



AGENDA

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026

I. TIME AND VENUE:

- **Time:** 1:30 PM, Wednesday, June 24, 2026.
- **Venue:** Conference Hall of Sammy Vung Tau Hotel, 157 Thuy Van Street - Vung Tau Ward - Ho Chi Minh City
(Former address: 157 Thuy Van Street - Thang Tam Ward - Vung Tau City - Ba Ria - Vung Tau Province.)

II. MEETING AGENDA:

Thời gian	Content
13:30 – 14:00	Reception and shareholder verification: <ul style="list-style-type: none">• Welcome delegates and shareholders;• Verification of delegate status, providing login information for electronic voting.
14:00 – 14:30	Opening of the Meeting: <ul style="list-style-type: none">• Report on the verification of delegate status;• Declaration of reasons, introduction of the Chairperson;• Approval of Working Regulations;• The Chairperson introduces and approves the Presiding Committee, appoints the Secretary Committee;• The Chairperson introduces and approves the Ballot Counting Committee;• Approval of the Meeting Agenda;
14:30 – 14:50	The Board of Directors and the Board of Supervisors present the following contents: <ul style="list-style-type: none">• Report on the activities of the Board of Directors for 2025 and operational directions for 2026;• Report on business operations for 2025 and business plan for 2026;• Report of the Board of Supervisors;• Other contents (if any).
14:50 – 15:10	Proposals for the Meeting: <ul style="list-style-type: none">• Proposal for approval of the Financial Statements for 2025;• Proposal for profit distribution and dividend payment for 2025;• Proposal for approval of the business and production plan for 2026;• Proposal for the selection of an independent audit firm to audit the Financial Statements for 2026;• Proposal for payment of salary to the Chairman of the Board of Directors and remuneration of members of the Board of Directors and the Board of Supervisors for 2025 and plan for 2026;• Proposal for amending and supplementing the Company's Charter on organization and operations;• Proposal for amending and supplementing the Internal Regulations on Corporate Governance;• Proposal for amending and supplementing the Regulations on the operation of the BoD;• Proposal for amending and supplementing the Regulations on the operation of the BoS;• Other contents (if any).
15:10 – 15:40	Discussion session
15:40 – 15:50	Instructions for voting and voting on reports and proposals
15:50 – 16:10	Break – Ballot counting
16:10 – 16:30	Announcement of voting results
16:30 – 16:50	The Secretary Committee reads the draft Minutes and Resolutions of the AGM; Meeting votes to approve the contents of the Minutes and Resolution of the AGM.
16:50 – 17:00	Declaration of the closure of the Meeting



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WORKING REGULATIONS
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents;*
- *Decree No. 155/2020/ND-CP detailing the implementation of several articles of the Law on Securities dated December 31, 2020;*
- *The Charter on Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company;*
- *The Internal Governance Regulations of Ba Ria - Vung Tau Tourist Joint Stock Company.*

To ensure the successful organization of the Annual General Meeting of Shareholders in 2026 of Ba Ria - Vung Tau Tourist Joint Stock Company, the Board of Directors hereby formulates the following working regulations, rules of conduct, and voting procedures for submission to and adoption by the General Meeting of Shareholders:

1. PURPOSE

- To ensure the order, principles of conduct, and voting at the Annual General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company are conducted in accordance with regulations and successfully.
- The resolutions of the General Meeting of Shareholders reflect the unified will of the shareholders, meeting the aspirations and rights of shareholders and complying with the law.

2. SUBJECT AND SCOPE

- Subjects: All shareholders, authorized representatives of shareholders, and invited guests attending the Annual General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company shall comply with these Regulations, the Company Charter, and applicable legal regulations.
- Scope: These Regulations apply to the organization of the Annual General Meeting of Shareholders 2026 of Ba Ria - Vung Tau Tourist Joint Stock Company.

3. INTERPRETATION OF TERMS AND ABBREVIATIONS

- Company : Ba Ria - Vung Tau Tourist Joint Stock Company
- BoD : Board of Directors
- BoS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Company Charter : Charter on the Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company.

- Delegate : Shareholder, authorized representative (authorized persons)
- AGM : Annual General Meeting of Shareholders
- Electronic Voting : The act of delegates using Internet-connected devices to cast votes/elections through the electronic voting system prescribed and communicated by the Company to delegates at the time of their registration to attend the AGM
- Electronic Voting System : The system used by the Company to provide Delegates with tools to exercise their rights when attending the GMS.

4. CONTENT OF REGULATIONS

4.1 Conditions for holding the Annual General Meeting of Shareholders

- The General Meeting of Shareholders may proceed when attending delegates represent at least 65% of the total voting shares.
- If the first meeting does not satisfy the quorum as stipulated in Clause 1, Article 18 of the Company's Charter, a second meeting may be convened within 30 days from the initially scheduled date. The second meeting is valid when attending shareholders represent at least 50% of the total voting shares.
- If the second meeting also fails to meet the quorum as stipulated in Clause 2, Article 18 of the Company's Charter, a third meeting may be convened within 20 days from the initially scheduled date of the second meeting and shall be valid regardless of the number of attending shareholders and their voting rights.
- Note:

The percentage of shareholders attending the GMS voting directly and electronically is determined when delegates are present at the location stated in the meeting notice and have registered to attend the meeting with the organizing committee.

4.2 Shareholder eligibility to attend the Meeting

All shareholders with voting rights as of the record date 30/03/2026 have the right to attend the GMS, either in person or by proxy. If there is more than one proxy, the number of shares represented by each must be clearly indicated.

4.3 Invited guests at the Meeting

- Guests include company management, invitees, and members of the Organizing Committee who are not shareholders but are invited to attend.
- Guests do not participate in discussions (*unless invited by the Chairperson, or have registered in advance with the Organizing Committee and received the Chairperson's approval*).

4.4 Delegates must comply with the following regulations

- Arrive on time, dress appropriately, comply with security checks (if any), and present ID as required.
- Receive meeting documents at the reception desk.
- Delegates arriving late have the right to register immediately and can participate and vote at the Congress. The Chairperson is not responsible for pausing the Congress to allow late delegates to register; the results of any votes that were conducted before their arrival will not be affected.
- Set phones to silent or turn them off, and step outside for calls.

- No smoking, maintain order during the meeting.
- Comply with regulations set by the Organizing Committee and the Chairperson.
- In the event that a delegate does not comply with the regulations regarding checks or the aforementioned measures, the Chairperson, after careful consideration, may refuse or expel the delegate from the venue to ensure that the Meeting proceeds normally according to the planned agenda.

4.5 Chairperson and Presiding Committee

- The Presidium Committee consists of the Chairpersons and members.
- The Chairperson of the BoD shall act as the Chairperson of the Meeting or may authorize another members of the BoD to act as the Chairperson of the GMS convened by the BoD;
- In case the Chairperson is absent or temporarily incapacitated, the remaining members of the BoD shall elect one among them to act as the Chairperson of the Meeting by majority vote. If a Chairperson cannot be elected, the Head of the BoS shall preside over the election by the GMS of a Chairperson from among the attending delegates; the delegate receiving the highest number of votes shall act as the Chairperson of the Meeting;
- The Chairperson has the right to postpone the GMS (which has met quorum) for up to three (03) working days from the scheduled date, and may only postpone or change the meeting venue in accordance with Clause 8, Article 146 of the Law on Enterprises.
- Duties of the Presiding Committee:
 - Administer the GMS in accordance with the approved agenda;
 - Guide delegates and the Meeting in discussing agenda items;
 - Present draft resolutions and conclusions for voting;
 - Respond to matters raised by the GMS;
 - Address issues arising during the Meeting.
- Working principle: The Presiding Committee shall operate collectively, based on democratic centralism, and decide by majority vote.

4.6 Secretary of the Meeting

- The Chairperson shall appoint one or several persons as Secretaries of the Meeting.
- Duties and powers:
 - Accurately record the proceedings of the Meeting;
 - Receive delegate speaking registrations;
 - Prepare the Minutes and draft the Resolutions of the GMS;
 - Support the Chairperson in disclosing related information of the General Meeting of Shareholders and notifying shareholders in accordance with legal provisions and the Charter;
 - Perform other duties as assigned by the Chairperson.

4.7 Vote Counting Committee

- The General Meeting of Shareholders shall elect one or more members to the Vote Counting Committee upon the proposal of the Chairperson.
- Duties of the Vote Counting Committee:

- Announce voting principles, procedures, and guidelines;
- Review and report to the GMS any violations or complaints regarding voting procedures and results;
- Collect and count voting ballots, prepare the Minutes of Vote Counting, announce results, and submit the Minutes to the Chairperson.

4.8 Delegate Eligibility Verification Committee

- The Delegate Eligibility Verification Committee of the Meeting shall consist of 02 members, including 01 Head and 01 Member, nominated by the Chairperson and introduced to the GMS.
- Duties of the Delegate Eligibility Verification Committee:
 - Verify the eligibility and presence of shareholders and authorized representatives attending the Meeting.
 - The Head of the Delegate Eligibility Verification Committee shall report to the GMS on the attendance status. If the number of shareholders and authorized representatives present represents at least 65% of the total voting shares, the GMS shall be validly convened.

4.9 Speaking at the Meeting

- Delegates who wish to speak must obtain prior consent from the Chairperson. They shall present their opinions concisely and focus on relevant issues within the approved agenda, or submit written comments to the Secretary for consolidation and reporting to the Chairperson.
- The Chairperson shall arrange speaking turns in the order of registration and respond to shareholder questions during the Meeting or later in writing if necessary.

4.10 Voting on issues at the Meeting

4.10.1 Principles

- All agenda items and meeting content must be openly discussed and voted upon by the GMS.
- Delegates must register to attend the meeting location specified in the invitation letter sent to all shareholders listed in the shareholder list as of April 29, 2025. After registering with the meeting's organizing committee, delegates will be provided with a voting card bearing the Shareholder Code, the Shareholder's full name, the number of shares owned and/or represented, and a Login QR Code and/or Username and Password to log in and vote on all matters put to vote at the AGM through the electronic voting system at the following link: www.ezgsm.fpts.com.vn Should a Shareholder discover that their username, password, and/or other identification factors have been lost, stolen, disclosed, or are suspected of being disclosed, the Shareholder must immediately notify the Company to enable timely blocking of access credentials and security devices. The Shareholder shall be held responsible for any damages, losses, and risks arising from the Shareholder's fault.
- The Chairperson shall propose specific voting methods for each item for approval by the GMS.
- Voting methods include:
 - Raising of Voting Cards: this method is used to approve the following matters: Meeting Agenda; Working Regulations, personnel of the Presiding Committee, Vote Counting Committee; approval of Meeting Minutes, Resolutions, and other general matters (if any);
 - Voting by electronic ballot: this method is used to approve the following matters: Report on the activities of the Board of Directors for 2025 and operational directions for 2026; Report on business operations for 2025 and business plan for 2026; Report of the Board of Supervisors; and voting to approve the contents of the Proposals submitted to the Meeting.

4.10.2 Voting procedures

- Delegates shall cast their votes to Approve, Disapprove, or Abstain on matters put to vote at the Congress by raising their Voting Cards or selecting the corresponding options on the electronic voting interface for the respective matters to be voted upon as stipulated in Section 4.10.1.
- When voting by raising the Voting Card, the front side of the card must be clearly raised toward the Presiding Committee. In the event that a delegate does not raise the Voting Card in any of the three rounds of voting—approving, disapproving, or abstaining—on a matter, it shall be deemed as approving that matter. If a delegate raises the Voting Card more than once for the same matter during the voting rounds of approving, disapproving, or abstaining, the vote shall be considered invalid. Under this method, members of the Delegate Eligibility Verification Committee or the Vote Counting Committee shall record the delegate code and the number of votes corresponding to each shareholder as approving, disapproving, abstaining, or invalid.
- When voting electronically, for each agenda item, Delegates shall select one of three options: “Approve”, “Disapprove”, or “Abstain”, as configured in the Electronic Voting System. After all agenda items requiring a vote from the Congress have been completed, Delegates shall proceed to confirm their votes for the Electronic Voting System to record the results. Delegates may change their votes but cannot cancel them. The Electronic Voting System shall only tally the final vote results at the conclusion of electronic voting for each voting round. Delegates may cast their votes from the time their meeting registration is complete until the Organizing Committee announces the conclusion of the electronic voting period for the respective agenda items. Upon the conclusion of the voting period, the system will not record any additional electronic votes from Delegates.

4.10.3 Validity of voting ballots

One (1) common share shall be equivalent to one voting right. Each representative attending who represents one or more voting rights shall be issued a corresponding Voting Card.

- As of the record date (30/03/2026), the total number of voting shares of the Company is 18,644,500, equivalent to 18,644,500 voting rights.
- A resolution shall be adopted only when more than 65% of the total voting rights of all attending shareholders approve it. For specific matters as prescribed in Clause 1, Article 20 of the Company Charter, a minimum approval of 75% of the total voting rights of attending shareholders is required.
- Notes:
 - Shareholders/authorized representatives with related interests shall not vote on contracts and transactions valued at 35% or more of the Company’s total assets (as recorded in the latest financial statements). These matters shall only be approved when at least 65% of the remaining shareholders/authorized representatives vote in favor (pursuant to Clause 4, Article 167, Law on Enterprises 2020).
 - Shareholders/authorized representatives holding 51% or more of the total voting shares or their related persons shall not vote on contracts or transactions valued over 10% of the Company’s total assets between the Company and such shareholders (pursuant to Point b, Clause 3 and Clause 4, Article 167, Law on Enterprises 2020).

4.10.4 Vote Counting and Result Recording

- At the Meeting, the General Meeting of Shareholders shall ratify the Vote Counting Committee.
- The Vote Counting Committee is responsible for compiling votes from Delegates attending in person and conducting voting through electronic ballot methods.

- The Vote Counting Committee shall verify the number of votes approving, disapproving, and abstaining for each matter and shall be responsible for recording, aggregating, and reporting the vote counting results to the GMS.

4.11 Minutes and Resolutions of the GMS

All matters discussed at the General Meeting of Shareholders must be recorded by the Secretary in the Minutes of the GMS. The Minutes must be read aloud and adopted prior to the adjournment of the Meeting.

5. Implementation

- All delegates, authorized representatives, and guests attending the Meeting are required to fully comply with the provisions set forth in these Regulations, the Company's current rules and policies, and applicable legal regulations.
- The convener of the GMS has the right to:
 - Require all participants to undergo security screening or other measures;
 - Request competent authorities to maintain order during the Meeting and to expel any individual who fails to comply with the Chairperson's authority, deliberately causes disruption, obstructs the normal conduct of the Meeting, or fails to comply with security procedures.
- Any matters not specifically provided for in these Regulations shall be governed by the Company Charter, the Law on Enterprises 2020, and other prevailing legal instruments.

These Regulations shall take effect immediately upon approval by the General Meeting of Shareholders.

Recipients:

- GMS;
- Member of the BoD, BoM, BoS;
- File: Office, Secretary.

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

THAI HOANG THAN



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

Tel: (0254) 385 6445 Fax: (0254) 385 6444 Website: www.vungtautourist.com.vn

No.: /BC-DL

Ho Chi Minh City,

2026

[DRAFT]

REPORT

Activities of the Board of Directors in 2025
and operational plan for 2026

To: General Meeting of Shareholders
of Ba Ria - Vung Tau Tourist Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 effective from January 1, 2021;
- Pursuant to the Charter of organization and operation of Ba Ria - Vung Tau Tourist Joint Stock Company;

The Board of Directors (BOD) of the Company hereby reports to the General Meeting of Shareholders (GMS) on the management and operating results in 2025 and the operational plan for 2026 as follows:

I. Assessment of operating results in 2025:

In 2025, the regional and global political and economic situation remained unstable, with trade tensions between the US and other countries worldwide; domestically, severe natural disasters and floods directly impacted the tourism industry; the real estate market has yet to recover, the retail sector has declined significantly, and many premises have been closed due to a lack of tenants; at Sammy Hotel, business conditions were challenging as the Back Beach Park Project was not completed in the first 4 months of 2025, and nearby construction work caused noise, dust, and vibrations, significantly affecting hotel guests.

Transport infrastructure connecting Vung Tau with the Eastern and Southwestern regions is not yet optimal; many roads are being upgraded and expanded but remain limited, and traffic congestion on National Highway 51 persists, significantly impacting tourism activities.

Vung Tau tourism still lacks entertainment and leisure products to retain tourists for long stays.

Competition is becoming increasingly fierce from new entities operating in the same segment as the Company's subsidiaries, resulting in selling prices falling short of expectations, sometimes even lower than in previous years, while business costs continue to rise.

Tax enforcement measures involving the suspension of invoice usage by the Tax Authority (due to issues related to land rent at Back Beach) have significantly impacted the company's business operations, preventing the timely issuance of invoices to customers, especially at the end of months and quarters, with delays sometimes extending to 20 days after services are rendered, which affects financial settlement and causes many customers to hesitate in choosing the unit's services.

Operating Results in 2025:

No.	Indicators	Unit	Implemented 2024 (Audited Financial Statements)	Plan 2025	Year 2025		
					Implemented 2025 (Audited 2025 Financial Statements)	Implemented/Plan (%)	Implemented/Same period (%)
CONSOLIDATED RESULTS OF THE ENTIRE COMPANY							
1	Number of guests	turns	27,998	30,500	38,619	126.62	137.93
2	Revenues	Million VND	83,118	31,500	33,433	106.14	40.22
3	Expenses	Million VND	76,691	31,283	41,798	133.61	54.5
4	Profit Before Tax	Million VND	6,427	217	(8,365)		
5	Current Corporate Income Tax	Million VND	322	217	252	116.13	78.26
6	Profit After Tax	Million VND	6,105	0	(8,617)		

(Details in the Report on Business Performance in 2025 and Business Plan for 2026 by the Board of Management).

II. Activities of The Board of Directors in 2025:

1. Personnel in the Board of Directors of the Company:

No.	Name of organization/individual	Position at the Company	Number of shares owned at the end of the period	Percentage of shares owned at the end of the period
1	State capital Representative: Mr. Thai Hoang Than	Chairman of the Board of Directors	10,978,400 shares	58.88%
2	Mr. Tran Van Phat	Member of the Board of Directors Deputy General Director of the Company	700 shares	
3	Ms. Nguyen Thi Bao Ngoc	Member of the Board of Directors Chief Accountant	1,600 shares	
4	Ngoc Lam Trading - Tourism Co., Ltd. Representative: Mr. Nguyen Tien Manh	Member of the Board of Directors	2,237,340 shares	12%
5	- Hai An Tourism Investment Consulting and Service Co., Ltd. - An Khang Construction and Trading Service Co., Ltd. Representative: Mr. Le Van Chien	Member of the Board of Directors	1,864,450 shares 932,225 shares	10% 5%

2. Activities of the BOD:

In 2025, the BOD performed its duties with a high sense of responsibility. The BOD's direction consistently adhered to the Resolution of the General Meeting of Shareholders and actual market developments to propose correct and appropriate decisions, ensuring compliance with current legal regulations and the Company's Charter.

