Directors the report on the business performance results of BenThanh Tourist Service Corporation in 2025 and the business plan for 2026 as follows:

**I. Business performance results in 2025 and the Company's financial situation  
(according to audited Financial Statements):**

**1. Statement of Profit or Loss**

Unit: VND

Indicators	2025	
	Parent Company FS	Consolidated FS
<b>1. Revenue from sales and services</b>	<b>1,232,632,097,105</b>	<b>1.232.632.097.105</b>
- Travel services	712,438,871,256	712.438.871.256
- Air ticket services	197,607,022,696	197.607.022.696
- Restaurant services – Hotel	59,423,140,382	59.423.140.382
- Sales of goods	182,358,454,463	182.358.454.463
- Real Estate Leasing Services	80,804,608,308	80.804.608.308
<b>2. Revenue deductions</b>	<b>16,190,015,164</b>	<b>16.190.015.164</b>
<b>3. Net revenue from sales and</b>	<b>1,216,442,081,941</b>	<b>1,216,442,081,941</b>
<b>4. Cost of goods sold</b>	<b>1,054,284,042,717</b>	<b>1.053.989.085.062</b>
- Travel services	665,784,523,090	665.489.565.435
- Air ticket services	171,899,360,336	171.899.360.336
- Restaurant services – Hotel	20,179,011,291	20.179.011.291
- Sales of goods	179,305,479,769	179.305.479.769
- Real Estate Leasing Services	17,115,668,231	17.115.668.231
<b>5. Gross profit from sales and</b>	<b>162,158,039,224</b>	<b>162.452.996.879</b>
<b>6. Financial contract revenue</b>	<b>8,075,797,914</b>	<b>3.744.301.921</b>
<b>7. Financial costs</b>	<b>7,453,934,470</b>	<b>7.472.878.220</b>
- In which: Interest Expense	7,462,511,548	7.462.511.548



8. Selling expenses	77,576,722,274	77.576.722.274
9. General and administrative	48,427,862,631	50.051.931.172
10. Net profit from operating	36,775,317,763	33.282.645.589
11. Other Income	1,146,843,082	1.146.843.082
12. Other expenses	366,049,705	366.049.705
13. Other profit	780,793,377	780.793.377
14. Profit Before Tax	37,556,111,140	34.063.438.966
15. Current Corporate Income Tax	6,077,445,346	6.077.445.346
16. Deferred Corporate Income Tax		(3.788.750)
17. Profit After Tax	31,478,665,794	27.989.782.370

### 1.1 Separate report (Parent Company)

Unit: million VND

No.	Indicators	Plan 2025	Implemented 2025	Implemented 2024	% IMP25/PL25	% IMP25/PL24
1	Total Revenue	1,075,000	1225,665	1,181,288	114%	104%
2	PBT	30,000	37,556	39,348	125%	95%

- In which:
  - Actual salary fund in 2025: VND 60,875,803,000.
  - Average number of employees: 342 people.
  - Average salary: VND 13,692,000/person/month.
- Total revenue of the Parent Company in 2025 reached VND 1,225 billion, an increase of 14% compared to the plan.
- Profit Before Tax (PBT) reached VND 37.5 billion, an increase of 25% compared to the plan.
- In 2025, the Company had unusual factors that increased profit as follows:
  - Dividend advance from Park View: VND 4,333 million
  - Reversal of provision for bad debts from BT Dong Khoi Boutique Co., Ltd.: VND 422 million
  - Recognition of other income from accounts payable to suppliers due to the debts being over 4 years old and no further obligations related to these suppliers arising, with a total amount of: VND 439 million.
  - **Total: VND 5,194 million** (in words: Five billion one hundred ninety-four million VND).

### 1.2 Consolidated report

Unit: million VND

No.	Indicators	Plan 2025	Implemented 2025	Implemented 2024	% IMP25/PL25	% IMP25/PL24
1	Total Revenue	1,079,305	1221,333	1,177,286	113%	104%
2	PBT	33,552	34,063	33,066	102%	103%

Based on Vietnamese Accounting Standards (VAS), Standard No. 07: Accounting for investments in associates. Therefore, the consolidated report will exclude amounts distributed from the investee. Specifically:

**a) Profit/loss from Affiliated companies in 2025: VND 2,187 million**

- BenThanh Dong Khoi Boutique Hotel Company Limited: (19) million VND
- BenThanh Phu Xuan Tourism Company Limited: 1,790 million VND
- Phong Lan Apartment Rental Co., Ltd.: VND 416 million
- Other profit: VND 41 million

**b) Dividend advance from Park View: VND 4,333 million.**

**c) Amortization of goodwill of Company's subsidiaries: VND 1,388 million**

⇒ PBT (2025 Consolidated Financial Statements) = 37,556 + 2,138 - 4,333 - 1,388 = VND 34,063 million

**2. Balance Sheet**

Unit: VND

ASSETS	PARENT COMPANY		TOTAL COMPANY	
	31/12/2025	01/01/2025	31/12/2025	01/01/2025
<b>A. ASSETS CURRENT</b>	<b>351,055,355,173</b>	<b>303,403,259,265</b>	<b>353,338,498,224</b>	<b>305,343,107,938</b>
I. Cash and cash equivalents	41,121,890,944	19,943,119,203	43,326,149,751	21,802,858,876
II. Short-term financial investments	43,500,000,000	39,500,000,000	43,500,000,000	39,500,000,000
III. Short-term Receivables	217,928,888,034	199,044,693,450	217,930,888,034	199,046,693,450
IV. Inventory	37,406,139,865	40,514,306,363	37,406,139,865	40,514,306,363
V. Other current assets	11,098,436,330	4,401,140,249	11,175,320,574	4,479,249,249