Deciding, directing, and strictly supervising tasks under the authority of the BOD.

Supervising business operations and the implementation status of the Company's business plan. During business operations, the BOD frequently met and exchanged with the Board of Management to resolve difficulties in order to achieve the set goals.

For issues requiring approval from the BOD, if discussion meetings cannot be held, they are approved by the Members of the Board of Directors of the Company through written ballots.

3. Resolutions issued in 2025:

No.	Resolution/Decision Number	Date	Content	Approval rate (%)
01	01/Resolution of the Board of Directors	10/01/2025	Selecting AFC Vietnam Auditing Co., Ltd. as the independent auditor to audit the 2024 Financial Statements of Ba Ria - Vung Tau Tourist Joint Stock Company.	100
02	02/Resolution of the Board of Directors	17/01/2025	Response to the written ballot for shareholders of Saigon – Binh Chau Tourism Joint Stock Company	100
03	03/Resolution of the Board of Directors	08/4/2025	Regarding the organization of the 2025 Annual General Meeting of Shareholders	100
04	04/Resolution of the Board of Directors	08/4/2025	Approving the Company's Legal Representative to sign transaction contracts in 2025 with Company's subsidiaries.	60
05	05/Resolution of the Board of Directors	08/4/2025	Continuing to temporarily suspend Vung Tau Branch (travel) for one year	100
06	06/Resolution of the Board of Directors	19/5/2025	<p>Approving the expected content to be submitted to the 2025 Annual General Meeting of Shareholders:</p> <p><u>Content 1: Adopt the Agenda for the 2025 Annual General Meeting of Shareholders.</u></p> <p><u>Content 2: Adopt the draft documents to be presented to the General Meeting:</u></p> <ol style="list-style-type: none"> 1. Report on the activities of the Board of Directors in 2024 and the operational plan for 2025. 2. Report on the business situation in 2024 and the business plan for 2025. 3. Report of the Board of Supervisors. 4. Proposal on amending and supplementing the Company's Charter. 5. Proposal on approving the 2024 audited Financial Statements. 6. Proposal on profit distribution and dividend payment for 2024. 7. Proposal on the remuneration payment for members of the Board of Directors and the Board of Supervisors for 2024 and the plan for 2025. 8. Proposal on approving the 2024 business production results and the plan for 2025. 9. Proposal on selecting an auditing firm for the 2025 Financial Statements. 	60

No.	Resolution/Decision Number	Date	Content	Approval rate (%)
			10. Proposal on approving the Company's restructuring scheme for the 2021-2025 period. 11. Draft Resolution of the 2025 Annual General Meeting of Shareholders. 12. Other matters (if any).	
07	07/Resolution-Board of Directors	June 03, 2025	Appointing personnel to attend the 2025 Annual General Meeting of Shareholders of Saigon – Binh Chau Tourism Joint Stock Company	60
08	08/Resolution-Board of Directors	June 24, 2025	Regarding the liquidation of the 7-seater Toyota Innova car, license plate 72A-025.19	100
09	09/Resolution-Board of Directors	July 22, 2025	Selecting AFC Vietnam Auditing Co., Ltd. as the independent auditor to review the 6-month 2025 Financial Statements of Ba Ria – Vung Tau Tourism Joint Stock Company.	100
10	10/Resolution-Board of Directors	August 06, 2025	Response to the written ballot for shareholders of Saigon – Binh Chau Tourism Joint Stock Company	100
11	11/Resolution-Board of Directors	September 03, 2025	Response to the written ballot for shareholders of Saigon – Binh Chau Tourism Joint Stock Company	100
12	12/Resolution-Board of Directors	September 17, 2025	Appointing personnel to attend the 2025 Extraordinary General Meeting of Shareholders of Minh Dam Tourism Joint Stock Company	100
13	13/Resolution-Board of Directors	September 18, 2025	Appointment of Deputy General Director of the Company	100
14	14/Resolution-Board of Directors	November 11, 2025	Approval of the salary for the Deputy General Director of the Company	100
15	15/Resolution-Board of Directors	November 18, 2025	Regarding the cessation of business operations of Nghinh Phong Tourism Joint Stock Company	100
16	16/Resolution-Board of Directors	November 25, 2025	Unanimous approval of the policy to replace the elevator glass at Vung Tau Sammy Hotel	100

III. Operational Plan of the BOD for 2026:

The global political situation continues to evolve unpredictably, and war tensions in various regions show no signs of abating, which will serve as significant obstacles to economic and tourism recovery in 2026.

Domestically, due to the impact of war, gasoline prices have spiked, leading to high input material costs, which poses a significant challenge for businesses in 2026.

Thuy Van beach park is gradually being completed and will be a landmark attracting tourists to Vung Tau, opening up more development opportunities for Vung Tau in general and Ba Ria - Vung Tau Tourist Joint Stock Company in particular.

Some key tasks are as follows:

1. Directing, managing, and supervising the Company's operations to maintain stability, developing solutions for Company development, and striving to complete the 2026 plan targets assigned by the General Meeting of Shareholders.

2. Strengthening forecasting work, continuing to improve financial management capacity, ensuring the Company's financial safety and efficiency; flexibly adjusting business strategies; and strictly controlling the Company's operating costs.

3. Developing new markets.

4. Consolidating quality personnel management.

5. Divesting from inefficient projects, definitively handling "dead" and "stalled" projects to create additional financial resources for business and investment activities, while avoiding the need for provisions that affect the Company's business results.

6. Continuing to petition Departments and agencies to retain certain housing and land facilities for the Company (regarding 10 housing and land facilities of the Company that the State reclaimed under Decision No. 3207/QĐ-UBND dated October 17, 2022, to date, the Company has only handed over 01 facility at 128 Ha Long, while the remaining 09 have not been handed over due to unresolved issues regarding assets on the land).

7. Continuing to petition State management agencies to review land rent in the Back Beach area.

Orientation for the following years:

1. Continue to invest in upgrading Vung Tau Sammy Hotel to 4-star standards.

2. Converting the functional use of the housing and land facility at 207 Vo Thi Sau, Thang Tam Ward, Vung Tau City (now Vung Tau Ward, Ho Chi Minh City) from Company Office to a business location for tourism services, including guest rooms and restaurants.

3. Converting the functional use of 127 Hoang Hoa Tham, Ward 2, Vung Tau City (now Vung Tau Ward, Ho Chi Minh City): part used as an office, part for tourism service business after being reviewed and approved by Departments and agencies regarding the land use and land lease plan for this facility.

The above are some activities in 2025 and the plan for 2026, respectfully submitted to the 2026 Annual General Meeting of Shareholders for consideration.

Sincerely./.

Recipients:

- GMS;
- Members of Board of Director, Board of Management, Board of Supervisors;
- Archived: Admin, Secretary.

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

Thai Hoang Than



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

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No.: /BC-DL

Ho Chi Minh City,

2026

DRAFT

REPORT

Situation of production and business operations in 2025
and production and business plan for 2026

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock
Company

Part A: Situation Of Production And Business Operations in 2025.

I. General situation:

- In 2025, the global economy continued to fluctuate, with Geopolitical conflicts and exchange rate volatility impacting commodity costs and tourism operations. However, the Vietnamese tourism industry recovered positively, with the number of international visitors increasing by over 20% compared to 2024.

- Since April 30, 2025, Vung Tau City has completed the majority of the renovation of the entire Back Beach area park, creating a modern, spacious, and more attractive landscape. This upgrade has become a new highlight of the coastal city, attracting a large number of tourists and residents to visit and experience. Thanks to its location adjacent to the park and the main landscape axis of Back Beach, Vung Tau Sammy Hotel recorded a significant increase in the number of stay and event guests compared to previous years. This is a key Competitive advantage that helps the facility improve room occupancy, contribute to increasing Revenues, and gradually elevate the brand image of Vung Tau Sammy Hotel in the resort and MICE tourism market.

- Since July 1, 2025, implementing the general policy of the Government on the merger of provinces and cities, whereby Ba Ria - Vung Tau province merged into Ho Chi Minh City, a breakthrough development period for the tourism industry has opened, with brand elevation, strong investment in transport infrastructure, strong investment attraction, and opportunities for comprehensive restructuring to make Vung Tau a tourism-marine center of the Southern metropolis.

- In 2025, the Company's operations were significantly impacted by the implementation of the arrangement and handling of real estate assets according to the Government's Decree No. 167/2017/NĐ-CP and Decree No. 67/2021/NĐ-CP, while also having to execute decisions on land recovery and arrears of land rent and technical infrastructure costs according to the inspection conclusions of state agencies.

In particular, the recovery of land and property facilities at 06 and 08 Thuy Van (Back Beach area – Vung Tau City) by the (former) People's Committee of Ba Ria – Vung Tau province for the implementation of the Thuy Van road renovation project caused the Company to lose key business premises, forcing the cessation of operations of the

Company’s subsidiaries – Nghinh Phong Tourism Joint Stock Company and Bien Dong Tourist Area, which were the primary business units.

Currently, the Company only has two operating units: Vung Tau Sammy Hotel and the Da Nang Branch. The downsizing of operations, combined with outstanding financial obligations related to land rent and technical infrastructure, has placed significant pressure on the Company's Financial Situation and cash flow during this period.

- The Provincial Inspectorate's request for arrears of land rent and technical infrastructure usage fees for the two land and property facilities at 06 and 08 Thuy Van (Back Beach area – Vung Tau City) for the period from 2006 to 2017, along with the determination of land rent for the 2018–2021 period at a high level, has created significant financial pressure on the Company. This amount of arrears is high compared to the actual business efficiency of the units at that time and does not fully reflect the conditions of exploitation and use of the Company's assets in the previous period.

In addition, from September 2023 to present, the tax authority has applied enforcement measures by suspending the use of invoices for the Company. The prolonged suspension of invoices has significantly affected business operations, disrupted transactions with customers and partners, and caused difficulties for the Company's accounting and revenue settlement work.

- External investments formed in the previous period, most of which involve low ownership percentages, do not provide the Company with sufficient conditions to participate in the management or control of operations at the investee entities. Consequently, many investments do not generate cash flow, lack profitability, and have even incurred significant accumulated losses, posing substantial financial risks. Although the Company has developed a divestment plan for inefficient units, implementation remains dependent on the decision of the City People's Committee, as the State capital accounts for 58.88% and holds controlling power. Therefore, the Company has not yet been able to execute the divestment according to the planned roadmap.

- In the context where many of the Company's real estate assets face legal obstacles and must cease operations, Vung Tau Sammy Hotel is currently the primary business facility, playing the role of generating the main source of revenue and cash flow to maintain the Company's operations. However, the facilities of Vung Tau Sammy Hotel have now deteriorated after many years of operation and no longer fully meet the increasingly high service standards of tourists, especially in the context of the Back Beach area being renovated and upgraded, creating greater competitive pressure for accommodation facilities. A comprehensive upgrade of the hotel requires large investment capital; however, the Company's financial capacity is limited due to the State's policy of divestment in the Company, leading to the Company's inability to proactively implement long-term investment plans. Therefore, in 2025, the Company could only carry out temporary repairs for items and rooms that were seriously deteriorated in order to maintain minimum service conditions and meet part of the tourists' needs, while waiting for capital orientation and appropriate investment plans in the next period.

II.Situation Of Production And Business Operations in 2025:

1. Consolidated Operating Results of the Parent Company and 2 Company’s subsidiaries:

No.	Indicators	Unit	2024 Actual	2025 Plan	2025		
					2025 Actual	Actual/Plan (%)	Actual/SPLY (%)

1	Visitor arrivals	Arrivals	27,998	30,500	38,619	126.62	137.93
2	Revenues	Million VND	83,118	31,500	33,433	106.14	61.64
3	Expenses	"	76,691	31,283	41,798	133.61	87.42
4	Profit Before Tax	"	6,427	217	(8,365)		
5	Current Corporate Income Tax	"	322	217	252	116.13	78.26
6	Profit After Tax	"	6,105	0	(8,617)		

Note: Data for 2025 is based on the audited Financial Statements.

In 2025, land rent from 2018 - 2022 was not fully accounted for according to the Notice of the Vung Tau City Tax Department, and arrears for land rent and technical infrastructure fees according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, of the (former) Ba Ria – Vung Tau Provincial Inspectorate for land plots 08 and 06 Thuy Van – Bien Dong Tourist Area and Nghinh Phong Tourism Joint Stock Company were not recorded.

Total consolidated Revenues in 2025 reached: 33,433 million VND, reaching 106.14% of the plan and 61.64% compared to 2024. Consolidated profit after tax in 2025: loss of 8,617 million VND.

In which:

1.1. Operating Results of the Parent Company:

No.	Indicators	Unit	2024 Actual	2025			
				2025 Plan	2025 Actual	Actual/Plan (%)	Actual/2024 (%)
I	BR-VT TOURISM JOINT STOCK COMPANY (Parent Company)						
1	Visitor count	visitors	27,998	30,500	38,619	126.62	137.93
2	Revenues	Million VND	57,387	30,018	31,514	104.98	54.91
3	Expenses	"	52,222	30,409	68,273	224.51	130.74
4	Profit Before Tax	"	5,165	(391)	(36,759)		
I.1	BIEN DONG TOURIST AREA						
1	Visitor count		-	-			
2	Revenues	Million VND	30,997	1,158	-	-	-
3	Total expenses	Million VND	8,216	908	487	53.63	5.93
4	Profit Before Tax	"	22,782	250	(487)	(194.80)	(2.14)
I.2	SAMMY HOTEL						
1	Visitor count		18,871	21,800	29,819	136.78	158.01
2	Revenues	Million VND	19,427	23,500	23,070	98.17	118.75
3	Total expenses	Million VND	24,339	23,000	23,772	103.36	97.67
4	Profit Before Tax	Million VND	(4,912)	500	(702)		
I.3	DA NANG BRANCH						
1	Visitor count	Visitors	9,127	8,700	8,800	101.15	96.42

2	Revenues	Million VND	2,927	3,400	2,887	84.91	98.63
3	Total Expenses	"	3,077	3,380	2,925	86.54	95.06
4	Profit Before Tax	"	(150)	20	(38)	(190.00)	25.33
I.4	COMPANY OFFICE						
1	Revenues	"	4,035	1,960	5,556	283.47	137.70
2	Expenses	"	16,590	3,121	41,088	1.316.43	247.67
3	Profit Before Tax	"	(12,555)	(1,161)	(35,532)		

(Note: Revenues = Net Revenues + Financial Operating Revenues + Other Income)

Situation Of Production And Business Operations in 2025 of the Parent Company and subordinate units:

a. Operating Results of the Parent Company: Revenues: 31,514 million VND, reaching 55% compared to the same period in 2024, reaching 105% of the plan, profit: loss of 36,759 million VND, not meeting the set plan.

b. Operating Results at subordinate units.

- Bien Dong Tourist Area:

Regarding Revenues: In 2025, Bien Dong Tourist Area did not generate any Revenues due to the implementation of land recovery decisions by state agencies, which forced the cessation of business operations.

Regarding Expenses: 487 million VND, a decrease of 46% compared to the set plan. Although business operations have ceased, the unit still incurred some minimum expenses to maintain management and handle outstanding financial, legal, and obligations related to land rent, arrears of land rent, and technical infrastructure.

Operating Results: Due to the lack of Revenues while costs were still incurred, the 2025 Operating Results of the Bien Dong Tourist Area resulted in a loss of: 487 million VND.

- Vung Tau Sammy Hotel:

+ **Regarding Revenues:** In 2025, total Revenues reached 23,070 million VND, equivalent to 98.17% of the plan and an increase of 18.75% compared to 2024. Revenues did not meet the plan mainly due to a decline in restaurant service revenues: the set plan was 5,500 million VND, with 3,541 million VND achieved, equivalent to 64% of the plan and 88% compared to 2024.

+ **Regarding expenses:** Total actual expenses were 23,772 million VND, a decrease of 2.3% compared to the same period but exceeding the plan by 3.36%.

During the year, some expenses were reduced compared to the plan, such as land rent (a decrease of 1,358 million VND, equivalent to 30%) and some costs for food and beverage, guest reception, stationery, advertising, fuel, etc.

However, some operating expenses increased compared to the plan, mainly including: Depreciation expenses increased by 8%; facility repair and maintenance expenses increased by 30%; electricity and water expenses increased by approximately 20–22%; and some operating expenses such as packaging materials, cleaning, and printing increased compared to the plan.

The aforementioned expenses with an increasing trend are mainly concentrated in electricity, water, facility repair and maintenance, and operating expenses. The increase in these expenses is an objective factor, arising from the requirement to ensure service quality and

maintain standards for serving tourists in the context of increasingly fierce competition in the Back Beach area.

+ Operating Results in 2025: loss of 702 million VND.

Although Revenues increased compared to 2024, actual operating expenses exceeding the plan affected business efficiency. However, Vung Tau Sammy Hotel remained the unit contributing the majority of the Company's Revenues in 2025.

- Da Nang Branch:

+ Revenues: Total Revenues in 2025 reached 2,887 million VND, reaching 85% of the plan and 99% compared to the same period in 2024. In which, international Revenues reached 2,767 million VND, an increase of 13% compared to 2024; domestic Revenues reached 224.3 million VND, only reaching 47% compared to the same period in 2024 due to the domestic customer market facing difficulties caused by natural disasters, storms, and floods.

+ Expenses: Total expenses in 2025 were 2,925 million VND, reaching 86.57% of the plan and decreasing by 5% compared to the same period in 2024. The reduction in expenses was primarily due to a decrease in the cost of services compared to the previous year.

+ Operating results: The branch incurred a loss of 38 million VND, failing to meet the set plan.

In general, the operations of the Da Nang Branch in 2025 continued to face many difficulties, especially the decline in the domestic tourist market, leading to business performance falling short of the plan.

- **Company Office:**

+ Revenues: Total revenues in 2025 reached 5,556 million VND, equivalent to 283% of the plan and an increase of 37.7% compared to 2024.

+ Expenses: Total actual expenses were 41,088 million VND, an increase of 1,216.43% compared to the plan and an increase of 147.67% compared to the same period in 2024.

+ Results: Operations at the Company Office incurred a loss of 35,532 million VND.

*** In 2025, the Company's revenues and profits did not meet the set plan, primarily due to the following factors:**

+ At the Company Office: Although 2025 revenues exceeded the set plan, this was mainly due to bank interest income exceeding the plan by 486 million VND and dividends received from Thuy Van Tourism Joint Stock Company in 2025 amounting to 851 million VND.

Management expenses at the Company Office during the year generally did not fluctuate significantly compared to the plan. However, in 2025, several large expenses were incurred as noted by the Company in the exclusion section of the annual plan, due to the inability to forecast the business situation of units with investment or capital contributions. Specifically, the Company had to make provisions for external investments with a total amount of 34,108 million VND, including:

- . Saigon – Binh Chau Tourism Joint Stock Company: 5,473 million VND
- . Bien Dong Hotel Investment Joint Stock Company: 10 million VND
- . Green Coral Con Dao Joint Stock Company: 3 million VND
- . Nghinh Phong Tourism Joint Stock Company: 28,622 million VND

In addition, according to the 2025 plan, the Company expected to divest from two units: Long Hai Tourism Joint Stock Company and Bien Dong Hotel Joint Stock Company, thereby expecting to reduce provisions by 3,718 million VND. However, the divestment was not implemented during the year due to the lack of official opinion from State shareholders, resulting in the inability to realize this provision reduction, which caused 2025 expenses to increase by 3,718 million VND compared to the plan.

If the financial investment provision expenses incurred during the year and the planned provision reversal that has not yet been realized are excluded, with a total value of 37,826 million (34,108 million VND + 3,718 million VND), the Company's profit would have basically met the plan assigned by the General Meeting of Shareholders.

+ At Vung Tau Sammy Hotel:

In 2025, the hotel's revenues and profits did not meet the plan, resulting in a loss of 702 million VND. The main reasons include:

During the first 4 months of 2025, the hotel had almost no guests because the Vung Tau City People's Committee implemented the renovation of the Thuy Van road axis and the construction of the Back Beach Park. The entire Back Beach area was cordoned off for construction from 2024 until the end of April 2025, preventing tourists from swimming. The Back Beach Park only reopened to residents and tourists on April 30, 2025.

During the year, the tax authority implemented tax enforcement measures by suspending the use of invoices (related to land rent obligations at the facility at 08 Thuy Van – Back Beach), making it impossible for the hotel to issue invoices to customers in a timely manner, especially at the end of the month and quarter. The waiting time for invoice issuance in some cases extended to approximately 20 days after the customer used the service, significantly reducing the number of travel agency clients and corporate customers who require invoices for payment settlement.

Additionally, the hotel's facilities have some limitations, such as: Meeting rooms with small capacity that are not truly comfortable or modern; limited restaurant space that does not well meet the needs for organizing conferences, events, and weddings, thus failing to attract this customer segment.

+ At Da Nang Branch:

In 2025, the branch's revenues did not meet the plan, mainly due to: A decrease in international visitor numbers compared to the plan due to global political instability and a global economic downturn; a decline in domestic tourists due to natural disasters, storms, and floods occurring in many localities, especially in the latter part of 2025, where several large tour groups had to cancel their tours due to the impact of severe storms and floods in the central of Vietnam.

Furthermore, high airfares and fuel prices led to increased tour prices, making it difficult to attract domestic tourists; while the number of passengers from international cruise ships increased, due to price competition among travel agencies, despite rising service costs, it was impossible to adjust tour prices accordingly, leading to revenues and profits falling short of the plan.

+ Operating situation of the Bien Dong Tourist Area:

Implementing the land recovery decision of the People's Committee of Ba Ria – Vung Tau Province No. 2315/QĐ-UBND dated August 13, 2021, regarding the recovery of

284,199 sq.m. of land to renovate the Thuy Van road axis in Vung Tau City, the Company had to cease operations and hand over the premises at 08 Thuy Van to the Vung Tau City People's Committee from April 27, 2023. During 2024, the Company liquidated all assets on land at the Bien Dong Tourist Area and handed over the land and property facilities at 08 Thuy Van to the Vung Tau City People's Committee. In 2025, the Bien Dong Tourist Area only maintained 3 personnel to handle remaining issues. Consequently, the operations of the Bien Dong Tourist Area in 2025 generated no revenue, with expenses primarily consisting of salaries and other related costs, resulting in a loss of 486 million VND in 2025.

In 2025, the Bien Dong Tourist Area still faced issues regarding land rent and arrears for land rent and technical infrastructure according to Conclusion No. 261/KL-TTr of the Government Inspectorate dated September 17, 2018, with an amount not yet recorded in the Financial Statements from 2018 to date of: 146,719,279,290 VND, specifically:

- The Vung Tau – Con Dao Regional Tax Department issued a notice for land rent payment from 2018 to July 31, 2021, amounting to: 63,744,414,570 VND (excluding late payment interest), of which the Company has not recorded the amount of: 51,961,939,530 VND in the Financial Statements, specifically:

Unit: VND

Year	Per Tax Department Notice	Company has recorded	Difference not yet recorded by Company
	(1)	(2)	=(1)-(2)
Bien Dong Tourist Area			
2018	12.320.079.221	2.945.618.760	9.374.460.461
2019	17.248.110.909	2.945.618.760	14.302.492.149
2020	21.584.983.857	2.945.618.760	18.639.365.097
2021	12.591.240.583	2.945.618.760	9.645.621.823
Total	63.744.414.570	11.782.475.040	51.961.939.530

- Arrears according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, of the Chief Inspector of the Province. The amount of retroactive land rent arrears from 2006 to December 31, 2017, and the cost of using land leveling, stone embankment, and technical infrastructure items at the Bien Dong Tourist Area since 1999 with a total remaining debt of: 98,311,539,066 VND, of which the amount the Company has not recorded in the financial statements for the above arrears is 94,757,339,760 VND, detailed as follows:

Arrears amount according to the Decisions of the Provincial Inspectorate:

Unit Name	Arrears of land rent	Arrears of construction item costs	Total
Bien Dong Tourist Area (from 2006 to 2017)	94,653,477,457	3,658,061,609	98,311,539,066

Amount the Company has not recorded:

Content	Arrears per Provincial Inspectorate conclusion	Amount already accounted for by the Company	Unaccounted difference
	1	2	3=1-2
1. Bien Dong Tourist Area			
Land rent (from 2006 to 2017)	107,498,702,141	16,399,423,990	91,099,278,151
Site leveling and stone embankment items from 1999	3,658,061,609		3,658,061,609
Total	111,156,763,750	16,399,423,990	94,757,339,760

After the Company offset the compensation for Bien Dong assets and paid the amount to the Inspectorate, as of December 31, 2025, the Company still owed arrears of: 58,552,824,342 VND, detailed as follows:

Unit: VND

Unit Name	Debt per Inspectorate's arrears decisions	Payment and offsetting	Remaining debt
Bien Dong Tourist Area	98,311,539,066	39,758,714,724	58,552,824,342
Inspectorate offset with compensation received by the company at Back Beach		29,758,714,724	
Company payment from liquidation, other, etc.		10,000,000,000	

Thus, in 2025, the Bien Dong Tourist Area no longer had production and business activities and generated no revenue, while still having to maintain certain minimum expenses to handle remaining financial and legal issues, as well as outstanding land rent, land rent arrears, and technical infrastructure costs of significant value. The aforementioned financial obligations are not associated with the current business operations of the Bien Dong Tourist Area but have been and are creating serious pressure on the Company's financial situation and cash flow, directly affecting the overall operating results and the ability to balance and allocate resources for production and business activities.

1.2. Operating results of the Company's subsidiaries:

a. Nghinh Phong Tourism Joint Stock Company:

No.	Indicators	Unit	2024 Performance	2025			
				2025 Plan	2025 Performance	Perf./Plan (%)	Perf./SPLY (%)
1	Revenues	Million VND	281	40	96	240.00	0.41
2	Expenses	"	2,201	686	731	106.56	2.89
3	Profit Before Tax	"	(1,920)	(646)	(635)		

Implementing land recovery decision No. 2315/QĐ-UBND dated August 13, 2021, of the (former) People's Committee of Ba Ria - Vung Tau Province regarding the recovery of land in the Back Beach area of Vung Tau City for the renovation of the Thuy Van road axis. Nghinh Phong Tourism Joint Stock Company had to stop business operations from August 1, 2022, to complete procedures for handing over the land to the Vung Tau City People's Committee. From August 1, 2022, to date, Nghinh Phong Tourism Joint Stock Company no longer has business premises, and in 2025, it had no business revenue, only income from deposit interest of 96 million VND, with 4 remaining personnel to resolve the Company's outstanding tasks. Therefore, it incurred a loss of 635 million VND in 2025. Accumulated loss as of December 31, 2025: 10,172 million VND, excluding land rent arrears and land rent from 2018-2021.

* Regarding land rent and arrears according to Conclusion No. 261/KL-TTr of the Provincial Inspectorate:

To date, Nghinh Phong Tourism Joint Stock Company still faces issues regarding land rent and land rent arrears according to the decisions of the Provincial Inspectorate, so it has not fully recorded the arrears according to the inspection decisions and land rent from 2018 to 2021 in the Financial Statements because the retroactive collection for 5 years prior resulted in an amount that is too high, exceeding the Company's financial capacity. Outstanding land rent and arrears: 34,209,049,449 VND, of which the amount not recorded in the Financial Statements is: 60,133,874,299 VND. Specifically as follows:

+ According to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, of the Chief Inspector of the Province from 2006 to 2017: The amount of retroactive land rent arrears from 2006 to December 31, 2017, and the cost of using land leveling, stone embankment, and technical infrastructure items since 1999 with a total amount of arrears is:

Unit Name	Land rent	Construction items costs	Total
Nghinh Phong Company (from 2013 to 2017)	29.083.068.899	3.582.625.227	32.665.694.126

Nghinh Phong Tourism Joint Stock Company has not recorded the above arrears of 31,980,216,286 VND and still owes arrears as of December 31, 2025, of: 6,359,145,996 VND, specifically the debt of arrears is as follows:

Date	Description	Debt per Inspectorate Conclusion 261	Paid and offset	Remaining debt per Inspectorate Conclusion 261
1	2	3	4	5=3-4
September 17, 2018	Inspectorate Conclusion 261/KL-TTr dated September 17, 2018	32,665,694,126		
January 23, 2024	Support and compensation for houses and structures		20,558,716,152	
June 6, 2024	Support and compensation for trees		73,333,800	
July 3, 2024	Company paid to Provincial Inspectorate's account		690,800,000	
July 23, 2024	Company paid to Provincial Inspectorate's account		600,000,000	
September 24, 2024	Support and compensation for swimming pool		1,883,698,178	

December 8, 2025	Company paid to Provincial Inspectorate's account		2,500,000,000	
	Total	32,665,694,126	26,306,548,130	6,359,145,996

+ Land rent debt according to the Notice of the Tax Department based on the new calculation method from 2018 to date is: 27,849,903,453 VND, of which Nghinh Phong Tourism Joint Stock Company has not recorded in the Financial Statements: 28,153,658,013 VND.

Specifically regarding land rent debt from 2018 to December 31, 2025, it is:

Year	TAX DEPARTMENT (Notice No. 9669/TB-CCTKV dated December 28, 2021)		
	Payable	Paid	Remaining payable
	(1)	(2)	(3)=(1)-(2)
2018	6,656,412,859	2,128,295,720	4,528,117,139
2019	9,318,978,003	1,302,000,000	8,016,978,003
2020	11,662,158,967	1,028,000,000	10,634,158,967
2021	6,802,926,064	914,000,000	5,888,926,064
2021 (account frozen)		398,804,093	(398,804,093)
2022		342,000,000	(342,000,000)
2022 (account frozen)		3,000,000	(3,000,000)
2022 (18% Revenue from invoice purchase)		53,888,723	(53,888,723)
2023 (18% Revenue from invoice purchase)		299,299,004	(299,299,004)
From Jan to Dec 2024 (18% Revenue from invoice purchase)		121,284,900	(121,284,900)
Total	34,440,475,893	6,590,572,440	27,849,903,453

* Regarding the business operation situation of Nghinh Phong Tourism Joint Stock Company:

At the end of 2025, Nghinh Phong Tourism Joint Stock Company initiated procedures to cease Company operations; resolving redundancy benefits for employees and settling liabilities.

On December 04, 2025, Nghinh Phong Tourism Joint Stock Company issued document No. 10/TB-DLNP regarding the temporary suspension of business and operations of the Company, sent to the Business Registration Office of Ho Chi Minh City, with the following Reasons: The State has recovered the land area the Company was using for business to implement the Thuy Van Road Project, leading to the Company having no premises to serve its business operations. Currently, the Company has ceased all actual business activities.

On December 16, 2025, Nghinh Phong Tourism Joint Stock Company issued Notice No. 12/TB-DLNP regarding the temporary suspension of business operations.

The plan for 2026 is to complete the procedures for ceasing business operations and take steps toward the dissolution or bankruptcy of the enterprise.

b. Thuy Van Tourism Joint Stock Company:

Unit: million VND

No.	Indicators	2024 Performance	2025			
			2025 Plan	2025 Performance	Perf./Plan (%)	Perf./SPLY (%)
1	Revenues	2,695	2,695	2,818	104.56	104.56
2	Total expenses	1,085	1,608	1,561	97.08	143.87

3	Profit Before Tax	1,610	1,087	1,257	115.64	78.07
4	Corporate Income Tax	322	217	252	115.92	78.26
5	Profit After Tax	1,288	870	1,005	115.57	78.03

The main activity of Thuy Van Tourism Joint Stock Company is leasing facilities at Thuy Van Hotel; in 2025, the Company's income was primarily derived from the rental of Thuy Van Hotel. Revenues in 2025 reached 2,818 million VND, achieving 104.56% of the plan; profit before tax: 1,257 million VND; profit after tax: 1,005 million VND, achieving 115.57% of the plan.

In 2025, Thuy Van Tourism Joint Stock Company distributed dividends for the 2nd, 3rd, and 4th quarters of 2024 and the 1st and 2nd quarters of 2025, of which Ba Ria - Vung Tau Tourist Joint Stock Company received 851,190,000 VND.

2. Status of the implementation of Decisions of the Provincial People's Committee regarding the handling and arrangement of the Company's real estate assets in accordance with Decree 167/2017/ND-CP dated December 31, 2017, and Decree 67/2021/ND-CP dated July 15, 2021.

2.1 Regarding the 03 real estate assets recovered under Decision No. 1988/QD-UBND dated July 22, 2021 (Real estate assets at: 608 Tran Phu; Real estate assets at 1336 30/4 Road; Kiosks at the former Vung Tau market):

On March 24, 2022, the Company coordinated with specialized departments and divisions of the People's Committee of Vung Tau City; representatives of the Department of Finance; and representatives of the People's Committees of Ward 1, Ward 5, and Ward 12 of (former) Vung Tau City to organize the handover on-site, accompanied by relevant documentation for the 03 real estate assets. Accordingly:

- Completed the handover of 02 real estate assets: at 1336 30/4 Road, Phuoc Thang Ward, Ho Chi Minh City (former address: 1336 30/4 Road, Ward 12, Vung Tau City) and the Ward 1 market kiosks, Vung Tau City, Ho Chi Minh City.

- Have not completed the handover of 01 real estate asset at 608 Tran Phu Road, Vung Tau Ward, Ho Chi Minh City because the units representing the People's Committee of Vung Tau City did not agree to perform the handover and receipt for the following Reasons: Out of the total land area of 235.2 sq.m., an actual inspected area of approximately 139.5 sq.m. has been encroached upon by Mr. Vu Minh Canh, who is currently operating a motorcycle repair business. It is requested that the Company require several households previously leased to use the property to remove all assets and vacate the house at 608 Tran Phu, then proceed with the handover procedures to the People's Committee of Vung Tau City.

Regarding the handling of the encroachment at the real estate asset at 608 Tran Phu Road, the Company issued Official Dispatch No. 55/CV-DL dated June 23, 2022, reporting to the Provincial People's Committee to consider supporting the resolution of the land encroachment at the real estate asset at 608 Tran Phu Road, Ward 5, Vung Tau City. On July 06, 2022, the Provincial People's Committee issued document No. 7810/UBND-VP assigning the People's Committee of Vung Tau City to preside and coordinate with relevant Departments and sectors to review and resolve the matter according to the Company's petition. However, to date, due to unresolved issues regarding land encroachment and the lawsuit not yet being definitively adjudicated by the Court, the handover of this real estate asset has not been completed.

Currently, the People's Court of District 11, Ho Chi Minh City, is in the process of collecting evidence to resolve the case.

2.2 Regarding the 03 real estate assets retained for continued use under Decision No. 1081/QĐ-UBND dated March 31, 2022:

2.2.1 Real estate asset at 157 Thuy Van, Thang Tam Ward, (former) Vung Tau City has complete legal documentation; the company is currently operating a Restaurant and Hotel business under the name Vung Tau Sammy Hotel.

2.2.2 Real estate asset at 207 Vo Thi Sau, Thang Tam Ward, (former) Vung Tau City has complete legal documentation and currently serves as the Company's headquarters.

2.2.3 Real estate asset at 127 Hoang Hoa Tham, Thang Tam Ward, (former) Vung Tau City: Has not been issued a land lease right certificate because it was previously under planning; currently, the State has removed the planning under Decision No. 3273/QĐ-UBND dated July 20, 2020, regarding the adjustment of the 1/500 scale detailed planning of Bau Sen Park, Vung Tau City.

After Decision No. 1081/QĐ-UBND dated March 31, 2022, regarding the retention and continued use of the real estate asset at 127 Hoang Hoa Tham, the Company contacted the Department of Natural Resources and Environment (now the Department of Agriculture and Environment) to carry out procedures according to the guidance: The Company has re-measured the entire area, prepared a land use plan, and sent it along with an official dispatch to the Department of Natural Resources and Environment on June 28, 2022, and to relevant departments and sectors for consideration in order to be granted a land lease right certificate and sign a land lease contract to implement the business investment plan for the real estate asset at 127 Hoang Hoa Tham, specifically:

- + The Company signed a contract with the Center for Natural Resources and Environment Technology to re-measure the current status of the land area. According to the location map of the land area prepared by the Center for Natural Resources and Environment Technology on May 18, 2022, the land area is 795.5 sq.m.