ASSETS	PARENT COMPANY		TOTAL COMPANY	
	31/12/2025	01/01/2025	31/12/2025	01/01/2025
<b>B. ASSETS NON- CURRENT</b>	<b>196,071,693,235</b>	<b>199,134,277,449</b>	<b>169,773,860,584</b>	<b>176,428,731,251</b>
I. Long-term Receivables	2,444,525,000	2,529,525,000	1,444,525,000	1,529,525,000
II. Fixed Assets	40,378,350,893	43,427,855,637	45,246,635,654	48,488,463,102
III. Investment property	21,013,358,482	21,839,667,298	21,013,358,482	21,839,667,298
IV. Provision for Long-term Financial Investments	117,668,224,227	117,649,280,477	61,860,473,860	63,857,609,188
V. Other non- current assets	14,567,234,633	13,687,949,037	40,208,867,588	40,713,466,663
<b>TOTAL ASSETS (270 = 100 + 200)</b>	<b>547,127,048,408</b>	<b>502,537,536,714</b>	<b>523,112,358,808</b>	<b>481,771,839,189</b>
CAPITAL RESOURCES	PARENT COMPANY		TOTAL COMPANY (CONSOLIDATED)	
	31/12/2025	01/01/2025	31/12/2025	01/01/2025
<b>C. LIABILITIE</b>	<b>260,309,688,672</b>	<b>246,466,842,772</b>	<b>260,878,389,830</b>	<b>246,944,638,798</b>
I. Short-term	229,636,621,843	213,621,047,722	230,205,323,001	214,098,843,748
II. Long-term	30,673,066,829	32,845,795,050	30,673,066,829	32,845,795,050
<b>D. OWNER'S EQUITY</b>	<b>286,817,359,736</b>	<b>256,070,693,942</b>	<b>262,233,968,978</b>	<b>234,827,200,391</b>
I. Owner's	286,817,359,736	256,070,693,942	262,233,968,978	234,827,200,391
Owner's capital	250,000,000,000	250,000,000,000	250,000,000,000	250,000,000,000

ASSETS	PARENT COMPANY		TOTAL COMPANY	
	31/12/2025	01/01/2025	31/12/2025	01/01/2025
Treasury shares (*)	(911,400,000)	(911,400,000)	(911,400,000)	(911,400,000)
Development investment	4,635,810,142	4,635,810,142	4,635,810,142	4,635,810,142
Retained earnings	33,092,949,594	2,346,283,800	8,509,558,836	(18,897,,209,751)
- Retained earnings accumulate	2,346,283,800	(29,739,692,444)	(18,897,,209,751)	(44,905,640,878)
- Retained earnings of	30,746,665,794	32,085,976,244	27,406,768,587	26,008,431,127
II. Funding sources and other funds				
<b>TOTAL CAPITAL RESOURCES</b> (440 = 300 + 400)	<b>547,127,048,408</b>	<b>502,537,536,714</b>	<b>523,112,358,808</b>	<b>481,771,839,189</b>

### 3. Some financial Indicators of the Parent Company

No.	INDICATORS	31/12/2025	01/01/2025	Change
1	Current ratio	1.53	1.42	+0.11
2	Quick ratio	1.37	1.23	+0.14
3	Cash ratio	0.37	0.28	+0.09
4	Liabilities/Total Assets ratio	47%	49%	-2%
5	Liabilities/Owner's Equity ratio	91%	96%	-5%
1	Profit After Tax/Owner's Equity ratio	12%	13%	-1%
2	PAT/Total Assets Ratio	6%	6%	0%

According to the audited separate financial statements of the Parent Company for 2025, alongside gradually improving financial indicators, trade receivables as of December 31, 2025, stood at VND 177 billion, accounting for a relatively high proportion of total assets. This may exert pressure on cash flow and pose potential risks regarding debt recovery. However, the nature of the travel industry, with a high proportion of corporate and group clients, can lead to high



receivables. The Company needs to continue strengthening debt management, controlling collection periods, and improving the efficiency of working capital utilization in the coming time.

#### **4. Status of external capital contribution:**

##### **4.1 Data as of December 31, 2025**

Unit: million VND

List of Companies with capital contribution	Quantity (Shares)	Contributed capital value of parties (code 411)	Contributed capital value of BTT	Ownership percentage as of December 31, 2025 (%)	Provision for losses as of December 31, 2025	Dividends distributed from 2020 - 2025
Apartment Leasing Co., Ltd. Phong Lan		9,000	2,000	22.22		0
BenThanh – Phu Xuan Tourism Company Limited		75,000	32,500	43.33		10,291
BenThanh Dong Khoi Boutique Hotel Co., Ltd.		210,000	63,000	30	18.952	0
Hue Tourism JSC	830,281	70,120	8,302	11.84		913
Trading Production JSC Ben Thanh	412,500	24,000	4,125	17.1875		3,184
<b>Total</b>			<b>109,927</b>		<b>18,952</b>	<b>14,388</b>

During the 2020–2025 period, capital contributions to Phong Lan Apartment Rental Co., Ltd. and BenThanh Dong Khoi Boutique Hotel Co., Ltd. have not been effective due to the impact of the Covid-19 pandemic, which severely affected the business operations of these two companies. As of December 31, 2025, the accumulated undistributed Profit After Tax (PAT) of:

- Phong Lan Apartment Rental Co., Ltd. reached VND 3,796 million but no dividends have been distributed.

- BenThanh Dong Khoi Boutique Hotel Co., Ltd. is negative VND 63,174 million. After a period of investment and prolonged losses due to the pandemic, it is expected that business will begin to be profitable in 2026, with an estimated profit of about VND 8 billion.

#### 4.2 Investment restructuring plan

In order to restructure investments and improve capital utilization efficiency, the Board of General Directors respectfully proposes that the Board of Directors consider seeking business partners or transferring 02 investment assets of the Company: Vinh Sang Tourist Area and the 93 Lo Duc apartment to recover capital and focus resources on projects with long-term development potential. The Board of General Directors respectfully submits this to the Board of Directors for consideration and approval of the policy to restructure the two aforementioned investments.

## II. Business operation direction for 2026

### 1. Situation forecast

The world situation is forecast to continue to be complex and unpredictable; global economic growth, trade, and investment continue to slow down. The Vietnamese economy has both advantages and continues to suffer from the "dual negative impact" of unfavorable external factors and internal limitations; opportunities, advantages, and difficulties, challenges are intertwined. Difficulties and challenges are greater, especially in implementing solutions for macroeconomic management, which must simultaneously control inflation and promote growth.

### 2. Key tasks

- Strive to complete the annual revenue and PBT targets set by the General Meeting of Shareholders.
- Continue to strive to maintain reputation, service quality, and brand position in the travel market.
- Minimize interest expenses, coordinate in urging debt recovery, balance cash flow and capital resources, ensure efficient use of capital, and strengthen forecasting and prevention of risks related to exchange rate differences in business with foreign currencies.
- Strictly control operating costs at the Company, branches, and travel offices to optimize business efficiency for the Company.

### 3. Business plan for 2026:

#### 3.1 Separate report

Unit: million VND

No.	Indicators	Plan 2025	Plan 2026	Implemented 2025	% PL26/PL25	% PL26/IMP25
1	Total Revenue	1,075,000	1,150,000	1,225,665	107%	94%
2	PBT	30,000	35,000	37,556	117%	93%

- In which:
  - The estimated salary fund for 2026 is expected to increase by 7% compared to the actual performance in 2025, corresponding to: VND 65,000,000,000.



- Average number of employees: 346 people.
- Average salary: VND 14,450,000/person/month.

### 3.2 Consolidated report

Unit: million VND

No.	Indicators	Plan 2025	Plan 2026	Implemented 2025	% KH26/KH25	% KH26/TH25
1	Total Revenue	1.079.305	1.150.000	1221.333	107%	94%
2	PBT	33.552	35.207	34.063	105%	103%

**a) Profit/loss from Affiliated companies: VND 4,370 million**

- BenThanh Dong Khoi Boutique Hotel Company Limited: 2,080 million VND
- BenThanh Phu Xuan Tourism Company Limited: 1,880 million VND
- Phong Lan Apartment Rental Co., Ltd.: VND 410 million

**b) Amortization of goodwill of Company's subsidiaries in 2025: VND 1,388 million**

**c) Amortization of goodwill of Company's subsidiaries in 2026: VND 2,775 million**

⇒ PBT (2026 Consolidated Financial Statements) = 35,000 + 4,370 - 1,388 - 2,775 = VND 35,207 million

- With the above factors, the Board of General Directors respectfully submits to the Board of Directors for consideration the total revenue and PBT targets as follows:
  - For the separate report: the planned total revenue is expected to be VND 1,150 billion, equivalent to an increase of 7% compared to the 2025 plan (the 2026 revenue plan has gradually deducted revenue from the chemical segment, which is expected to cease operations by the end of the second quarter of 2026) and the planned PBT for 2026 is registered at VND 35 billion, equivalent to an increase of 17% compared to the 2025 plan, and an increase of 8.2% compared to the 2025 actual performance (excluding unusual factors that increased profit in 2025).
  - For the consolidated report: the planned total revenue is expected to be VND 1,150 billion, equivalent to an increase of 7% compared to the 2025 plan and the planned consolidated PBT for 2026 is at VND 35.2 billion, equivalent to an increase of 5% compared to the 2025 plan.
- The profit distribution plan for 2026 is to pay a minimum dividend of 8% of charter capital.

### 4. Some solutions for implementing the 2026 business plan

#### 4.1 For the travel sector.

- Diversify the customer market, focusing on strongly exploiting the domestic customer market and stable international markets.

- Develop flexible travel products that are suitable for the trend of short-term travel, cost-saving, and unique experiences.
- Promote the application of technology and digital marketing in promoting, selling travel products, and customer care.
- Strengthen links with airlines, hotels, and destinations to optimize costs and improve competitiveness with new travel products that are attractive to all customer segments.

#### ***4.2 For the hotel and restaurant sector***

- Improve service quality and customer experience, creating differentiation to attract and retain customers.
- Optimize operating costs, strictly control energy, material, and labor costs.
- Diversify customer sources such as group guests, conference/seminar guests, domestic guests, and business travelers.
- Promote promotional programs and service links with travel companies and online booking platforms.
- Soon submit a plan for repair, investment, and renovation of Vien Dong Hotel to meet business needs and ensure maximum safety for customers.

#### ***4.3 For the real estate leasing services sector.***

- Build a flexible leasing policy suitable to market conditions to maintain the occupancy rate of vacant premises.
- Focus on selecting and retaining branded tenants with stable operations to improve the efficiency of space exploitation.
- Improve the quality of facilities and support services, creating a favorable business environment for tenants.
- Diversify supply sources and partners to mitigate the risk of supply chain disruption.
- Control inventory reasonably, ensuring a balance between supply, demand, and cash flow.
- Strengthen legal procedures to implement necessary measures for debt recovery in accordance with regulations.
- Review the legal status of premises to ensure business safety.

#### ***4.4 Professional rooms***

- Review performance evaluation indicators for employees across the entire system. Develop KPI indicators for each individual and department to evaluate work completion efficiency, including indicators for debt collection urging and quarterly debt reconciliation.
- Continue working with the Equitization Steering Committee on procedures for determining state capital to complete the finalization of the transformation.
- Promote technology application, upgrade Bravo software, and update new ISO standards in business operations to optimize efficiency, reduce time, and enhance resources in management.

#### ***5. Conclusion***



- The global political and economic situation contains many unstable and unpredictable factors, while the policies and solutions of the Vietnamese government and market developments also significantly affect the Company's strategy and business plan. Therefore, the Board of General Directors will conduct specific assessments and propose adjustments to the annual business plan to suit the actual situation for the Board of Directors to submit to shareholders at the annual General Meeting of Shareholders.
- The above is the report on the Company's business performance in 2025 and business direction for 2026. With the achievements attained in 2025, the Executive Board of BenThanh Tourist Service Corporation respectfully reports and submits this to the Board of Directors for review and approval.