- + On June 28, 2022, the Company sent the land use plan and relevant legal documents regarding the real estate asset at 127 Hoang Hoa Tham, Thang Tam Ward, Vung Tau City, to the Department of Natural Resources and Environment and relevant departments and sectors.

- + The Company has issued 03 documents including: document No. 29/CV-DL dated May 08, 2023, document No. 57/CV-DL dated September 11, 2023, and document No. 140/CV-DL dated July 23, 2024, sent to the Department of Natural Resources and Environment requesting consideration of the land use plan and land lease for the real estate asset at 127 Hoang Hoa Tham, Thang Tam Ward, Vung Tau City.

- + The Department of Natural Resources and Environment issued document No. 7562/STNMT-QLDD dated November 06, 2023, and document No. 8622/STNMT-QL dated October 07, 2024, providing opinions regarding the land use plan for the real estate asset at 127 Hoang Hoa Tham, Thang Tam Ward, Vung Tau City. The content of the documents awaits guidance from the General Department of Land Administration, the Department of Planning and Development of Land Resources, and the Ministry of Natural Resources and Environment.

On February 11, 2025, the Company issued document No. 20/CV-DL to the Provincial Department of Natural Resources and Environment regarding the consideration and approval of the land use plan and land lease for the real estate asset at 127 Hoang Hoa Tham.

On April 11, 2025, the Department of Agriculture and Environment issued document No. 1457/SNNMT-QLTN providing guidance on implementing land procedures for equitized

enterprises in Ba Ria – Vung Tau province. The Company is requested to review the files, report, and provide legal documents related to the land plot.

On April 23, 2025, the Company issued document No. 55/CV-DL reporting and providing legal documents on the implementation of land procedures after equitization to the Department of Agriculture and Environment of (former) Ba Ria Vung Tau province and requested guidance on implementing land procedures in accordance with regulations.

On December 30, 2025, the Company issued document No. 186/CV-DL requesting the Department of Agriculture and Environment of Ho Chi Minh City to consider and approve the land use plan and land lease for the real estate asset at 127 Hoang Hoa Tham.

Currently, the Company is awaiting guidance from the Department of Agriculture and Environment.

2.3 Regarding the 10 real estate assets recovered under Decision No. 1082/QD-UBND dated March 31, 2022, regarding the approval of the rearrangement and handling plan for 10 real estate assets managed by the Company in the form of recovery (phase 2) and Recovery Decision No. 3207/QD-UBND dated December 20, 2022, of the (former) People's Committee of Ba Ria – Vung Tau province.

On December 20, 2022, the Company submitted its first complaint against Decision No. 3207/QD-UBND dated October 17, 2022, of the People's Committee of Ba Ria – Vung Tau province.

On December 21, 2023, the Company received Decision No. 3669/QD-UBND of the People's Committee of Ba Ria – Vung Tau province regarding the resolution of the Company's complaint, with the content of maintaining the provisions in Decision No. 3207/QD-UBND dated October 17, 2022, of the People's Committee of Ba Ria – Vung Tau province regarding the recovery of 10 real estate assets of the Company and assigning them to the Provincial Housing Management and Development Center for management.

On January 24, 2024, the Company submitted a second complaint to the Ministry of Finance against Decision No. 3207/QD-UBND dated October 17, 2022, of the People's Committee of Ba Ria – Vung Tau province.

On May 14, 2025, the Ministry of Finance issued Decision No. 1753/QD-BTC regarding the resolution of the Company's complaint with the content: Maintain the provisions in Decision No. 3669/QD-UBND dated December 21, 2023, of the People's Committee of Ba Ria – Vung Tau province regarding the resolution of the Company's first complaint and require the Company to comply with Decision 3207/QD-UBND dated October 17, 2022, of the People's Committee of Ba Ria – Vung Tau province regarding the recovery of 10 real estate assets of the Company and assigning them to the Provincial Housing Management and Development Center for management.

Through two complaints regarding Decision No. 3207/QD-UBND on the recovery of 10 real estate assets, the Company still did not achieve satisfactory results.

On September 03, 2025, the Company issued document No. 09/CV-DL to the Department of Finance regarding the provision of information on real estate assets managed by the Company that have been subject to recovery decisions by competent authorities (based on the Minutes of the meeting on August 29, 2025, chaired by the Department of Finance).

On September 23, 2025, the Company handed over the real estate asset at 128 Ha Long to the Branch of the Vung Tau Regional Land Fund Development Center according to the Minutes of handover and receipt of public assets.

On October 10, 2025, the Company issued Official Dispatch No. 152/CV-DL to the Department of Finance requesting to retain the Company's real estate assets.

On October 29, 2025, the Company held a meeting with the Ba Ria – Vung Tau Regional Land Fund Development Center Branch, pursuant to Invitation Letter No. 15/GM-CNTTPTQĐ dated October 28, 2025, regarding the handover of 6 real estate assets (27-29 Trung Nhi; 31 Trung Nhi; 23 Tran Phu; 01B Nguyen Thai Hoc; 35 Tran Hung Dao; 101 Ba Cu) to the Ba Ria – Vung Tau Regional Land Fund Development Center Branch. However, the functional authorities noted the following: the Company's real estate assets could not be temporarily received because there were still assets of the Company on the land that had not been processed.

Consequently, out of the 10 real estate assets to be recovered under Decision No. 3207/QĐ-UBND, the Company has so far only handed over 01 facility at 128 Ha Long; the remaining 09 real estate assets have not been handed over due to unresolved issues regarding the assets on the land. To date, the Company continues to work with Departments and agencies to request the retention of several real estate assets for the Company.

3. Status of divestment for external capital contributions as of December 31, 2025:

As of December 31, 2025, the Company still held 12 external capital contribution investments, including 2 Company's subsidiaries and 10 joint ventures and associates with other entities, with a total investment value of: 111,321,950,046 VND, specifically detailed in the following table:

Unit: VND

No.	Unit Name	Capital contribution	Percentage
A	Investment in Company's subsidiaries	47,664,335,615	
1	Thuy Van Tourism Joint Stock Company, 2006	9,868,495,615	50.07%
2	Nghinh Phong Tourism Joint Stock Company, 2013	37,795,840,000	96.18%
B	Investment in joint ventures, associates, and other capital contributions	64,157,614,431	
3	Saigon - Binh Chau Tourism Joint Stock Company	28,602,790,000	4.05%
4	Vung Tau - Saigon Tourism Trading Joint Stock Company	9,390,560,000	7.63%
5	Bien Dong Hotel Investment Joint Stock Company	13,000,000,000	3.71%
6	Long Hai Ecotourism Joint Stock Company	3,468,701,654	5.78%
7	Con Dao Green Coral Joint Stock Company, 2004	800,000,000	2.67%
8	Sports and Entertainment Services Co., Ltd. (SES)	1,169,190,000	2.00%
9	Vung Tau Tourism Nursing Co., Ltd., 2001	2,452,372,777	7.12%
10	Minh Dam Sports Entertainment Joint Stock Company, 2009	1,190,000,000	35.00%
11	Minh Dam Tourism Joint Stock Company, 2003	2,784,000,000	10.00%
12	Thanh Cong Electrical Engineering Trading and Services Co., Ltd.	800,000,000	20.00%
	TOTAL	111,321,950,046	

Activities in 2025:

- In 2025, Thuy Van Tourism Joint Stock Company paid dividends for Q2, Q3, Q4/2024: 500,700,000 VND and Q1, Q2/2025: 350,490,000 VND. The total dividends the Company

received during the year were: 851,190,000 VND. The remaining units operated inefficiently and did not pay dividends.

- For loss-making units, the Company had to make additional provisions in 2025. The additional provision amount was: 34,108 million VND. The total provision for external investments as of December 31, 2025, was: 62,845 million VND, specifically as follows:

Unit: VND

No.	Unit Name	Provision for financial investments as of December 31, 2025
1	Nghinh Phong Tourism Joint Stock Company	37,795,840,000
2	Saigon - Binh Chau Tourism Joint Stock Company	12,749,408,916
3	Bien Dong Hotel Investment Joint Stock Company	259,020,658
4	Long Hai Ecotourism Joint Stock Company	3,468,701,564
5	Con Dao Green Coral Joint Stock Company	176,448,556
6	Sports Service and Entertainment Competition Co., Ltd.	1,169,190,000
7	Vung Tau Tourism Nursing Co., Ltd.	2,452,372,777
8	Minh Dam Sports Entertainment Joint Stock Company	1,190,000,000
9	Minh Dam Tourism Joint Stock Company	2,784,000,000
10	Thanh Cong Electrical Engineering Trading and Service Co., Ltd.	800,000,000
	TOTAL	62,844,982,471

* Regarding the capital contribution at Nghinh Phong Tourism Joint Stock Company:

As of December 31, 2025, the Company had invested and contributed capital to Nghinh Phong Tourism Joint Stock Company with a total value of: 37,795,840,000 VND, accounting for 96.18% of the Charter Capital. This investment is at risk of non-recovery because Nghinh Phong Tourism Joint Stock Company had to implement the land recovery decision No. 2315/QĐ-UBND dated August 13, 2021, of the (former) People's Committee of Ba Ria - Vung Tau province regarding the recovery of land in the Back Beach area of Vung Tau city for the renovation of Thuy Van road. Accordingly, Nghinh Phong Tourism Joint Stock Company had to cease business operations from August 1, 2022, to complete the procedures for handing over the land to the Vung Tau City People's Committee. From August 1, 2022, to date, Nghinh Phong Tourism Joint Stock Company has had no business premises and has generated no business Revenues. The compensation for assets on the land, valued at 22,516 million VND, was not received by the Company but was directly offset by the State against land rent arrears according to the decisions of the Provincial Inspectorate in inspection conclusion No. 261/KL-TTr dated September 17, 2018.

Accumulated loss of Nghinh Phong Tourism Joint Stock Company as of December 31, 2025: 10,172 million VND, excluding land rent arrears according to the Inspection conclusion and land rent for the period from 2018 to 2021.

On December 4, 2025, Nghinh Phong Tourism Joint Stock Company issued Notice No. 10/TB-DLNP regarding the temporary suspension of business operations to the Ho Chi Minh City Business Registration Office, for the reason that the State had recovered the land area the Company was using for business to implement the Thuy Van road project, resulting in the

Company having no premises for business activities. Currently, the Company has ceased all actual business operations.

On December 16, 2025, Nghinh Phong Tourism Joint Stock Company issued Notice No. 12/TB-DLNP regarding the temporary suspension of business operations effective from January 1, 2026.

Consequently, the Company's capital contribution investment in Nghinh Phong Tourism Joint Stock Company is at risk of non-recovery; therefore, in 2025, the Company made an additional provision of 28,622 million VND. The total provision for financial investment losses for the capital contribution at Nghinh Phong Tourism Joint Stock Company as of December 31, 2025, amounted to 37,795,840,000 VND (100% of the capital contribution provided for).

* Regarding the divestment plan for external capital contributions: Since 2021, in order to restructure the Company's capital, the Company has established a divestment plan for capital contributions in units that are operating inefficiently, have large accumulated losses, or are in the process of implementing projects requiring additional capital contributions while the Company holds a low percentage and does not possess controlling power. The State capital representative at the Company has issued the following documents: No. 05/BC-ĐDV dated April 22, 2021, reporting in detail on each capital contribution and proposing a divestment plan to the Department of Finance; Official Dispatch No. 10/CV-ĐDV dated May 26, 2021, sent to the Department of Planning and Investment to supplement the status of capital contributions; Official Dispatch No. 14/CV-ĐDV dated June 23, 2022, and Report No. 07/BC-ĐDV dated October 19, 2022, reporting and proposing an overall plan for external investments to the Department of Finance of the (former) Ba Ria – Vung Tau province, in which it proposed divestment at the following 6 units:

Unit: VND

No.	Unit Name	Capital contribution	Percentage
1	Saigon - Binh Chau Tourism Joint Stock Company	28,602,790,000	4.05%
2	Vung Tau - Saigon Tourism Trading Joint Stock Company	9,390,560,000	7.63%
3	Bien Dong Hotel Investment Joint Stock Company	13,000,000,000	3.71%
4	Long Hai Ecotourism Joint Stock Company	3,468,701,654	5.78%
5	Con Dao Green Coral Joint Stock Company, 2004	800,000,000	2.67%
6	Sports Service and Entertainment Competition Co., Ltd. (SES)	1,169,190,000	2.00%

Subsequently, the State capital representative at the Company issued the following documents: No. 25/CV-ĐDV dated December 15, 2022, supplementing several contents as requested by the Department of Finance; Report No. 02/BC-ĐDV dated March 25, 2024, sent to the Department of Finance regarding the review of the divestment plan for external investments; Official Dispatch No. 10/CV-ĐDV dated July 2, 2024, sent to the People's Committee of Ba Ria – Vung Tau province regarding the divestment of external investments; Report No. 08/BC-ĐDV dated December 10, 2024, sent to the Department of Planning and Investment regarding the list of enterprises with the Company's capital contributions; Report No. 05/BC-ĐDV dated May 7, 2025, sent to the Department of Finance and the Department of Agriculture and Environment of Ba Ria – Vung Tau province providing documentation for 5 external capital contribution investments.

On June 20, 2025, the People's Committee of Ba Ria – Vung Tau province issued Official Dispatch No. 9835/UBND-VP to the Department of Finance and the Department of Agriculture

and Environment, requesting these departments to synthesize, report, and advise on the policy for divesting the Company's external investments.

On June 30, 2025, the Department of Finance issued Official Dispatch No. 4834/STC-QLGCS&TCDN to the (former) People's Committee of Ba Ria – Vung Tau province regarding the policy for transferring the Company's investment capital.

On July 22, 2025, the People's Committee of Ho Chi Minh City issued Official Dispatch No. 1192/VP-KT to the Department of Finance regarding the policy for transferring the Company's investment capital, requesting the Department of Finance to review and complete the documentation for submission to the City People's Committee before July 29, 2025.

As of December 31, 2025, the Company had not yet received instructions from the Departments and agencies regarding the divestment of the Company's external investments. Therefore, the divestment plan for the two companies, Long Hai Tourism Joint Stock Company and Bien Dong Hotel Joint Stock Company, in 2025 could not be implemented due to the lack of official instructions from the Ho Chi Minh City People's Committee.

On December 31, 2025, the Government issued Decree No. 366/2025/NĐ-CP on the management and investment of State capital in enterprises. Accordingly, the Company's capital contributions are less than 50% of the Owner's Capital, so the transfer does not fall under the matters for which the State capital representative must report and seek opinions from the owner's representative agency before voting at the Board of Directors meeting. Therefore, in 2026, the Company will gradually divest external investments in the 6 units mentioned above to restructure capital sources, recover investment capital, limit financial risks, and focus resources on core business production activities.

Part B: Business operational direction and plan for 2026

I. Situation Assessment:

- Entering 2026, the global and domestic economic context is forecast to still contain many unpredictable factors, with conflicts in Middle Eastern countries becoming increasingly intense. Gasoline, fuel, transportation, and raw material costs tend to remain at high levels, continuing to put pressure on production and business costs. Meanwhile, although people's income and spending levels show signs of recovery, they have not increased proportionately, meaning that demand for tourism and services cannot break through strongly in the short term.

- After implementing the policy of administrative unit arrangement according to the general orientation of the Government, the (former) Ba Ria – Vung Tau province became a part of Ho Chi Minh City, and the Ba Ria – Vung Tau area is identified as a key space for beach-resort tourism development of the metropolis. Ho Chi Minh City prioritizes investing in inter-regional infrastructure development, improving service quality, diversifying tourism products, and promoting tourism promotion and advertising both domestically and internationally. This is an important basis for tourism activities in the area to gradually recover and develop in a professional, high-quality, and sustainable direction, thereby creating room for growth for tourism enterprises in the coming period.

- The Thuy Van road renovation project (Back Beach area – Vung Tau City), after being fully completed, is expected to form a modern public space and coastal park, becoming a new tourism highlight of the city. In the long term, this is a great advantage for accommodation, catering, and tourism business facilities in the Back Beach area, including Vung Tau Sammy Hotel, contributing to attracting tourists and enhancing the value of the location's exploitation.

- However, during the transition period following investment and urban renewal, tourism operations continue to face increasingly fierce competition due to the rising number of hotels, homestays, accommodation facilities, and new tourism services in Vung Tau City and the coastal area. This leads to a dilution of market share for accommodation, creating significant pressure on room rate competition and affecting the business performance of the Company's existing accommodation facilities.

- The facilities at the Company's subordinate units, especially the Vung Tau Sammy Hotel, have been in operation for many years, necessitating significant investment for repairs and upgrades to meet the market's increasingly high service standards. Meanwhile, the Company's capital remains limited due to the impact of the State divestment policy and outstanding financial obligations, preventing the implementation of large-scale investment projects in the short term.

- The implementation of land recovery decisions by the (former) People's Committee of Ba Ria – Vung Tau province in previous years continues to affect the Company's operational scale, reducing the number of business units and diminishing primary revenue sources. By 2026, the Company will still require time to stabilize its organization, restructure business activities, and research and select business models suitable for actual conditions to maintain operations and gradually restore business performance.

- Land rental costs at Vung Tau Sammy Hotel remain high, having increased approximately threefold compared to 2022, and continue to be a major cost burden during the 2026–2030 period, directly impacting the Company's business performance and its ability to accumulate capital for reinvestment.

- Furthermore, land rental payments, arrears in land rent, and technical infrastructure fees at the Bien Dong Tourist Area and Nghinh Phong Tourism Joint Stock Company, as per inspection conclusions and tax authority notices, remain significant financial difficulties for the Company. The continued application of enforcement measures to suspend the use of invoices has seriously affected the Company's business operations, reputation, and market expansion capabilities in 2026.

- In light of the aforementioned difficulties and risks, the Company has been proactively implementing risk control measures, including: reviewing the investment portfolio, making provisions in accordance with the principle of prudence, narrowing the scope of external investments, and focusing resources on core business activities to ensure financial safety and operational stability in the coming period.