Respectfully submitted./.

**GENERAL DIRECTOR**



**NGUYEN NGOC HOAI NGUYEN**





Ho Chi Minh City, Date 05 June 2026

## Proposal

*Regarding the approval of the 2025 audited separate and consolidated financial statements*

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020;
- The Charter of Organization and Operation of BenThanh Tourist Service Shares Company;
- The Regulations on Corporate Governance of BenThanh Tourist Service Corporation.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the separate and consolidated Financial Statements for 2025 of BenThanh Tourist Service Corporation, which have been audited by RSM Vietnam Auditing & Consulting Co., Ltd., signed on March 25, 2026.

The audited separate and consolidated Financial Statements for 2025 of BenThanh Tourist Service Corporation (with no qualified audit opinion or material issues during the reporting period) have been posted on the Company's website and disclosed in accordance with regulations.

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

Sincerely.

Recipients:

- As above;
- BOD, Member of BOS;
- Archived: AD, BOD Office.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



LE QUY PHU





## PROPOSAL

Re: 2025 profit distribution

### To: 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and its implementing, amending, and supplementing documents;
- Pursuant to the Charter of Organization and Operation of Ben Thanh Tourist Service Corporation;
- Pursuant to the Regulations on Corporate Governance of Ben Thanh Tourist Service Corporation;
- Pursuant to Resolution No. 01/2025/NQ-AGM dated 26 June 2025 of the General Meeting of Shareholders of Ben Thanh Tourist Service Corporation.
- Pursuant to the 2025 separate and consolidated financial statements of the Company audited by RSM Vietnam Auditing & Consulting Company Limited.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2025 profit distribution report as follows:

Unit: VND

No.	Indicators	2025 PLAN	2025 ACTUAL	%ACT/PLAN
1	Total revenue	1,075,000,000,000	1,225,664,722,937	114%
2	Profit before tax	30,000,000,000	37,556,111,140	125%
3	Retained earnings of the current year	25,614,283,800	33,092,949,594	129%
4	Remuneration and operating funds	732,000,000	732,000,000	100%
5	Dividend payout ratio/Charter	8%	10%	125%

- Share name: Ben Thanh Tourist Service Corporation (Stock code: BTV)
- Share type: common shares
- Par value: 10,000 VND/share
- Dividend recipients: according to the list of shareholders provided by VSDC at the time announced by the Board of Directors regarding dividend payment.
- Payment method: bank transfer
- Dividend payout ratio: 10% of par value/share (equivalent to 1,000 VND/share)



- Payment timeline: within 06 months from the date of the annual General Meeting of Shareholders, in accordance with Clause 4, Article 135 of the Law on Enterprises No. 59/2020/QH14 issued on 17 June 2020.

Respectfully submit to the General Meeting of Shareholders to authorize the Board of Directors to execute dividend payments in accordance with the Resolution of the General Meeting of Shareholders and current legal regulations.

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

***Recipients:***

- *As above;*
- *BOD, BOS;*
- *Archived: AD, BOD Office*



**LE QUY PHU**







Ho Chi Minh City, Date 05 June 2026

## PROPOSAL

*Regarding the 2026 business production plan and profit distribution plan*

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the Charter of Organization and Operation of BenThanh Tourist Service Corporation;
- Pursuant to the Regulations on Corporate Governance of BenThanh Tourist Service Corporation;
- Pursuant to the General Director's report on business performance results in 2025 and operational orientation for 2026.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the 2026 business plan and profit distribution scheme as follows:

### I. 2026 BUSINESS PLAN

#### 1. Separate report

Unit: million VND

No.	Indicators	Plan 2025	Plan 2026	Actual 2025	% ACT26/PL25	% ACT26/PL25
1	Total Revenue	1,075,000	1,150,000	1,225,665	107%	94%
2	PBT	30,000	35,000	37,556	117%	93%

#### 2. Consolidated report

Unit: million VND

No.	Indicators	Plan 2025	Plan 2026	Implemented 2025	% PL26/PL25	% IMP26/PL25
1	Total Revenue	1,079,305	1,150,000	1,221,333	107%	94%
2	PBT	33,552	35,207	34,063	105%	103%

- Profit/loss from affiliated companies: 4,370 million VND
    - a) Ben Thanh Dong Khoi Boutique Hotel Company Limited: 2,080 million VND
    - b) Ben Thanh Phu Xuan Tourism Company Limited: 1,880 million VND
    - c) Phong Lan Apartment Leasing Co., Ltd: 410 million VND
  - Amortization of goodwill of Company's subsidiaries in 2025: 1,388 million VND
  - Amortization of goodwill of Company's subsidiaries in 2026: 2,775 million VND
- ⇒ PBT (2026 consolidated report) = 35,000 + 4,370 - 1,388 - 2,775 = 35,207 million VND

- With the above factors, the Board of General Directors respectfully submits to the Board of Directors for consideration the total revenue and profit before tax targets as follows:

- For the separate report: the projected total revenue plan is VND 1,150 billion, equivalent to a 7% increase compared to the 2025 plan *(the 2026 revenue plan has gradually deducted revenue from the chemical segment, which is expected to cease operations by the end of the second quarter of 2026)* and the Company's projected profit before tax for 2026 is registered at VND 35 billion, equivalent to a 17% increase compared to the 2025 plan, and an 8.2% increase compared to the 2025 actual performance (excluding extraordinary factors that increased profit in 2025).
- For the consolidated report: the projected total revenue plan is VND 1,150 billion, equivalent to a 7% increase compared to the 2025 plan and the Company's projected consolidated profit before tax for 2026 is at VND 35.2 billion, equivalent to a 5% increase compared to the 2025 plan.