1. Summary of the 2026 plan:

<i>Unit: VND</i>					
No.	Indicators	Unit	2025 Actual	2026 Plan	Comparison 2026 Plan / 2025 Actual
CONSOLIDATED RESULTS OF THE ENTIRE COMPANY					
1	Number of visitors	visitors	38,619	30,200	78.2
2	Revenue	Million VND	33,433	32,950	98.6
3	Expenses	"	41,798	32,333	77.4
4	Profit before tax	"	(8,365)	617	(7.4)
5	Corporate income tax	"	252	247	98.2
6	Profit after tax	"	(8,617)	370	
I	BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY (Parent Company)				

1	Visitor numbers	visitors	38,619	30,200	78.2
2	Revenues	Million VND	31,514	31,535	100.1
3	Expenses	"	68,273	31,535	46.2
4	Profit Before Tax	"	(36,759)	0	
I.1	BIEN DONG TOURIST AREA				
1	Visitor numbers				
2	Revenues	Million VND	-		
3	Total expenses	Million VND	487	236	48.5
4	Profit Before Tax	"	(487)	(236)	48.5
I.2	SAMMY HOTEL				
1	Visitor numbers		29,819	21,500	72.1
2	Revenues	Million VND	23,070	23,100	100.1
3	Total expenses	Million VND	23,772	23,000	96.8
4	Profit Before Tax	Million VND	(702)	100	
I.3	DA NANG BRANCH	"			
1	Visitor numbers	Visitors	8,800	8,700	98.9
2	Revenues	Million VND	2,887	3,700	128.2
3	Total Expenses	"	2,925	3,620	123.8
4	Profit Before Tax	"	(38)	80	(210.5)
I.4	COMPANY OFFICE				
1	Revenues	"	5,556	4,735	85.2
2	Expenses	"	41,088	4,679	11.4
3	Profit Before Tax	"	(35,532)	56	(0.2)
II	COMPANY'S SUBSIDIARIES				
II.1	NGHINH PHONG TOURISM JOINT STOCK COMPANY				
1	Revenues	Million VND	96		-
2	Total expenses	"	731		-
3	Profit Before Tax	"	(635)		-
II.2	THUY VAN TOURISM JOINT STOCK COMPANY	"			
1	Revenues	"	2,818	2,830	100.4
2	Total expenses		1,561	1,593	102.0
3	Profit Before Tax	"	1,257	1,237	98.4
4	Corporate Income Tax		252	247	98.2
5	Profit After Tax		1,005	990	98.5

Note:

Performance in 2025:

+ Compensation for the parking lot at Bien Dong Tourist Area: 1,158 million VND pursuant to Decision 986/QD-UBND dated April 11, 2025, at Thuy Van Beach, Thuy Van Beach, Vung Tau City. (Provincial Inspectorate recovered and offset against State budget debt per Inspection Conclusion 261/KL-TTr dated September 17, 2018 - Working minutes dated April 29, 2025)

+ Land rent at Back Beach Vung Tau from 2018 to present: Not yet fully recorded according to the provisional notice from the Tax Department

+ The Company has not yet recorded the arrears for land rent and technical infrastructure per Inspection Conclusion 261 in

2025 expenses.

+ Ceased business operations of Nghinh Phong Tourism Joint Stock Company, made a provision for the investment in Nghinh Phong Tourism Joint Stock Company: 28,622 million VND.

+ Financial provision expenses for external investments incurred in 2025: 34,108 million VND, including:

Saigon - Binh Chau Tourism Joint Stock Company: 5,473 million VND.

Bien Dong Hotel Investment Joint Stock Company: 10 million VND.

Con Dao Green Coral Joint Stock Company: 3 million VND.

Nghinh Phong Tourism Joint Stock Company: 28,622 million VND.

Plan for 2026:

+ Have not yet recorded the arrears for land rent and technical infrastructure per Inspection Conclusion 261 in

2026 expenses.

+ Have not yet fully recorded the land rent expenses for Thuy Van Beach – Back Beach, Vung Tau City, according to the Notice from the Vung Tau City Tax Department from 2018 to 2021 in the Financial Statements.

+ Expected divestment of 2 external investments at: Long Hai Tourism Joint Stock Company; Bien Dong Hotel Joint Stock Company. Financial Revenue from divestment: 650 million VND.

+ Reversal of provision for 2 divested units: 3,728 million VND (reversal of provision at Long Hai Tourism Joint Stock Company: 3,469 million VND; reversal of provision at Bien Dong Hotel Joint Stock Company: 259 million VND).

+ Have not yet made financial provisions for the remaining external investments.

Based on the 2025 performance results, the actual operating situation and the bases for preparation of the plan as mentioned above, the 2026 production and business plan targets of the Parent Company are expected as follows:

-Total Revenues : 31,950 million VND.

-Profit Before Tax : 0 VND.

-Profit After Tax : 0 VND.

The estimated consolidated plan figures, including the Parent Company and two subsidiaries, for 2026 are summarized as follows:

-Total revenue: VND 32,950 million.

-Profit before tax: VND 617 million.

-Corporate income tax: VND 247 million.

-Profit after tax: VND 370 million.

Nghinh Phong Tourism Joint Stock Company (subsidiary):

On December 4, 2025, Nghinh Phong Tourism Joint Stock Company issued Official Dispatch No. 10/TB-DLNP regarding the temporary suspension of business and operations to the Ho Chi Minh City Business Registration Office. Reasons: The State has recovered the land area the Company was using for business to implement the Thuy Van Road Project, resulting in the Company no longer having premises to serve business operations. On December 16, 2025, Nghinh Phong Tourism Joint Stock Company issued Notice No. 12/TB-DLNP regarding the temporary suspension of business operations effective from January 1, 2026.

In 2026, Nghinh Phong Tourism Joint Stock Company is expected to complete the review of its financial position, debts, assets and relevant legal procedures to report to the competent authority for consideration of a plan to handle the enterprise in accordance with regulations.

Thuy Van Tourism Joint Stock Company:

-Revenues : 2,830 million VND.

- Profit Before Tax : 1,237 million VND
- Corporate Income Tax : 247 million VND
- Profit After Tax : 990 million VND.

III. Solutions for implementing the 2026 plan:

1. Solutions for business organization

- Focus on stabilizing business operations at units currently in operation, with a focus on Vung Tau Sammy Hotel and the Da Nang Branch, considering these as the Company's primary cash-generating units during the 2026–2030 period.

- Review and adjust the business model towards being lean, efficient, and appropriate to the scale, limiting broad expansion under conditions of limited resources.

- Proactively research and develop service products suitable for short-term travel trends, weekend tourism, experiential tourism, and event tourism to leverage location advantages and market demand after the Ba Ria – Vung Tau area becomes a key sea-resort tourism space for Ho Chi Minh City.

2. Solutions for exploiting and improving the efficiency of Vung Tau Sammy Hotel

- Focus on maximizing the location advantages of Vung Tau Sammy Hotel after the completion of the Thuy Van Road renovation project and Back Beach Park, promoting the attraction of staying guests, tour groups, event and conference guests, and weekend tourists from Ho Chi Minh City and neighboring localities.

- Continue to carry out partial repairs and renovations of degraded items and rooms in order of priority, consistent with financial capacity, to gradually improve service quality and enhance the guest experience.

- Review and restructure restaurant, catering, and event organization services to increase auxiliary revenues, overcoming the decline in restaurant revenue in previous years.

- Proactively adjust room pricing policies and sales policies flexibly according to seasonality and customer segments, ensuring a balance between competitiveness and business efficiency in the context of rising land rental costs.

3. Solutions for travel operations – Da Nang Branch

- Continue to promote strengths in attracting international guests, especially cruise ship passengers, while proactively expanding and diversifying the customer market to limit the risk of dependence on a few traditional markets.

- Strictly control tour cost prices, transportation costs, and personnel costs; develop flexible tour exploitation plans with appropriate scale to improve business efficiency.

- Strengthen linkages and cooperation with local travel, transportation, and hotel partners to enhance competitiveness and gradually improve profit margins.

4. Solutions for finance – cost reduction

- Implement strict cash flow management, balance revenues and expenditures, prioritize resources for core business activities; limit the occurrence of unplanned expenses.

- Continue to review and reduce management expenses and indirect costs at the Company Office; link the responsibility for cost usage with the work efficiency of each department.

- Proactively work with relevant authorities to propose the review and resolution of obstacles regarding land rent, arrears in land rent, and technical infrastructure fees to reduce financial pressure on the Company during the 2026–2030 period.

5. Solutions for handling legal and asset issues

- Continue to coordinate with Departments, sectors, and authorities to definitively handle outstanding issues related to the arrangement and handling of land and property according

to previous decisions of the Provincial People's Committee; protect the Company's legal rights and interests regarding assets on land.

- Accelerate the completion of legal procedures for land and property facilities retained for continued use, serving as a basis for developing investment and exploitation plans in the next period.

- For units that are no longer capable of operating, continue to carry out procedures for cessation of operations and dissolution in accordance with regulations, limiting the incurrence of additional costs and financial risks for the Company.

6. Solutions for investment and divestment

- Continue to review the entire external investment portfolio; evaluate the effectiveness, profitability, and risks of each investment.

- Gradually restructure the investment portfolio towards focusing capital on core business activities, improving the Company's capital usage efficiency in the medium and long term.

7. Solutions for personnel and governance

- Continue to review and rearrange labor towards being lean and appropriate to the Company's actual operational scale; link the responsibilities and income of employees with work efficiency.

- Strengthen discipline and order in management and administration; enhance the role and responsibility of the heads of subordinate units in implementing the 2026 plan.

In the context that the Company is in the stage of restructuring operations and handling many historical issues related to land and property facilities, the Board of Directors and the Board of Management have determined that the key goal for the coming period is to stabilize operations, focus resources on efficient business facilities, gradually improve competitiveness, and ensure sustainable development.

The above is the Report on business performance in 2025 and the business plan for 2026 of Ba Ria – Vung Tau Tourism Joint Stock Company. We respectfully request the General Meeting of Shareholders to consider and approve.

Recipients:

- AGM;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Admin, Secretary.

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

Thai Hoang Than



No.: /BC-DL

Ho Chi Minh City,

2026

DRAFT

REPORT OF THE BOARD OF SUPERVISORS

Submitted to the 2026 Annual General Meeting of Shareholders

To: General Meeting of Shareholders of Ba Ria – Vung Tau Tourism Joint Stock Company

- Based on the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Based on the Charter of Organization and Operation of Ba Ria – Vung Tau Tourism Joint Stock Company;
- Based on the Regulations on Operation of the Board of Supervisors;
- Based on the 2025 Consolidated Financial Statements of the Company audited by AFC Vietnam Auditing Co., Ltd.;
- Based on the Company's internal management regulations;
- Based on the reports of the Board of Directors and related documents.

The Board of Supervisors reports to the General Meeting of Shareholders (GMS) on the results of the review of the business and financial situation of Ba Ria – Vung Tau Tourism Joint Stock Company in 2025 as follows:

I/ Activities of the Board of Supervisors in 2025.

1. Regarding personnel:

In 2025, the Board of Supervisors consisted of the following 03 members:

1	Ms. Nguyen Thi Ly	Member
2	Ms. Vu Ngoc Linh	Member
3	Ms. Huynh Hong Thao	Member

2. Activities of the Board of Supervisors:

In 2025, the Board of Supervisors performed its supervisory functions in accordance with the provisions of the law and the Company's Charter.

The Board of Supervisors implemented inspection and supervision of the activities of the Board of Directors and the Board of Management to ensure that the management and operation of the business comply with the provisions of the law, the Company's Charter, and the Resolutions of the General Meeting of Shareholders. The main supervision contents include:

- Supervising the implementation of the Resolutions of the General Meeting of Shareholders;

- Supervising the issuance and implementation of the Resolutions and Decisions of the Board of Directors;
- Reviewing the financial statements, management reports, and thematic reports of the Company;
- Attending and contributing opinions at meetings related to the management and operation of the Company;
- Monitoring the implementation of the recommendations of the independent auditor.
- Performing other tasks according to functions and duties.

The members of the Board of Supervisors fully attended the meetings of the Board of Directors and other important meetings of the Company's Board of Management when invited.

All members of the Board of Supervisors serve in a concurrent capacity; therefore, the supervision work is primarily based on sampling methods applied to data and records provided by the Company and its affiliated units.

II/ Results of supervision of the activities of the Board of Directors and the Board of Management of the Company.

- The management and operation of business activities by the Board of Directors and the Board of Management in 2025 were basically carried out in accordance with the Law on Enterprises, the Company's Charter, the Resolutions of the General Meeting of Shareholders, and relevant legal regulations.

- The decisions of the Board of Directors were issued within their authority, ensuring legality and consistency with the Development Orientations of the Company.

- The Board of Management organized and operated production and business activities in accordance with the Resolutions of the General Meeting of Shareholders and the Board of Directors; at the same time, it proactively implemented solutions to maintain business operations, financial management, and cost control in a market context that remained difficult.

- In 2025, the Company still lacked a General Director, and its personnel structure did not yet comply with the 2020 Law on Enterprises and the Company's Charter of Operation.

III/ Evaluation of the coordination between the Board of Supervisors and the Board of Directors, the Board of Management, and shareholders.

- In the process of performing its duties, the Board of Supervisors received cooperation from the Board of Directors, the Board of Management, and departments to carry out the tasks assigned by shareholders;

- Regarding shareholders: The Company fully implemented information disclosure in accordance with regulations regarding issues arising during operations.

IV/ Results of supervision of the business and financial situation of the Company in 2025.

1. Results of the appraisal of the 2025 Financial Statements for the entire Company:

The Company's fiscal year began on January 1, 2025, and ended on December 31, 2025. Based on the 2025 Financial Statements, the Board of Supervisors assesses that the report reflects the financial situation of the Company truthfully and reasonably in most aspects, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System, and current regulations. However, regarding the land rent expenses at Thuy Van Beach for the Parent Company and the Company's subsidiaries, Nghinh Phong Tourism Joint Stock Company, as of December 31, 2025, these have not yet been fully reflected according to the Land Rent Payment Notice of the Vung Tau City Tax Department, and the land rent

arrears and technical infrastructure arrears according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, of the Ba Ria – Vung Tau Provincial Inspectorate have not been recorded, specifically:

- Land rent from 2018 to 2021: The Company has not fully recorded land rent expenses according to the Notices of the Vung Tau City Tax Department regarding temporary land rent payments from 2018 to 2021 at Thuy Van Beach; the unrecorded amount is: 98,483,492,158 VND. (temporarily excluding land rent from 2022 due to a land recovery decision), with specific figures according to the following table:

No.	Unit	Land rent in 2018 not yet accounted for	Land rent in 2019 not yet accounted for	Land rent in 2020 not yet accounted for	Land rent in 2021 not yet accounted for	Total land rent not yet accounted for 2018-2021
1	Bien Dong Tourist Area Branch – Ba Ria - Vung Tau Tourism Joint Stock Company	9,374,460,461	14,302,492,149	18,639,365,097	20,606,698,651	62,923,016,358
2	Nghinh Phong Tourism Joint Stock Company	5,283,594,979	7,946,978,002	10,290,158,966	12,039,743,853	35,560,475,800
	Total	14,658,055,440	22,249,470,151	28,929,524,063	32,646,442,504	98,483,492,158

The aforementioned land rent amount has been reduced by the Tax Department for the sand beach area from January 1, 2018, to July 13, 2021, according to Notice No. 9774/TB-CCTKV dated December 29, 2021: 13,943,824,372 VND.

Reasons for the Company not yet recording: Annual land rent has increased many times compared to before, far exceeding business efficiency, especially in the two years 2020 and 2021, which were affected by the Covid-19 pandemic, where in some years the land rent was more than twice the annual revenue (at Bien Dong Tourist Area in 2020, revenue reached 25 billion VND, while the land rent to be paid according to the notice was 21.5 billion VND; in 2021, revenue reached 10 billion VND, and the land rent to be paid according to the notice was 23.5 billion VND). If accounted for according to the Tax Department's Notice, the Company would incur much heavier losses.

- Arrears in land rent according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, for the Parent Company and Nghinh Phong Tourism Joint Stock Company from January 1, 2006, to December 31, 2017, were 107,498,702,141 VND and 33,055,916,899 VND, respectively; the amounts of arrears that the Parent Company and the Company's subsidiaries have not yet accounted for as expenses are 91,099,278,151 VND and 28,397,591,059 VND. Reasons for the Company not yet accounting for these: This is an excessively large expense arrears amount, and the period of arrears dates back too far, which is inconsistent with the actual past business situation regarding expenses, profits, and dividends that the Company has already accounted for, prepared Financial Statements for, and distributed as dividends to shareholders. Therefore, the Company has not yet recorded this additional amount in the Financial Statements and has petitioned the relevant authorities of Ba Ria – Vung Tau province to consider a reduction in land rent appropriate to the actual situation, but this has not yet been considered for reduction.

- Arrears in technical infrastructure at Bai Sau according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, for the Parent Company and Nghinh Phong Tourism Joint Stock Company, with amounts of: 3,658,061,609 VND and 3,582,625,227 VND, respectively. The Company has not yet accounted for these as expenses and obligations payable to the State. Reasons: Since receiving the handover of the use of Thuy Van Beach, the Company has not received documents regarding this infrastructure item, and when it was

equitized in 2007, the share capital portion was determined by the Provincial People's Committee.

Thus, the total amount of land rent from 2018 to 2021 and arrears according to the inspection conclusion up to 2025 that have not yet been accounted for is 225,221,048,204 VND. This amount is 42% higher than the current Owner's Equity. If these amounts are fully accounted for in the 2025 Consolidated Financial Statements, the 'Taxes And Payables' indicator will increase accordingly, and the 'Undistributed Profit After Tax' indicator on the Consolidated Balance Sheet will decrease accordingly; at the same time, owner's equity and capital sources will also decrease accordingly, leading to negative capital, which will seriously affect operational capacity, credit, stock listing, and the ability to pay debts, pay salaries, and reinvest.

This is also the main reason why the independent auditor refused to provide an opinion on the Company's Financial Statements in recent years, including the 2025 fiscal year, and at the same time, the Company's shares are currently restricted from trading on the UPCoM market.