## II. EXPECTED PROFIT DISTRIBUTION PLAN 2026

Unit: VND

No.	INDICATORS	ACTUAL 2025	2026 PLAN	%PL26/ACT25
1	Total revenue	1,225,664,722,937	1,150,000,000,000	94%
2	Profit before tax	37,556,111,140	35,000,000,000	93%
3	Undistributed profit after tax	33,092,949,594	35,012,949,594	121%
4	Remuneration of Board of Directors, Member of the Board of Supervisors, Corporate Governance	732,000,000	1,080,000,000	148%



5	Dividend payout ratio	10%	Minimum 8%	
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**Note:**

- Undistributed profit after tax accumulated as of December 31, 2025: 33,092,949,594 (1)
- Dividend payment in 2025 (10%/Charter capital): 25,000,000,000 (2)
- Retained earnings: 8,092,949,594 (3)
- 2026 profit before tax plan: 35,000,000,000
- Corporate income tax payable in 2026 (20%): 7,000,000,000
- Estimated profit after tax in 2026: 28,000,000,000 (4)
- Remuneration for Board of Directors, Member of the Board of Supervisors, and Corporate Governance Personnel: 1,080,000,000 (5)
- Estimated undistributed profit after tax accumulated as of December 31, 2026: 35,012,949,594 (6)=(3)+(4)-(5)
- The 2026 profit distribution plan is to pay a minimum dividend of 8%/Charter Capital

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

***Recipients:***

- As above;
- BOD, Member of BOS;
- Archived: AD, BOD Office

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE QUY PHU**



Ho Chi Minh City, Date 05, June 2026

## PROPOSAL

*Regarding the remuneration of the Board of Directors, Board of Supervisors, and  
Person in charge of corporate governance for 2025 and the plan for 2026*

**To: THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 issued by the National Assembly on 17 June 2020;
- Pursuant to the Charter of Ben Thanh Tourist Service Corporation approved by the General Meeting of Shareholders on 09 December 2024;
- Pursuant to Resolution No. 01/2025/NQ-AGM dated 26 June 2025 of the 2025 Annual General Meeting of Shareholders.

The Board of Directors hereby submits to the General Meeting of Shareholders for consideration and approval the implementation of remuneration for the Board of Directors, Board of Supervisors, and the Person in charge of corporate governance in 2025 and the proposed remuneration plan for 2026:

1. Remuneration for the Board of Directors, Board of Supervisors, and the Person in charge of corporate governance implemented in 2025: VND 732,000,000 (Seven hundred and thirty-two million VND).

Unit: VND

No.	POSITION	QUANTITY	REMUNERATION (month/person)	2025 PLAN	2025 ACTUAL
1	Chairman of the Board of Directors	1	10.000.000	120.000.000	120.000.000
2	Member of the Board of Directors	4	8.000.000	384.000.000	384.000.000
3	Head of the Board of Supervisors	1	6.000.000	72.000.000	72.000.000
4	Member of the Board of Supervisors	2	5.000.000	120.000.000	120.000.000



5	Person in charge of corporate governance	1	3.000.000	36.000.000	36.000.000
<b>TOTAL</b>				<b>732.000.000</b>	<b>732.000.000</b>

2. Proposed remuneration plan for the Board of Directors, Board of Supervisors, and the Person in charge of corporate governance for 2026:

Unit: VND

No.	POSITION	QUANTITY	REMUNERATION (month/person)	2026 PLAN
1	Chairman of the Board of Directors	1	15.000.000	180.000.000
2	Member of the Board of Directors	4	12.000.000	576.000.000
3	Head of the Board of Supervisors	1	8.000.000	96.000.000
4	Member of the Board of Supervisors	2	7.000.000	168.000.000
5	Person in charge of corporate governance	1	5.000.000	60.000.000
<b>TOTAL</b>				<b>1.080.000.000</b>

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

**Recipients:**

- As above;
- Board of Directors, Board of Supervisors;
- Archived: General Affairs Division, Board of Directors Office.

**TM. BOARD OF DIRECTORS**

**CHAIRMAN**



**LÊ QUÝ PHÚ**



**BEN THANH TOURIST  
SERVICES JOINT STOCK COMPANY**

No.: *OL* /TTr-BKS

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

*Hồ Chí Minh City, May 01, 2026*

**REPORT**

*Re: Selection of Auditing Firm for the 2026 Financial Statements*

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly;
- Pursuant to Circular No. 183/2013/TT-BTC dated December 4, 2013 of the Ministry of Finance on independent auditing for public interest entities;
- Pursuant to the Charter of Ben Thanh Tourist Services Joint Stock Company.

The Supervisory Board of Ben Thanh Tourist Services Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the selection of an auditing firm for the Company's 2026 Financial Statements, as follows:

**I. Criteria for Selecting the Independent Auditing Firm:**

1. Must be an auditing firm approved by the State Securities Commission to audit public interest entities in 2026.
2. Must have experience auditing companies in the tourism services, commerce, real estate, finance, manufacturing, and construction investment sectors.
3. Must have a reputable track record for audit quality.
4. Must offer reasonable audit fees commensurate with the scope of audit services required.

**II. List of Proposed Auditing Firms:**

The Supervisory Board respectfully proposes that the General Meeting of Shareholders authorize the Board of Directors to select one of the three auditing firms from the following list to audit the Company's 2026 Financial Statements. Year 2026:

- RSM Vietnam Audit & Advisory Co., Ltd.
- MOORE AISC Auditing and IT Services Co., Ltd.
- AFC Vietnam Auditing Co., Ltd.

Respectfully submitted to the General Meeting of Shareholders for consideration.

**Distribution:**

- As above;
- BOD Office, CEO;
- Supervisory Board files.

**ON BEHALF OF THE SUPERVISORY BOARD  
CHAIRPERSON**

**THIAN HUYNH KIM THUY**





Ho Chi Minh City, Date ... , , 2026

## PROPOSAL

*Re: The amendment and supplementation of the Company's Charter*

**To: The General Meeting of Shareholders of BenThanh Tourist Service Corporation**

- 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 Decree 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree 245/2025/NĐ-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020, of the Government 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, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of organization and operation of BenThanh Tourist Service Corporation;

The Board of Directors of BenThanh Tourist Service Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Charter of organization and operation of BenThanh Tourist Service Corporation, in order to comply with current legal regulations (Attached documents).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely thank you!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE QUY PHU**

**TABLE OF AMENDMENTS AND SUPPLEMENTS TO THE ARTICLES OF ASSOCIATION, INTERNAL REGULATIONS ON  
CORPORATE GOVERNANCE, AND THE REGULATIONS ON  
ORGANIZATION AND ACTIVITIES OF THE BOARD OF DIRECTORS**

**Note:**

- Articles not detailed in this appendix remain unchanged;
- Proposed changes in the “Current content” column are indicated in italics and underlined.
- Content requiring amendment or supplementation in the “Proposed amendment and supplementation” column is indicated in red, bold, and underlined.

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
<b>I</b>	<b>AMENDMENTS AND SUPPLEMENTS TO THE ARTICLES OF ASSOCIATION</b>			
1	Point b, Clause 1, Article 1	b) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020;	b) “Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020, <u>and its amendments and supplements;</u>	Supplemented because the Law on Enterprises No. 59/2020/QH14 has been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
2	Point c, Clause 1, Article 1	c) “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November	c) “Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November	Supplemented because the Law on Securities No. 54/2019/QH14 has been amended and



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		26, 2019;	26, 2019, and its <u>amendments and supplements</u> ;	supplemented by Law No. 56/2024/QH15.
3	Point p Clause 1 Article 15	p) Approve transactions specified 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;	p) Approve transactions specified 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, <u>as amended by Clause 84, Article 1 of Decree No. 245/2025/ND-CP issued on September 11, 2025;</u>	Supplemented because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
4	Article 25		<u>6. A member of the Board of Directors of a public company may only concurrently be a member of the Board of Directors or the Board of Members at a maximum of 05 other companies.</u>	Supplemented because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
5	Clause 2 Article 26	2. The structure of the Board of Directors of the company must ensure that <u>at least 1/3 of the total</u>	2. The structure of the Board of Directors of the company must ensure that <u>the number of non-</u>	Amended the structure because Decree No. 155/2020/ND-CP has been amended and supplemented

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p><u>number of members of the Board of Directors are non-executive members.</u> The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.</p>	<p><u>executive members of the Board of Directors of a public company complies with the following regulations:</u></p> <p>a) <u>There is at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;</u></p> <p>b) <u>There are at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;</u></p> <p>c) <u>There are at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.</u></p> <p>The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the</p>	<p>by Decree No. 245/2025/ND-CP.</p>



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
6	Clause 4 Article 26	<p>4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.</p> <p>A Member of the Board of Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors <i>and the right to receive remuneration as a member of the Board of Directors</i> immediately upon the Company's receipt of notification regarding the following cases:</p> <p>- The member of the Board of</p>	<p>Board of Directors.</p> <p>4. A member of the Board of Directors shall cease to be a member of the Board of Directors in case of being dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.</p> <p>A Member of the Board of Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors immediately upon the Company's receipt of notification regarding the following cases:</p> <p>- The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulties in perception and</p>	

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p>Directors has limited civil act capacity, has lost civil act capacity, or has difficulties in perception and control of their behavior.</p> <p>- The member of the Board of Directors is under criminal prosecution, is being temporarily detained, is serving a prison sentence, is serving administrative handling measures at a compulsory drug rehabilitation center or compulsory education center, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs.</p> <p><u>- The Board of Directors has issued a decision approving the receipt of the resignation letter/resignation of the member of the Board of Directors in accordance with Article 9 of the Regulations on Operation of the Board of Directors.</u></p>	<p>control of their behavior.</p> <p>- The member of the Board of Directors is under criminal prosecution, is being temporarily detained, is serving a prison sentence, is serving administrative handling measures at a compulsory drug rehabilitation center or compulsory education center, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs.</p>	



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
7	Point n Clause 2 Article 27	n. Recommend the dividend rate to be paid; decide on the time limit and procedures for dividend payment or handling of losses incurred during the business process;	n. Recommend the dividend rate to be paid; decide on the time limit and procedures for dividend payment or handling of losses incurred during the business process; <u>implement dividend payment to shareholders in accordance with the law after being approved by the Annual General Meeting of Shareholders.</u> s) <u>Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance, and other managers of the company.</u>	Supplemented because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
8	Article 35	3. The term of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms. The General Director must meet the standards and conditions as prescribed by law and the	3. The term of the General Director shall not exceed 05 (five) years and may be re-appointed for an unlimited number of terms. <u>The General Director shall not be an affiliated person of the enterprise manager, the company's</u>	Supplemented because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		Company's Charter.	<u>Controller, the parent company, the representative of state capital, or the representative of enterprise capital at the company and the parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.</u> The General Director must meet the standards and conditions as prescribed by law and the Company's Charter Company.	
<b>II</b>	<b>AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON CORPORATE GOVERNANCE</b>			
1	Clause 2, Article 2	2. "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020;	b) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020, <u>and its amendments and supplements;</u>	Supplemented because the Law on Enterprises No. 59/2020/QH14 has been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
2	Clause 3, Article 2	3. "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist	c) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist	Supplemented because the Law on Securities No. 54/2019/QH14 has been amended and supplemented by Law No.