1.1 Summary of the Company's financial situation on the Consolidated Balance Sheet as of December 31, 2025:

Unit: VND

Indicators	As of December 31, 2025	As of January 1, 2025	Comparison	
			Relative	Absolute
I. Total Assets	191,136,808,645	204,678,446,850	93%	(13,541,638,205)
1. Current Assets	131,368,851,210	137,705,861,190	95%	(6,337,009,980)
- Cash and cash equivalents	2,555,391,330	5,554,772,212	46%	(2,999,380,882)
- Short-term financial investments	33,506,912,349	40,225,858,438	83%	(6,718,946,089)
- Short-term receivables	75,774,741,155	72,500,090,050	105%	3,274,651,105
- Inventories	554,741,907	596,792,616	93%	(42,050,709)
- Other current assets	18,977,064,469	18,828,347,874	101%	148,716,595
2. Non-Current Assets	59,767,957,435	66,972,585,660	89%	(7,204,628,225)
- Long-term receivables	500,000,000	500,000,000	100%	-
- Fixed Assets	17,754,657,839	20,450,560,412	87%	(2,695,902,573)
- Long-term financial investments	38,608,471,960	44,094,021,321	88%	(5,485,549,361)
- Other non-current assets	2,904,827,636	1,928,003,927	151%	976,823,709
II. Total Liabilities and Equity	191,136,808,645	204,678,446,850	93%	(13,541,638,205)
1. Liabilities	32,300,106,093	36,393,147,440	89%	(4,093,041,347)
- Current Liabilities	18,033,564,830	22,126,606,177	82%	(4,093,041,347)
- Long-term liabilities	14,266,541,263	14,266,541,263	100%	-
2. Owner's Equity	158,836,702,552	168,285,299,410	94%	(9,448,596,858)
- Owner's Equity	158,836,702,552	168,285,299,410	94%	(9,448,596,858)

- Funding sources	-	-	-	-
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Total assets and total capital of the Company as of the end of the year, December 31, 2025, are: 191,136 million VND, a decrease of 13,541 million VND (7%) compared to the same period in 2024. In which:

- Non-Current Assets decreased by 7,205 million VND (11%) compared to the same period, specifically: Fixed assets decreased by 2,696 million VND (13%) due to depreciation, and long-term financial investments decreased by 5,486 million VND (the decrease was mainly due to losses in joint ventures and associates requiring additional provision in the year).

- Current Assets decreased by 6,337 million VND (5%) compared to 2024. In which: Cash and cash equivalents decreased by 2,999 million VND (54%) compared to 2024; short-term financial investments decreased by: 6,719 million VND (17%) due to the withdrawal of term deposits. In addition, short-term receivables increased by 3,275 million VND, mainly because the Company is accounting for the additional compensation for assets on land at Bien Dong Tourist Area: 1,158 million VND and temporary land rent payments according to the provincial inspectorate's decision: 2,500 million VND into other receivables.

- Current Liabilities decreased by 4,093 million VND (11%), in which taxes and payables to the State decreased by 4,477 million VND (25%).

- Owner's Equity decreased by 9,448 million VND (6%) mainly due to the loss in business results in 2025.

Financial ratios as of December 31, 2025:

Debt solvency ratio (Total Assets/Total Liabilities): 5.92

Current solvency ratio (Current Assets/Current Liabilities): 7.28

Quick ratio ((Cash + Short-term Financial Investments + Short-term Receivables)/Current Liabilities): 2

Immediate solvency ratio (Cash/Current Liabilities): 0.14

In 2025, the debt solvency, current solvency, and quick solvency were all ensured, and the immediate solvency was ensured at 14%. In general, the Company's financial situation remains stable if obligations related to land rent and arrears for land rent and technical infrastructure in the Bai Sau area are not taken into account.

If the factors of land rent and technical infrastructure arrears as mentioned above are included, the Company's solvency is no longer ensured, and the financial situation is unstable.

1.2 Consolidated operating results indicators for 2025:

Consolidated financial statements of Ba Ria – Vung Tau Tourism Joint Stock Company with 02 Company's subsidiaries:

Thuy Van Tourism JSC - accounting for 50.07% of Charter Capital

Nghinh Phong Tourism JSC - accounting for 96.18% of Charter Capital

Unit: VND

Indicators	Year 2025	Year 2024	Comparison	
			Relative figure	Absolute figure
1. Total revenue and other income	33,433,449,592	54,240,055,862	62%	(20,806,606,270)
Net revenue from business operations	28,396,795,630	26,280,926,083	108%	2,115,869,547
Revenue from financial activities	2,018,438,187	2,673,825,695	75%	(655,387,508)

<i>Share of profit (loss) in joint ventures and associate</i>	-	-		-
Other income	3,018,215,775	25,285,304,084	12%	(22,267,088,309)
2. Total expenses	41,798,855,103	47,812,975,633	87%	(6,014,120,530)
Cost of Goods Sold	22,799,924,448	23,782,266,823	96%	(982,342,375)
Financial expenses	5,485,549,361	7,671,648,514	72%	(2,186,099,153)
Selling expenses	1,106,268,869	1,604,241,330	69%	(497,972,461)
General and administrative expenses	11,437,053,839	14,559,294,894	79%	(3,122,241,055)
Other expenses	970,058,586	195,524,072	496%	774,534,514
3. Accounting profit before tax	(8,365,405,511)	6,427,080,229	-130%	(14,792,485,740)
Current corporate income tax expense	251,856,847	322,287,985	78%	(70,431,138)
Deferred corporate income tax expense	-	-		-
4. Profit after corporate income tax	(8,617,262,358)	6,104,792,244	-141%	(14,722,054,602)
Profit after tax of non-controlling interest	477,965,157	569,722,638	84%	(91,757,481)
Profit After Tax of the Parent Company's shareholders	(9,095,227,515)	5,535,069,606	-164%	(14,630,297,121)
Basic earnings per share	(488)	297	-164%	(785)

2. Comments on the Company's operational situation:

2.1 Regarding the 2025 operating results:

- The Company's total revenue and other income in 2025 reached: 33,433 million VND, a decrease of 20,806 million VND (38%) compared to 2024 and reaching 106.14% of the plan.

- Total expenses: 41,798 million VND, a decrease of 6,014 million VND (13%) compared to 2024 and an increase of 33.61% compared to the plan.

- 2025 operating results: Profit After Tax resulted in a loss of 8,617 million VND, of which the Profit After Tax attributable to shareholders of the Parent Company was a loss of 9,095 million VND.

*** The 2025 operating results did not meet the profit targets set in the plan, mainly due to the following reasons:**

+ At the Company Office:

Total revenue in 2025 reached 5,556 million VND, equivalent to 283% of the plan and an increase of 37.7% compared to 2024.

Total expenses incurred were 41,088 million VND, an increase of 1,216% compared to the plan and an increase of 147.67% compared to 2024. The high increase in expenses was mainly due to the emergence of costs related to handling financial issues and making provisions in accordance with regulations. The Company made provisions for investments outside the business in 2025: 34,108 million VND, including provisions at: Saigon – Binh Chau Tourism JSC: 5,473 million VND; Bien Dong Hotel Investment JSC: 10 million VND; San Ho Xanh Con Dao JSC: 3 million VND; Nghinh Phong Tourism JSC: 28,622 million VND. In addition, according to the 2025 plan, the Company expected to divest from two units, including: Long Hai Tourism JSC and Bien Dong Hotel JSC, thereby expecting to reduce provisions by 3,718 million VND. However, the divestment was not carried out during the year due to the lack of official opinion from State shareholders, leading to the failure to

realize this reduction in provisions, which increased the 2025 expenses by 3,718 million VND compared to the plan.

Operating results at the Company Office in 2025: a loss of 35,532 million VND was incurred.

+ At Vung Tau Sammy Hotel:

Total revenue in 2025 reached 23,070 million VND, equivalent to 98% of the plan and an increase of 18.75% compared to 2024. Total expenses: 23,772 million VND, a decrease of 2.33% compared to the same period but exceeding the plan by 3.36%. The 2025 operating results resulted in a loss of 702 million VND. Reasons:

Revenue did not meet the set plan mainly due to a decline in restaurant service revenue. The set plan was 5,500 million VND, with 3,541 million VND achieved, equivalent to 64% of the plan and 88% compared to 2024. The main reason for this: in the first 4 months of 2025, the hotel had almost no guests because the Vung Tau City People's Committee implemented the embellishment of Thuy Van road and construction of Bai Sau Park; the entire Bai Sau beach area was fenced off for construction from 2024 until the end of April 2025, and tourists could not go swimming. Bai Sau Park only reopened on April 30, 2025. In addition, the tax authority implemented tax enforcement measures by stopping the use of invoices (related to land rent obligations at the facility at 08 Thuy Van – Bai Sau), which prevented the hotel from issuing invoices in a timely manner to customers, significantly reducing the number of customers who are travel agencies and corporate clients needing invoices for settlement, leading to a decrease in revenue.

Meanwhile, expenses exceeded the plan by 3.36%, mainly including: Depreciation expenses increased by 7.9%; repair and maintenance expenses for facilities increased by 30%; electricity and water costs increased by approximately 20–22%; some operating expenses such as packaging materials, cleaning, and printing increased compared to the plan. The aforementioned costs with an upward trend are mainly concentrated in electricity, water, facility repair and maintenance, and operational expenses.

+ At Da Nang Branch:

Total revenue in 2025 reached 2,887 million VND, reaching 85% of the plan and equal to 99% compared to the same period in 2024. Of which, international revenue reached 2,767 million VND, an increase of 13% compared to 2024; domestic revenue reached 224.3 million VND, only reaching 47% compared to the same period in 2024.

Total expenses in 2025 were 2,925 million VND, reaching 86.57% of the plan and a decrease of 5% compared to the same period in 2024. The reduction in expenses was mainly due to the decrease in the cost of services compared to the previous year.

Operating results: The branch incurred a loss of 38 million VND, failing to meet the set plan.

In general, the operations of the Da Nang Branch in 2025 still faced many difficulties, especially the decline in the domestic customer market, leading to business efficiency not meeting the plan.

2.2 Some issues related to the financial situation and operations of the Company:

- Tax debts and other payables to the State as of December 31, 2025: 13,276 million VND. This debt does not include all land rent in the Bai Sau area, Vung Tau city from 2018 to 2021 and arrears for land rent according to inspection conclusions. In 2025, the debt payable to the budget decreased by 4,477 million VND compared to 2024; however, the debt

balance remains at a relatively high level, which could lead to the tax authority calculating late payment interest and applying tax enforcement measures.

- Arrears for land rent and technical infrastructure according to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018: The Provincial Inspectorate concluded to collect arrears for land rent and technical infrastructure from 2006 to 2017 at Bien Dong Tourist Area and the Company's subsidiaries – Nghinh Phong Tourism JSC with a total amount of 130,977 million VND. To date, the amount the Company has not yet accounted for in the Financial Statements is 126,738 million VND. In 2024 and 2025, the Provincial Inspectorate offset the compensation for assets on land at Bien Dong Tourist Area and Nghinh Phong Tourism JSC with a total amount of 51,116 million VND and 1,158 million VND against the arrears for land rent according to the aforementioned Inspection Conclusion.

- Land rent in the Bai Sau area, Vung Tau city (06, 08 Thuy Van): From 2018 to present, the Company has not fully accounted for land rent according to the Notice of the Tax Department, with an amount of approximately 98,483 million VND as detailed at the beginning of the report, and has not yet recorded the arrears for land rent and technical infrastructure according to the decisions of the Inspectorate. Therefore, the independent auditor refused to express an opinion on the Company's Financial Statements for the years from 2019 to 2025, and the Company's shares are restricted from trading on the UPCoM exchange.

In the period from 2021 to December 31, 2025, the tax authority applied tax enforcement measures against the Company, including deducting money from accounts, freezing bank accounts, and stopping the use of invoices. Accordingly, the Company is only issued invoices for each transaction and must immediately pay 18% of the revenue on the individual invoice to the state budget to be issued an invoice. Currently, the tax authority is applying enforcement measures to stop the use of invoices according to the decisions: Decision No. 12171/QĐ-CTBRV dated July 25, 2024 (applied to the Company's subsidiaries – Nghinh Phong Tourism JSC), effective from July 25, 2024, to July 24, 2025, and Decision No. 17292/QĐ-CTBRV dated September 6, 2024 (applied to the Parent Company – Ba Ria – Vung Tau Tourism Joint Stock Company), effective from September 8, 2024, to September 7, 2025.

Regarding the recording of land rent and arrears according to the inspection conclusion:

The Board of Supervisors notes that the delay in recording land rent in the Bai Sau area from 2018 to 2021 and the arrears for land rent and technical infrastructure according to the inspection conclusion has lasted for many years. These are large-value expenses that need to be considered for full recognition in the Consolidated Financial Statements to ensure the honesty and reasonableness of the financial statements, while limiting legal and financial risks that may arise in the future.

The Board of Supervisors requests the General Meeting of Shareholders to consider and direct the Board of Directors and the Board of Management to develop an appropriate handling plan for these expenses to stabilize the financial situation and create conditions for the Company to gradually overcome the shortcomings related to financial obligations to the State.

The Board of Supervisors requests the Board of Directors and the Board of Management to soon develop a roadmap to definitively handle the aforementioned shortcomings regarding

financial obligations in order to overcome the independent auditor's opinion, remove tax enforcement measures, and improve the trading conditions of the Company's shares on the stock market.

- Total short-term receivables as of December 31, 2025: 102,015 million VND, in which: trade receivables: 21,229 million VND, receivables for asset compensation on land offset against arrears according to the Inspectorate's decisions with an amount of 52,274 million VND, advance payment of land rent 13,790 million VND, receivables from short-term loans: 6,386 million VND.

Outstanding and bad debts from previous years remain quite high. The Company has made a provision for bad debts in the amount of 25,740 million VND. If these debts cannot be recovered, it will significantly affect the Company's financial results and operational efficiency.

The Board of Supervisors recommends that the Board of Directors and the Board of Management continue to review and assess the recoverability of outstanding debts, and develop a plan for recovery and final settlement to mitigate financial risks for the Company.

- Regarding investments outside the enterprise:

Currently, the Company holds the following capital contribution investments:

No.	Entity name	Contributed capital	Percentage
A	Investment in Company's subsidiaries	47,664,335,615	
1	Thuy Van Tourism Joint Stock Company, 2006	9,868,495,615	50.07%
2	Nghinh Phong Tourism Joint Stock Company, 2013	37,795,840,000	96.18%
B	Investment in joint ventures, associates, and other capital contributions	64,157,614,431	
3	Saigon – Binh Chau Tourism Joint Stock Company	28,602,790,000	4.05%
4	Vung Tau – Saigon Tourism Trading Joint Stock Company	9,390,560,000	7.63%
5	Bien Dong Hotel Investment Joint Stock Company	13,000,000,000	3.71%
6	Long Hai Ecotourism Joint Stock Company	3,468,701,654	5.78%
7	Con Dao Green Coral Joint Stock Company, 2004	800,000,000	2.67%
8	Sports and Entertainment Service and Competition Co., Ltd. (SES)	1,169,190,000	2.00%
9	Vung Tau Tourism Nursing Co., Ltd., 2001	2,452,372,777	7.12%
10	Minh Dam Sports and Entertainment Joint Stock Company, 2009	1,190,000,000	35.00%
11	Minh Dam Tourism Joint Stock Company, 2003	2,784,000,000	10.00%
12	Thanh Cong Electrical Engineering Trading and Service Co., Ltd., 2007	800,000,000	20.00%
	TOTAL	111,321,950,046	

Currently, the Company has 12 capital contribution investments outside the enterprise, including investments in Company's subsidiaries, joint ventures, associates, and other capital contributions, with a total investment value of 111,321,950,046 VND, as detailed in the table above.

These investments were mainly made in previous periods through capital contributions to establish enterprises or by participating in joint ventures and associates in the tourism and service sectors.

Upon review, the Board of Supervisors notes that most of the aforementioned investments have not yielded commensurate financial efficiency, with many investments failing to generate dividends or profits for many years. In 2025, only Thuy Van Tourism Joint Stock Company paid dividends to the Company in the amount of 851,190,000 VND.

Some investments have incurred large accumulated losses or are operating inefficiently; some enterprises have not even commenced actual business operations, leading the Company to make a financial investment provision in 2025 totaling 34,108 million VND.

As of December 31, 2025, the Company has made financial investment provisions for 10 capital contribution investments, totaling 62,844,982,471 VND, as detailed in the following table.

Unit: VND

No.	Entity name	Provision for financial investment as of December 31, 2025
1	Nghinh Phong Tourism Joint Stock Company	37,795,840,000
2	Saigon – Binh Chau Tourism Joint Stock Company	12,749,408,916
3	Bien Dong Hotel Investment Joint Stock Company	259,020,658
4	Long Hai Ecotourism Joint Stock Company	3,468,701,564
5	Con Dao Green Coral Joint Stock Company	176,448,556
6	Sports and Entertainment Service and Competition Co., Ltd.	1,169,190,000
7	Vung Tau Tourism Nursing Co., Ltd.	2,452,372,777
8	Minh Dam Sports and Entertainment Joint Stock Company	1,190,000,000
9	Minh Dam Tourism Joint Stock Company	2,784,000,000
10	Thanh Cong Electrical Engineering Trading and Service Co., Ltd.	800,000,000
	TOTAL	62,844,982,471

The necessity of making large provisions indicates that many long-standing investments have not been definitively resolved, nor have divestment, dissolution, or capital recovery been carried out. This is a factor that may pose potential financial risks and affect the efficiency of the Company's capital utilization.

According to the Company's report, a divestment plan has been developed for 06 investments with low ownership ratios, no controlling power, or poor performance, including:

- . Saigon – Binh Chau Tourism Joint Stock Company
- . Bien Dong Hotel Investment Joint Stock Company
- . Long Hai Ecotourism Joint Stock Company
- . Con Dao Green Coral Joint Stock Company
- . Sports and Entertainment Competition Services Co., Ltd.
- . Vung Tau – Saigon Tourism Trading Joint Stock Company

However, in 2025, the divestment could not be implemented because the Company had to wait for the opinion of the owner of the State capital, as these investments are related to the State capital portion in the Company, which accounts for 58.88%.

3 Personnel and salary work in 2025:

In 2025, the Company's management and administration were carried out in accordance with the 2020 Law on Enterprises, the Company's Charter, and internal management regulations. The management and administration apparatus continued to be maintained to ensure the production and business operations of the Company and its affiliated units.

Regarding the labor situation, as of January 1, 2025, the total number of employees in the entire Company was 76, of which the Parent Company had 72 and the Nghinh Phong Tourism Joint Stock Company had 04.

As of December 31, 2025, the total number of employees of the Company was 72, all belonging to the Parent Company, as the Nghinh Phong Tourism Joint Stock Company ceased operations on December 16, 2025. Thus, in 2025, the total number of employees in the entire Company decreased by 04 compared to the beginning of the year.

Regarding salaries, the total salary fund implemented in 2025 was 9,019 million VND, a decrease of 781 million VND compared to 2024, mainly due to the reduction in the number of employees during the year.

In general, in 2025, the Company implemented the arrangement and streamlining of personnel at inefficient units, gradually aligning with the Company's actual operational situation in the current period.

However, the Board of Supervisors also notes that the Company's executive personnel structure in 2025 did not include the position of General Director as required by the 2020 Law on Enterprises and the Company's Charter. The Board of Supervisors recommends that the Board of Directors consider perfecting the executive personnel apparatus in the coming time to ensure compliance with the law and improve corporate governance efficiency.