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		Republic of Vietnam on November 26, 2019;	Republic of Vietnam on November 26, 2019, and its <u>amendments and supplements</u> ;	56/2024/QH15.
3	Clause 22, Article 12	22. Approve transactions specified 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;	22. Approve transactions specified 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, <u>as amended by Clause 84 of Decree No. 245/2025/ND-CP issued on 11 September 2025</u> ;	Added because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
4	Clause 3, Article 43	3. A Member of the Board of Directors of the Company may only simultaneously serve as <u>a member of the Board of Directors at a maximum of 05 (five) other companies</u> .	<u>3. A Member of the Board of Directors of the Company may only simultaneously serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies.</u>	Amended because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
5	Clause 1, Article 44	1. A shareholder or group of shareholders owning 10% (ten percent) or more of the total ordinary shares has the right to	1. A shareholder or group of shareholders owning 10% (ten percent) or more of the total ordinary shares has the right to	Added to ensure consistency with the Company's Charter

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p>nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. <u>A shareholder or group of shareholders holding from 10% to 20% of the total voting shares is entitled to nominate 01 (one) candidate; from over 20% to 30% is entitled to nominate a maximum of 02 (two) candidates; from over 30% to 40% is entitled to nominate a maximum of 03 (three) candidates; from over 40% to 50% is entitled to nominate a maximum of 04 (four) candidates; from over 50% to 60% is entitled to nominate a maximum of 05 (five) candidates; from over 60% to 70% is entitled to nominate a maximum of 06 (six) candidates; from 70% or more is entitled to nominate 07 (seven)</u></p>	<p>nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company's Charter. Shareholders holding ordinary shares have the right to aggregate their voting rights to nominate candidates for the Board of Directors. <u>A shareholder or a group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% (twenty percent) to less than 30% (thirty percent) may nominate a maximum of two (02) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of three (03) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of four (04) candidates; from 50% (fifty percent) to less</u></p>	



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p><u>candidates or more.</u> The candidate nomination document must clearly state the name of the shareholder or group of shareholders, the quantity of each type of shares held by the shareholder or group of shareholders at the time of nominating candidates for the Board of Directors, and information related to the candidate (candidate profile) in accordance with Article 25 of the Company's Charter.</p>	<p><u>than 60% (sixty percent) may nominate a maximum of five (05) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of six (06) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate a maximum of seven (07) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate a maximum of eight (08) candidates.</u> The candidate nomination document must clearly state the name of the shareholder or group of shareholders, the quantity of each type of shares held by the shareholder or group of shareholders at the time of nominating candidates for the Board of Directors, and information related to the candidate (candidate profile) in accordance with Article 25 of the Company's Charter.</p>	

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
6	Point a, Clause 3, Article 42	a. The structure of the Board of Directors of the company must ensure that <u>at least 1/3 of the total number of members of the Board of Directors are non-executive members.</u> The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.	a. The structure of the Board of Directors of the company must ensure that <u>the number of non-executive members of the Board of Directors of a public company follows the following regulations:</u> a) <u>Have at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;</u> b) <u>Have at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;</u> c) <u>Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.</u>	Amended structure because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.
7	Article 75	Article 75. Role, responsibilities, rights, and obligations of the General Director (Based on Clause 2, 4, Article 35 of	Article 75. Role, responsibilities, rights, and obligations of the General Director (Based on Clause 2, 3, and 4, Article	Added because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		the Company's Charter)	35 of the Company's Charter)	
<b>III AMENDING AND SUPPLEMENTING THE OPERATION REGULATIONS OF THE BOARD OF DIRECTORS</b>				
1	Point b, Clause 1, Article 3	b) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020;	b) "Law on Enterprises" means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on June 17, 2020, <u>and its amendments and supplements;</u>	Added because the Law on Enterprises No. 59/2020/QH14 has been amended and supplemented by Law No. 03/2022/QH15 and Law No. 76/2025/QH15.
2	Point c, Clause 1, Article 3	c) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November 26, 2019;	c) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November 26, 2019, <u>and its amendments and supplements;</u>	Added because the Law on Securities No. 54/2019/QH14 has been amended and supplemented by Law No. 56/2024/QH15.
3	Clause 4, Article 6	4. Structure of the Board of Directors: The structure of the Board of Directors of the company must ensure that <u>at least 1/3 of the total number of members of the Board of Directors are non-</u>	4. Structure of the Board of Directors: The structure of the Board of Directors of the company must ensure that <u>the number of non-executive members of the Board of Directors of a public</u>	Amended structure because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p><u>executive members</u>. The company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company to ensure the independence of the Board of Directors.</p>	<p>company follows the following regulations:</p> <p>a) Have at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;</p> <p>b) Have at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;</p> <p>c) Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.</p>	<p style="text-align: center;">T.C.P ★</p>
4	Point c, Article 7	<p>c) A Member of the Board of Directors of the Company may only simultaneously serve as <u>a member of the Board of Directors at a maximum of 05 (five) other companies.</u></p>	<p>c) <u>A Member of the Board of Directors of a public company may only simultaneously serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies.</u></p>	<p>Amended because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.</p>
5	Clause 2, Article 9	<p>2. A Member of the Board of</p>	<p>2. A Member of the Board of</p>	



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p>Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration <i>as a member of the Board of Directors</i> immediately upon the Company's receipt of notification regarding the following cases:</p> <p>The Member of the Board of Directors has limited civil act capacity, is incapacitated, or has difficulty in cognition or behavior control.</p> <p>The Member of the Board of Directors is under criminal prosecution, in temporary detention, serving a prison sentence, serving administrative handling measures at a compulsory drug rehabilitation</p>	<p>Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration immediately upon the Company's receipt of notification regarding the following cases:</p> <p>The Member of the Board of Directors has limited civil act capacity, is incapacitated, or has difficulty in cognition or behavior control.</p> <p>The Member of the Board of Directors is under criminal prosecution, in temporary detention, serving a prison sentence, serving administrative handling measures at a compulsory drug rehabilitation center or compulsory education</p>	

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p>center or compulsory education center, or is prohibited by the Court from holding certain positions, or practicing certain professions, or doing certain jobs.</p> <p>The Board of Directors has issued a decision approving the receipt of the resignation letter of the Member of the Board of Directors in accordance with Clause 3 of this Article.</p>	<p>center, or is prohibited by the Court from holding certain positions, or practicing certain professions, or doing certain jobs.</p> <p>The Board of Directors has issued a decision approving the receipt of the resignation letter of the Member of the Board of Directors in accordance with Clause 3 of this Article.</p>	
6	Point a, Clause 1, Article 10	<p>a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. <u>A shareholder or a group of shareholders holding 10% to 20% of the total voting Shares shall be entitled to nominate one (01) candidate; from over 20% to 30% to nominate a maximum of two (02) candidates; from over 30% to 40% to nominate a maximum of</u></p>	<p>a) Ordinary shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. <u>A shareholder or a group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% (twenty percent) to less than 30% (thirty</u></p>	Added for consistency with the Company's Charter



No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
		<p><u>three (03) candidates; from over 40% to 50% to nominate a maximum of four (04) candidates; from over 50% to 60% to nominate a maximum of five (05) candidates; from over 60% to 70% to nominate a maximum of six (06) candidates; from 70% or more to nominate seven (07) candidates or more.</u> The nomination and candidacy of Members of the Board of Directors are detailed in Clause 1, Article 44 of the Regulations on Corporate Governance.</p>	<p><u>percent) may nominate a maximum of two (02) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of three (03) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of four (04) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate a maximum of five (05) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of six (06) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate a maximum of seven (07) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate a maximum of eight (08) candidates.</u> The nomination and candidacy of Members of the Board</p>	

No.	Amendments and supplements	Content in current document	Amended and supplemented content	Basis/reasons for amendment and supplementation
			of Directors are detailed in Clause 1, Article 44 of the Regulations on Corporate Governance.	
7	Point n Clause 2 Article 12	n. Recommend the dividend payout rate; decide on the timeline and procedures for dividend payment or handling losses incurred during business operations;	n. Recommend the dividend payout rate; decide on the timeline and procedures for dividend payment or handling losses incurred during business operations; <u>execute dividend payments to shareholders in accordance with the law after approval by the annual General Meeting of Shareholders.</u> s) <u>Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director). Person in charge of corporate governance, and other managers of the company.</u>	Added because Decree No. 155/2020/ND-CP has been amended and supplemented by Decree No. 245/2025/ND-CP.





Ho Chi Minh City, Date 05 June 2026

## PROPOSAL

*Re: The amendment of the Regulations on Corporate Governance*

**To: The General Meeting of Shareholders of BenThanh Tourist Service Corporation**

- 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 Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of BenThanh Tourist Service Corporation;

The Board of Directors of BenThanh Tourist Service Corporation respectfully submits to the General Meeting of Shareholders for consideration and approval the amend of the Regulations on Corporate Governance of Ben Thanh Tourist Service Corporation, in order to comply with current legal regulations (Details in the attached document).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Thank you very much!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
CỘNG HÒA  
CÔ PHÂN  
DỊCH VỤ DU LỊCH  
BẾN THÀNH  
THÀNH PHỐ HỒ CHÍ MINH  
**LE QUY PHU**



Ho Chi Minh City, Date 05 June 2026

## PROPOSAL

*Re: The amendment of the Operating Regulations of the Board of Directors*

**To: The General Meeting of Shareholders of BenThanh Tourist Service Corporation**

- 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 Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding a number of articles on corporate governance applicable to public companies;
- Pursuant to the Charter of Organization and Operation of BenThanh Tourist Service Corporation;

The Board of Directors of BenThanh Tourist Service Corporation hereby submits to the General Meeting of Shareholders for consideration and approval the amend of the Regulations on Operation of the Board of Directors of BenThanh Tourist Service Corporation, in order to comply with current legal regulations (Details in the attached document).

Respectfully submitted to the General Meeting of Shareholders for consideration.

Sincerely thank you!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE QUY PHU**



Ho Chi Minh City, Date <sup>05</sup> June, 2026

## PROPOSAL

***Re: The dismissal and election of additional members to the Board of Directors for the Remaining Period of the 2025–2030 term***

**To: The General Meeting of Shareholders of BenThanh Tourist Service Corporation**

- 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 Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;
- Pursuant to the Charter of organization and operation of Ben Thanh Tourist Service Corporation;

**The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following matter:**

- 1. Approve the resignation letter of the Member of the Board of Directors as follows:**
  - Ms. Dang Thi Thi Thanh - Position: Member of the Board of Directors
  - Mr. Le Quy Phu - Position: Member of the Board of Directors
- 2. Additional election of the Board of Directors for the Remaining Period of the 2025–2030 term as follows:**
  - Number of Board of Directors' members : 2 person
  - Term : 2025– 2030
  - Maximum number of candidates for the Board of Directors : Unlimited
  - Standards for candidates participating in the Board of Directors (*According to Clause 1, Article 155 of the Law on Enterprises 59/2020/QH14, Article 275 of Decree 155/2020/ND-CP, and Clause 78, Article 1 of Decree 245/2025/ND-CP*)

Other contents related to the election of the Board of Directors for the 2025–2030 term shall be applied in accordance with the Regulations on nomination, candidacy, and election of the Board of Directors for the Remaining Period of the 2025–2030 term.

Respectfully submit to the General Meeting of Shareholders for consideration

Sincerely thank you!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**



**LE QUY PHU**







Ho Chi Minh City, Date 05 June 2026

## PROPOSAL

**Re: Approval of the list of candidates for the Board of Directors for the Remaining Period of the 2025 – 2030 term**

**To: The General Meeting of Shareholders of BenThanh Tourist Service Corporation**

- 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 Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles 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;
- Pursuant to the Charter of organization and operation of Ben Thanh Tourist Service Corporation;

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the list of candidates for the additional election of members to the Board of Directors for the Remaining Period of the 2025 – 2030 term:

1. The attached list of candidates for the additional election of members to the Board of Directors.

(Detailed information on the list of candidates will be updated at the General Meeting).

2. The curriculum vitae of the nominated candidates for the Board of Directors are posted, updated on the Company's website at: <https://benthanhtourist.com/quan-he-co-dong>.

Other contents related to the election of the Board of Directors for the for the Remaining Period of the 2025–2030 term shall be applied in accordance with the Regulations on nomination, candidacy, and election of the Board of Directors for the Remaining Period of the 2025–2030 term.

Respectfully submit to the General Meeting of Shareholders for consideration

Sincerely thank you!

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**LE QUY PHU**