The Board of Supervisors recommends that the Board of Directors continue to review and perfect the management and administration apparatus and improve the internal governance system to enhance management efficiency, in line with the scale of operations and the Company's development orientations in the coming time.

4. Owner's Equity

As of December 31, 2025, the Company's Owner's Equity reached 158,836 million VND, a decrease of 9,448 million VND (6%) compared to the beginning of the year, mainly due to the loss from business operations in 2025.

The Company's Owner's Equity structure consists of:

- Owner's contributed capital: 186,445,000,000 VND, including:

No.	Capital structure	Charter Capital (VND)	Percentage
1	State Capital	109,784,000,000	58.88%
2	Other shareholders' capital	76,661,000,000	41.12%
	Total	186,445,000,000	100%

- Development investment fund: 11,238,309,719 VND.

- Undistributed Profit After Tax: - 47,681,432,337 VND, including:

+ Accumulated losses to the end of the previous year: - 38,586,204,822 VND.

- + Undistributed profit of the current year: - 9,095,227,515 VND
- Non-controlling Interest: 8,834,825,170 VND.

The Board of Supervisors notes that the Company's Owner's Equity decreased in 2025 mainly because the production and business results did not meet the set plans. In the 2025 Situation Of Production And Business Operations report and the 2026 plan, the Company has proposed solutions to improve operational efficiency, gradually overcome the accumulated losses, and strengthen financial capacity in the coming time.

5. Situation of the Company's housing and land facilities

a) Regarding the 03 housing and land facilities that the Provincial People's Committee allowed to continue to be used according to Decision No. 1081/QĐ-UBND dated March 31, 2022:

- The housing and land facility at 157 Thuy Van, Thang Tam Ward, Vung Tau City is currently being exploited by the Company for restaurant and hotel service business under the name Vung Tau Sammy Hotel.

- The housing and land facility at 207 Vo Thi Sau, Thang Tam Ward, Vung Tau City is currently being used as the Company's headquarters.

- Regarding the housing and land facility at 127 Hoang Hoa Tham, Thang Tam Ward, Vung Tau City, the Company is continuing to work with the Department of Agriculture and Environment to complete legal documents and carry out procedures to sign land lease contracts in accordance with regulations.

b) Regarding the 10 housing and land facilities recovered according to Decision No. 3207/QĐ-UBND dated October 17, 2022, of the Provincial People's Committee:

In 2025, the Ministry of Finance issued the result of the resolution of the Company's second complaint letter sent on January 24, 2024. Specifically, on May 14, 2025, the Ministry of Finance issued Decision No. 1753/QĐ-BTC on resolving the Company's complaint, with the content of maintaining the contents of Decision No. 3669/QĐ-UBND dated December 21, 2023, of the People's Committee of Ba Ria – Vung Tau province, and simultaneously requiring the Company to comply with Decision No. 3207/QĐ-UBND dated October 17, 2022, of the Provincial People's Committee regarding the recovery of 10 housing and land facilities of the Company and handing them over to the Provincial Housing Management and Development Center for management.

On September 23, 2025, the Company handed over the housing and land facility at 128 Ha Long to the Vung Tau Area Land Fund Development Center Branch according to the Minutes of handover and receipt of public assets.

Regarding the remaining 09 housing and land facilities, the Company has not yet handed them over due to obstacles related to assets on the land and the fact that the asset handling plan has not been agreed upon by the relevant agencies. The Company is continuing to coordinate and work with Departments, Boards, and Branches to resolve arising obstacles and implement the directives of the competent authorities.

V. Some other recommendations of the Board of Supervisors:

- Regarding the executive personnel structure: In 2025, the Company's executive personnel structure did not include the position of General Director as required by the 2020 Law on Enterprises and the Company's Charter. The Board of Supervisors recommends that the Board of Directors consider soon perfecting the General Director position to ensure

compliance with the law and improve the efficiency of corporate governance and administration.

- Regarding investments outside the enterprise:

On December 31, 2025, the Government issued Decree No. 366/2025/NĐ-CP on the management of State capital investment in enterprises. Accordingly, from 2026, the Company's capital contribution investments do not fall under the scope where the State capital representative must seek the opinion of the City People's Committee. This is a favorable condition for the Company to consider implementing divestment for long-standing, low-efficiency investments. The Board of Supervisors recommends that the Company review the entire list of capital contribution investments to build a roadmap for divestment or transfer for investments that are inefficient, have ceased operations, or are slow to implement, in order to restructure capital sources and improve the efficiency of the Company's capital utilization.

- Regarding land lease and arrears according to the Provincial Inspectorate's Conclusion:

The Board of Supervisors recommends that the Company develop a specific plan to handle the remaining land lease and arrears costs that have not been fully accounted for, and simultaneously study an appropriate financial plan in case these costs must be recorded in the Company's financial statements.

- Regarding debt management and recovery:

The Supervisory Board requests that the Company continue to review outstanding and overdue debts, develop appropriate measures for handling and recovery, and simultaneously settle due debts to limit the incurrence of penalty interest and financial risks. It is recommended that the Board of Directors direct the Board of Management to establish a task force for reviewing and handling debts, focusing on the definitive resolution of long-standing debts to contribute to improving the Company's financial situation.

- Regarding the Salary and Bonus Regulations:

The Company has implemented the development, amendment, and supplementation of the Salary and Bonus Regulations to align with the organizational model and operational characteristics of its affiliated units since 2019. However, to date, these regulations have not yet been finalized and officially applied. The Supervisory Board recommends that the Company soon finalize and issue the regulations to ensure transparency, create work motivation, and enhance the efficiency of human resources management throughout the Company.

- Regarding the internal management regulation system:

The Supervisory Board recommends that the Company continue to review, consolidate, and perfect the system of regulations and procedures for management and operation, ensuring compliance with current legal provisions and the Company's actual operational situation; in particular, the Financial Regulations, which have been in place since 2008, need to be reviewed, updated, and perfected to align with current legal provisions and corporate governance requirements.

VI. Plan and tasks of the Supervisory Board for 2026.

In 2026, the Company's Supervisory Board will continue to perform its functions and tasks in accordance with the Law on Enterprises, the Company's Charter, and the Regulations on Operation of the Board of Supervisors, representing shareholders in carrying out inspection and supervision of the Company's governance and management activities. The key tasks of the Supervisory Board in 2026 include:

- Supervising the activities of the Board of Directors and the Board of General Directors in organizing the implementation of the Resolutions of the Company's Annual General Meeting of Shareholders.

- Reviewing the reasonableness and legality of the internal management regulations and rules issued by the Company and the organization of the implementation of these regulations and rules.

- Supervising compliance with the provisions of State law, the Company's Charter, and the Resolutions of the General Meeting of Shareholders during the management and operation of the Company's activities.

- Carrying out the audit of the 2026 Financial Statements, evaluating the production and business situation, and the management and administration work of the Board of Directors and the Board of General Directors to report to the Annual General Meeting of Shareholders.

- Proposing and recommending that the General Meeting of Shareholders consider and approve the selection of an independent audit firm to audit the Company's Financial Statements in accordance with regulations.

- Attending meetings of the Board of Directors when invited, in order to perform supervisory functions as prescribed.

- Performing other tasks of the Supervisory Board in accordance with the Law on Enterprises, the Company's Charter, and the Regulations on Operation of the Board of Supervisors.

The above is the Report on the activities of the Supervisory Board in 2025 and the direction and tasks for 2026 of the Company's Supervisory Board.

The Supervisory Board respectfully submits this to the General Meeting of Shareholders for consideration and approval.

Thank you very much!

Recipients:

- GMS;
- Members of the Board of Directors, Board of General Directors, The Board of Supervisors;
- Archive: Admin Dept, Secretary.

**ON BEHALF OF THE BOARD OF
SUPERVISORS
HEAD OF THE BOARD**

Nguyen Thi Ly

**BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY**

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

Tel: (0254) 385 6445 Fax: (0254) 385 6444 Website: www.vungtautourist.com.vn

No.: /NQ-HĐQT

Ho Chi Minh City,

2026

DRAFT**PROPOSAL**

Regarding the approval of the 2025 Financial Statements

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourism Joint Stock Company

Pursuant to Point b, Clause 2, Article 24 of the Charter of Ba Ria - Vung Tau Tourism Joint Stock Company, which stipulates the rights and duties of the General Meeting of Shareholders regarding the approval of the Company's annual Financial Statements.

The Board of Directors of Ba Ria - Vung Tau Tourism Joint Stock Company hereby submits to the General Meeting of Shareholders for voting and approval the 2025 Financial Statements, which have been audited by AFC Vietnam Auditing Co., Ltd.

The detailed 2025 Financial Statements have been disclosed and posted on the Company's website at www.vungtautourist.com.vn, including:

- **Independent Auditor's Opinions;**
- **Balance Sheet;**
- **Operating Results;**
- **Cash Flow Statement;**
- **Notes to the Financial Statements.**
- **Some key indicators in the Financial Statements:**

Unit: VND

Indicators	Year 2025	Year 2024
Consolidated Financial Statements		
BALANCE SHEET	As of December 31, 2025	As of December 31, 2024
I. TOTAL ASSETS	161,127,743,162	201,869,047,529
1. Current Assets	94,287,337,714	99,571,615,336
2. Non-Current Assets	66,840,405,448	102,297,432,193
II. TOTAL RESOURCES	161,127,743,162	201,869,047,529
1. Liabilities	37,769,400,747	41,751,298,537
2 Owner's Equity	123,358,342,415	160,117,748,992
OPERATING RESULTS	December 31, 2025	December 31, 2024
Revenues from sales and service provision	25,845,595,630	23,683,921,083
Revenue deductions	-	-
Net Revenues	25,845,595,630	23,683,921,083
Cost of Goods Sold	21,914,921,852	22,998,411,411
Gross Profit	3,930,673,778	685,509,672
Financial income	2,772,460,205	2,805,386,657
Financial expenses	34,107,963,277	9,518,164,369
Selling Expenses	1,106,268,869	1,604,241,330

General and Administrative Expenses	10,175,486,573	12,099,664,827
Profit From Business Activities	(38,686,584,736)	(19,731,174,197)
Other income	2,895,507,398	25,070,706,003
Other expenses	968,329,239	173,811,835
Other Profits	1,927,178,159	24,896,894,168
Profit Before Tax	(36,759,406,577)	5,165,719,971
Current corporate income tax expenses	-	-
Deferred corporate income tax expenses	-	-
Profit After Tax	(36,759,406,577)	5,165,719,971
Consolidated Financial Statements		
	As of December 31,	As of December 31,
BALANCE SHEET	2025	2024
I. TOTAL ASSETS	191,136,808,645	204,678,446,850
1. Current Assets	131,368,851,210	137,705,861,190
2. Non-Current Assets	59,767,957,435	66,972,585,660
II. TOTAL RESOURCES	191,136,808,645	204,678,446,850
1. Liabilities	32,300,106,093	36,393,147,440
2 Owner's Equity	158,836,702,552	168,285,299,410
OPERATING RESULTS	December 31, 2025	December 31, 2024
Revenues from sales and service provision	28,396,795,630	26,280,926,083
Revenue deductions	-	-
Net Revenues	28,396,795,630	26,280,926,083
Cost of Goods Sold	22,799,924,448	23,782,266,823
Gross Profit	5,596,871,182	2,498,659,260
Financial income	2,018,438,187	2,673,825,695
Financial expenses	5,485,549,361	7,671,648,514
Share of profit/ (loss) in joint ventures and associates	-	-
Selling Expenses	1,106,268,869	1,604,241,330
General and Administrative Expenses	11,437,053,839	14,559,294,894
Profit From Business Activities	(10,413,562,700)	(18,662,699,783)
Other Income	3,018,215,775	25,285,304,084
Other Expenses	970,058,586	195,524,072
Other Profits	2,048,157,189	25,089,780,012
Total accounting profit before tax	(8,365,405,511)	6,427,080,229
Current corporate income tax expense	251,856,847	322,287,985
Deferred corporate income tax expense	-	-
Profit After Tax	(8,617,262,358)	6,104,792,244
Profit After Tax of the Parent Company	(9,095,227,515)	5,535,069,606
Profit After Tax of non-controlling interests	477,965,157	569,722,638
Basic Earnings Per Share	(488)	297

- Opinions of AFC Vietnam Auditing Co., Ltd. on the 2025 Consolidated Financial Statements:

“Basis for Disclaimer of Opinion

1. As stated in Note 8.2 – Notes to the Consolidated Financial Statements, Ba Ria - Vung Tau Tourism Joint Stock Company and its Company’s subsidiaries – Nghinh Phong Tourism Joint Stock Company have not recorded land rental fees and infrastructure rental fees invested by the Provincial Budget, which in our opinion should be recorded to comply

with Vietnamese accounting standards, accounting systems, and legal regulations related to the preparation and presentation of consolidated financial statements, specifically:

- According to Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, and Decision No. 172/QĐ-TTr and Decision No. 182/QĐ-TTr dated October 5, 2018, of the Ba Ria - Vung Tau Provincial Inspectorate, the Parent Company has not yet recorded land rental expenses from 2006 to 2017 in the amount of 91,099,278,151 VND and infrastructure rental fees invested by the provincial budget in the amount of 3,658,061,609 VND at the Thuy Van Beach area. In addition, the Parent Company has also not recorded land rental expenses according to the temporary payment notices from the Vung Tau City Tax Department for the fiscal years 2018, 2019, 2020, and 2021, which are 9,374,460,461 VND, 14,302,492,149 VND, 18,639,365,097 VND, and 20,606,698,652 VND, respectively.

- According to Decision No. 173/QĐ-TTr and Decision No. 177/QĐ-TTr dated October 5, 2018, of the Ba Ria - Vung Tau Provincial Inspectorate, the Company's subsidiaries – Nghinh Phong Tourism Joint Stock Company has not recorded land rental expenses from January 10, 2013, to December 31, 2017, at the Nghinh Phong Tourist Area – Thuy Van Beach area in the amount of 28,397,591,059 VND and infrastructure rental fees invested by the provincial budget for technical infrastructure works (the section from the Martyrs' Monument intersection to Tom Cang Xanh) that the Company's subsidiaries is managing and using in the amount of 3,582,625,227 VND. In addition, the Company's subsidiaries has also not recorded land rental expenses according to the temporary payment notices from the Vung Tau City Tax Department for the fiscal years 2018, 2019, 2020, and 2021, which are 5,283,594,979 VND, 7,946,978,002 VND, 10,290,158,966 VND, and 12,039,743,854 VND, respectively.

Accordingly, we do not have a basis to determine the value of land rental fees that have been under-recorded from the 2006 fiscal year to the 2025 fiscal year, as well as the retrospective adjustments related to the Group's Consolidated Financial Statements of previous years.

The Consolidated Financial Statements have not reflected land rental fees and infrastructure rental fees in the amount of 225,221,048,206 VND. If these amounts were fully reflected in the Consolidated Financial Statements, the "Taxes And Payables" indicator and the "Undistributed Profit After Tax" indicator on the Consolidated Balance Sheet would increase and decrease accordingly.

2. Investments in associates are not consolidated using the equity method in the Consolidated Financial Statements for the fiscal year ended December 31, 2025, because the associates did not provide financial statements.

In addition, we were unable to collect financial statements for the fiscal year ended December 31, 2025, for the Group's capital contributions to other entities. Therefore, we do not have a basis to assess the impact on the provision as well as the indicators on the Group's Consolidated Balance Sheet.

Disclaimer of Opinion:

Due to the significance of the matter described in the "Basis for Disclaimer of Opinion" section, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an audit opinion on the Group's consolidated financial statements as of December 31, 2025."

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

Sincerely!

Recipients:

- AGM;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Admin, Secretary.

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

Thai Hoang Than



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

Tel: (0254) 385 6445 Fax: (0254) 385 6444 Website: www.vungtautourist.com.vn

No: /TTr-HĐQT

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the profit distribution and dividend payment for the year 2025

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, effective from January 1, 2021;

- Pursuant to the Charter of Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company;

- Pursuant to the 2025 Financial Statements audited by AFC Vietnam Auditing Co., Ltd.

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company submits to the 2026 Annual General Meeting of Shareholders the proposal regarding the profit distribution and dividend payment for the year 2025 as follows:

The profit after tax as of December 31, 2025, shows an accumulated loss of 47,681,432,337 VND. The Board of Directors respectfully submits to the General Meeting of Shareholders the proposal not to distribute profit and not to pay dividends for the year 2025.

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

Sincerely!

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Admin Office, Secretary.

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

Thai Hoang Than



No.: /TTr-HĐQT

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the approval of production and business results for 2025
and the plan for 2026

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, effective from January 1, 2021;

- Pursuant to the Charter of Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company.

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company respectfully submits to the 2026 Annual General Meeting of Shareholders for consideration and approval of the 2026 production and business plan of the Parent Company, with the following key financial indicators:

Unit: million VND

No.	Indicators	Implemented 2025	Plan 2026	% Plan / Implemented
1	Total revenues	31,514	31,535	100.1
2	Total expenses	68,273	31,535	46.2
3	Profit before tax	(36,759)	0	
6	Profit after tax	(36,759)	0	

*** Note regarding the 2025 implemented figures and 2026 plan:**

- The Company has not fully recognized in the Financial Statements the land rental costs for Thuy Van Beach – Back Beach, Vung Tau City, according to the notices issued by the tax authority for the period from 2018 to 2021.

- The Company has not recognized in the 2025 Financial Statements and has not included in the 2026 production and business plan the arrears of land rental and technical infrastructure costs for the period from 2006 to 2017 under Inspection Conclusion No. 261/KL-TTr dated September 17, 2018, with a total amount of VND 126,738 million.

- The loss of the Parent Company in 2025 was mainly due to the incurrence of financial investment provision expenses for investments outside the enterprise in accordance

with accounting regulations, with a total value of VND 34,108 million, and the planned provision reversal of VND 3,718 million was not realized because the divestment procedures at the relevant entities had not been completed.

- The 2026 plan is expected to include the transfer of investment capital in Long Hai Ecotourism Joint Stock Company and Bien Dong Hotel Investment Joint Stock Company. At the same time, no financial investment provision is expected to be made for the remaining investments, as there is not yet sufficient basis to determine the provision amount in accordance with regulations. Accordingly, the Parent Company strives to achieve profit before tax of VND 0 in 2026. The 2026 plan is prepared on a prudent basis, consistent with the Company's actual scale of operations after the arrangement and handling of certain housing and land facilities in accordance with the policy of the competent State authority.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval of the above 2026 production and business plan targets of the Parent Company.

Respectfully,

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Admin, Secretary.

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

Thai Hoang Than



No: /TTr-BKS

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the selection of an independent audit firm to perform the audit of the 2026 financial statements

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Law on Independent Audit No. 67/2011/QH12 dated March 29, 2011;
- Pursuant to Circular No. 183/2013/TT-BTC dated December 4, 2013 of the Ministry of Finance on independent audit for public interest entities;
- Pursuant to Circular No. 155/2015/TT-BTC dated October 6, 2015 of the Ministry of Finance on information disclosure in the securities market;
- Pursuant to the Charter of Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company;
- Pursuant to Resolution No. 01/NQ-DHĐCĐ dated July 10, 2025 of the General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company.

The Board of Supervisors of the Company reports to the General Meeting of Shareholders on the selection of an independent audit firm to perform the audit of the 2025 financial statements and requests the opinion of the General Meeting of Shareholders regarding the selection of an audit firm for the 2026 Financial Statements as follows:

1. Report on the selection of the audit firm for 2025.

According to Resolution No. 01/NQ-DHĐCĐ dated July 10, 2025, the General Meeting of Shareholders approved the authorization for the Board of Directors to select an audit firm for 2025. Therefore, in 2025, the Board of Directors implemented the selection of AFC Vietnam Auditing Co., Ltd. as the audit firm for 2025 with the audit fees as follows:

- Ba Ria - Vung Tau Tourist Joint Stock Company : 150,000,000 VND
- Nghinh Phong Tourist Joint Stock Company (Company's subsidiaries) : 20,000,000 VND
- Thuy Van Tourist Joint Stock Company (Company's subsidiaries) : 15,000,000 VND

Total : 185,000,000 VND

(In words: One hundred eighty-five million VND, excluding VAT).

2. Request for opinion on the selection of an audit firm for the 2026 Financial Statements.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for consideration and approval the authorization for the Board of Directors to select an independent audit firm to perform the audit of the Company's 2026 Financial Statements in accordance with regulations, based on the following criteria for selecting an audit firm:

- Being an independent audit organization approved by The State Securities Commission; to perform audits for public interest entities.

- Having a team of auditors with high Qualification and extensive experience in auditing financial statements for entities with similar business lines and sectors as the Company.

- Having no conflict of interest when performing the audit of the Company's Financial Statements.

- Having reasonable audit fees, consistent with the scope and progress of the audit.

The Board of Supervisors respectfully submits the above content to the General Meeting of Shareholders for consideration and approval.

Sincerely!

Recipients:

- General Meeting of Shareholders;
- Members of Board of Director, Board of Management, the Board of Supervisors;
- Archive: Admin, Secretary.

**ON BEHALF OF THE BOARD OF
SUPERVISORS
HEAD OF THE BOARD**

Nguyen Thi Ly



No: /TTr-HĐQT

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the payment of salary for the Chairman of the Board of Directors, and remuneration for members of the Board of Directors and the Board of Supervisors in 2025 and the 2026 Plan

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company.

- Pursuant to Decree No. 44/2025/NĐ-CP dated February 28, 2025 of the Government on the management of labor, salary, remuneration, and bonuses in state-owned enterprises;

- Pursuant to Decree No. 248/2025/NĐ-CP dated September 15, 2025 of the Government on the salary, remuneration, and bonus regime for direct owner representatives, state capital representatives, and supervisors in state-owned enterprises;

- Pursuant to the Charter of Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company.

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company submits to the 2026 General Meeting of Shareholders the salary of the Chairman of the Board of Directors, and remuneration for the Board of Directors, the Board of Supervisors, and the Secretary of the Board of Directors for 2025 and the 2026 plan as follows:

1. Implementation in 2025:

1.1. Salary level of the Chairman of the Board of Directors:

- Full-time Chairman of the Board of Directors: Pursuant to Decree 44/2025/NĐ-CP and Decree 248/2025/NĐ-CP, the Company belongs to Group II, Level 4, with a basic salary of: 31,000,000 VND and Group II, Level 3, with a basic salary of: 37,000,000 VND. The total salary fund implemented in 2025 for the Chairman of the Board of Directors is: 405,440,000 VND. (In words: Four hundred and five million, four hundred and forty thousand VND).

1.2. Remuneration level for the Board of Directors and the Board of Supervisors:

- Member of the Board of Directors (04 persons): 3,000,000 VND/person/month
- The Board of Supervisors:

+ Head of the Board of Supervisors (01 person): 3,000,000
VND/person/month

+ Member (02 persons): 2,000,000 VND/person/month

- Secretary of the Board of Directors (01 person): 2,000,000
VND/person/month.

Total: 252,000,000 VND (In words: Two hundred and fifty-two million VND).

2. 2026 Plan:

2.1. Salary level of the Chairman of the Board of Directors:

- Full-time Chairman of the Board of Directors: Pursuant to Decree 248/2025/NĐ-CP, the Company belongs to Group II, Level 3, with a basic salary of: 37,000,000 VND. The total planned salary fund for the Chairman of the Board of Directors in 2026 is: 481,000,000 VND. (In words: Four hundred and eighty-one million VND).

2.2. Remuneration level for the Board of Directors and the Board of Supervisors:

- Board of Directors:

+ Member of the Board of Directors (04 persons): 3,000,000
VND/person/month

- The Board of Supervisors:

+ Head of the Board of Supervisors (01 person): 3,000,000
VND/person/month

+ Member (02 persons): 2,000,000 VND/person/month

- Secretary of the Board of Directors (01 person): 2,000,000
VND/person/month.

Total: 252,000,000 VND (In words: Two hundred and fifty-two million VND).

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

Sincerely!

Recipients:

- General Meeting of Shareholders;
- Members of Board of Director, Board of Management, The Board of Supervisors;
- Archived: Office, Secretary.

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

Thai Hoang Than



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

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No: /TTr-HĐQT

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the amendment and supplementation of the Company's Charter of Organization and Operation

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, effective from January 1, 2021; guiding documents for implementation and documents amending, supplementing, or replacing it;

Pursuant to the actual situation at Ba Ria - Vung Tau Tourist Joint Stock Company.

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the amendment and supplementation of the Company's Charter of Organization and Operation according to the attached draft Charter.

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

Sincerely!

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of General Directors, The Board of Supervisors;
- Archived: Administration Office, Secretary.

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

Thai Hoang Than

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

CHARTER
ORGANIZATION AND OPERATION

JOINT STOCK COMPANY
BA RIA – VUNG TAU TOURISM



VUNGTAU TOURIST

(Amendment, supplement No. 8)

*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholder.
Ba Ria – Vung Tau Tourism Joint Stock Company)*

Vung Tau Ward, Ho Chi Minh City, 2026



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Charter of organization and operation of Ba Ria – Vung Tau Tourism Joint Stock Company

PREAMBLE

This Charter was adopted pursuant to Resolution No. 01/NQ-ĐHĐCĐ dated 10 July 2025 of the General Meeting of Shareholders of Ba Ria – Vung Tau Tourism Joint Stock Company.

I. DEFINITION OF TERMS IN THE CHARTER

Article 1. Interpretation of terms

1. In this Charter, the following terms shall be understood as follows:

a) *Charter Capital means the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with the provisions of Article 6 of this Charter;*

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 17 June 2020 together with its implementing regulations and any amendments, supplements, or replacements thereof (if any).*

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 26 November 2019 together with its implementing regulations and any amendments, supplements, or replacements thereof (if any).*

d) *Establishment Date means the date the Company is granted its initial Business Registration Certificate (Business Registration Certificate and equivalent valid documents);*

e) *Business executives mean the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;*

f) *Corporate manager means a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and other individuals holding managerial positions appointed by the General Meeting of Shareholders or the Board of Directors;*

g) *Affiliated persons mean individuals or organizations as defined in Clause 46, Article 4 of the Law on Securities;*

h) *Shareholder means an individual or organization owning at least one share of the Joint Stock Company;*

i) *Founding shareholder means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the Joint Stock Company;*



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j) *Major shareholders mean shareholders as defined in Clause 18, Article 4 of the Law on Securities;*

k) *Member of the Board of Supervisors means a Supervisor;*

l) *Duration of operation means the operating period of the Company as stipulated in Article 2 of this Charter and any extension period (if any) approved by the General Meeting of Shareholders of the Company;*

m) *The Stock Exchange means the Vietnam Stock Exchange and its Company's subsidiaries.*

2. In this Charter, references to one or several provisions or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and do not affect the content of this Charter.

II. NAME, FORM, HEADQUARTERS, BRANCHES, REPRESENTATIVE OFFICES, LOCATION OF BUSINESS, DURATION OF OPERATION, AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, headquarters, branches, representative offices, location of business, and duration of operation of the Company

1. Company name:

- Company name in Vietnamese: CÔNG TY CỔ PHẦN DU LỊCH TỈNH BÀ RỊA – VŨNG TÀU

- Company name in English: BA RIA – VUNG TAU TOURIST JOINT STOCK COMPANY

- Abbreviated company name: VUNG TAU TOURIST

2. The Company is a Joint Stock Company with legal personality in accordance with the current laws of Vietnam.

3. Registered headquarters of the Company:

- Address: No. 207 Vo Thi Sau, Vung Tau Ward, Ho Chi Minh City, Vietnam.

- Telephone: (0254) 3856 445



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- Fax: (0254) 3856 444
- E-mail: info@vungtautourist.com.vn
- Website: www.vungtautourist.com.vn

4. The Company may establish branches and representative offices at the Location of Business to achieve the Company's operational objectives in accordance with the decisions of the Board of Directors and within the scope permitted by law.

5. Unless terminated before the deadline specified in Clause 2, Article 54 or extended in accordance with Article 55 of this Charter, the Company's duration of operation is indefinite from the Establishment Date.

Article 3. Legal representative of the Company

1. The Company has 01 legal representative who is the Chairman of the Board of Directors.

2. The Company's legal representative is an individual representing the Company to exercise rights and perform obligations arising from the Company's transactions, representing the Company as a plaintiff, defendant, or person with related interests and obligations before Arbitration or Courts. The responsibilities of the legal representative shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations as prescribed by current law.

3. The Company's legal representative must reside in Vietnam; and must authorize in writing another person to exercise the rights and perform the obligations of the legal representative at the Company when exiting Vietnam. The legal representative shall be responsible for the exercise of the rights and performance of the obligations so authorized.

In case the authorization expires and the Company's legal representative has not returned to Vietnam and there is no other authorization, the authorized person shall continue to exercise the rights and perform the obligations of the Company's legal representative within the authorized scope until the Company's legal representative returns to work, or until the Board of Directors decides to appoint another person as a replacement.

4. In case the legal representative is absent from Vietnam for more than 30 days without authorizing another person to exercise the rights and perform the duties of the enterprise's legal representative, or is deceased, missing, under criminal prosecution, in temporary detention, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, restricted or incapacitated in civil act capacity, has



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difficulty in perception or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or doing certain jobs, the Board of Directors shall appoint another person to act as the Company’s legal representative.

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

Article 4. Operational objectives of the Company

1. The Company’s main business lines are:

Business line code	Details of business lines
4610	Agents, brokers, and auctioneers of goods Details: Commercial brokerage, entrustment of purchase and sale of goods; Agency for purchase, sale, and consignment of goods.
4631	Wholesale of rice, wheat, other cereal grains, and flour Details: Wholesale of rice
9529	Repair of bicycles, watches, and other personal and household goods not elsewhere classified Details: Repair and maintenance services for household appliances and air conditioning;
8129	Industrial cleaning and specialized cleaning services Details: Cleaning services for houses, offices, restaurants, hotels, villas, swimming pools, and sewers
6419	Other monetary intermediation activities Foreign currency exchange agency (This type of service only applies to: - Branch of Ba Ria-Vung Tau Tourism Joint Stock Company – Bien Dong Tourist Area, address: 08 Thuy Van, Thang Tam Ward, Vung Tau City, Ba Ria-Vung Tau Province. - Vung Tau Sammy Hotel, address: 157 Thuy Van, Thang Tam Ward, Vung Tau City, Ba Ria-Vung Tau Province. - Branch of Ba Ria-Vung Tau Tourism Joint Stock Company – Sammy Da Lat Hotel, address: 01 Le Hong Phong, Ward 4, Da Lat City, Lam Dong Province (The enterprise is only allowed to operate when



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	the State Bank Branch of Lam Dong Province has issued a Certificate of Foreign Currency Exchange Agency))
4931	Road passenger transport in urban and suburban areas (except for bus transport) Details: Transporting tourists by cyclo.
5229	Other support service activities related to transport Details: Agency for air, train, ship, and car tickets; Customs brokerage agency;
7710	Rental of motor vehicles Details: Car rental;
5610	Restaurants and mobile food services Details: Full catering service business (excluding bars and beverage shops with dancing)
7912 (Main)	Tour operator activities Details: Domestic and international travel service business;
9610	Sauna, massage, and similar health-enhancing services (excluding sports activities) Details: Massage, cupping, sauna, acupressure, physiotherapy services
9329	Other entertainment activities not elsewhere classified Details: Karaoke parlor services, nightclub business; beach and bathing services
5510	Short-term accommodation services Details: Guest house, motel services
4634	Wholesale of tobacco and herbal tobacco products Details: Trading of domestically produced cigarettes
4633	Wholesale of beverages Details: Trading of non-alcoholic beverages (fruit juice, soft drinks, mineral water, purified water, coffee, tea); Trading of alcoholic beverages (wine, beer)



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7721	Rental of sports and recreational equipment Details: Beach services (yachting)
7310	Advertising Details: Advertising service business;
9319	Other sports activities Details: Water sports activities; boat racing, mountain climbing, flying boat riding;
9620	Laundry and cleaning of textile and fur products Details: Laundry services
8130	Landscape care and maintenance services Details: Landscape decoration services;
8110	General support services Details: Termite and pest control services
1811	Printing Details: Silk screen printing, Offset printing, woodblock printing, gravure printing.
4641	Wholesale of fabrics, ready-made garments, and footwear Details: Trading of fabrics, ready-made garments, footwear; curtains, blinds, bed sheets, embroidery products.
4511	Wholesale of automobiles and other motor vehicles Details: Trading of automobiles (used and new), trading of trucks, trailers, specialized vehicles, off-road vehicles, sports vehicles
4663	Wholesale of other construction materials and installation equipment Details: Trading of construction materials: sand, stone, gravel, bricks, tiles, cement
4661	Wholesale of solid, liquid, gaseous fuels and related products



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	Details: Trading of engine cleaning lubricants
4530	Wholesale of spare parts and accessories for automobiles and other motor vehicles Details: Trading of motor vehicle tires, auxiliary parts for motor vehicles (batteries)
9639	Other personal service activities not elsewhere classified Business of photographic equipment, film processing, photo printing, personal video cameras
4620	Wholesale of agricultural and forestry raw materials (except wood, bamboo, rattan) and live animals Details: Trading of unprocessed raw agricultural products (animal fur, untanned leather, silk, raw wool), semi-processed agricultural products (except cashews, cotton)
4662	Wholesale of metals and metal ores Details: Trading of construction steel, corrugated iron and steel sheets, aluminum frames, copper frames)
7729	Rental of other personal and household goods Details: Rental of wedding dresses, wedding rooms, filming, photography, musical instruments;
8230	Organization of trade promotion and introduction Details: Decoration for performances, event and fair organization;
9631	Hairdressing, hairdressing, and shampooing Details: Haircutting, makeup
7420	Photographic activities Details: Photographic activity services;
3811	Collection of non-hazardous waste Details: Household waste collection activities;



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6820	Consulting, brokerage, real estate auction, land lease right auction Details: Real estate advertising services, real estate management;
1709	Manufacture of other paper and cardboard products not elsewhere classified Details: Manufacture of wet wipes, paper towels;
6810	Real estate business, land lease right owned, used or leased Details: Investment in creating houses and construction works for sale, lease, or lease-purchase; Buying houses and construction works for sale, lease, or lease-purchase; Leasing houses and construction works for subleasing; Investment in land improvement and infrastructure on land for subleasing; Investment in land improvement and infrastructure on land for lease, leasing land lease right with existing infrastructure for subleasing;
4932	Other road passenger transport Details: Passenger and tourist transport by automobile
4632	Wholesale of food Details: Trading of fish and aquatic products, trading of food
4649	Wholesale of other household goods Details: Wholesale of suitcases, briefcases, bags, wallets, leather and other imitation leather goods; wholesale of medical instruments; wholesale of perfumes, cosmetics and sanitary products; wholesale of ceramics, porcelain, glass; wholesale of household electrical appliances, lamps and lighting sets; wholesale of beds, cabinets, tables, chairs and similar furniture; wholesale of books, newspapers, magazines, stationery; wholesale of gym and sports equipment.
4651	Wholesale of computers, peripheral equipment and software
4652	Wholesale of electronic and telecommunications equipment and components
4653	Wholesale of agricultural machinery, equipment and spare parts
4659	Wholesale of other machinery, equipment and spare parts Details: Wholesale of machinery, equipment and spare parts for mining, construction, electrical equipment, electrical materials, generators, electric motors,



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	wires and other equipment used in electrical circuits; Trading of electrical system equipment - tools (transformers, electric motors, voltage stabilizers, generators, fuses, conductors, light bulbs, switchboards, switches, fuses, circuit breakers), agricultural and fishery machinery, industrial, mining, forestry and construction machinery equipment
4669	Other specialized wholesale not elsewhere classified Details: Wholesale of fertilizers and other chemicals used in agriculture, wholesale of primary chemicals (except highly toxic chemicals and those prohibited from circulation); wholesale of rubber, wholesale of silk, fiber, textile yarn; wholesale of garment and footwear accessories; wholesale of scrap, metal and non-metal waste;
4690	General wholesale

2. Operational objectives of the Company: To build and maintain the brand, while expanding and developing synchronously other areas of operation where the Company has advantages, creating a foundation for stable, long-term, and solid development, maximizing profits, ensuring legitimate rights for shareholders, and fulfilling obligations to the State.

Article 5. Scope of business and operations of the Company

The Company is permitted to conduct business activities in accordance with the business lines specified in this Charter that have been registered, notified of changes to the business registration authority, and announced on the National Business Registration Portal.

IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS

Article 6. Charter Capital, shares, founding shareholders

1. The Company’s Charter Capital is 186,445,000,000 VND (in words: One hundred eighty-six billion, four hundred forty-five million VND).

The total Charter Capital of the Company is divided into 18,644,500 Shares with a par value of 10,000 VND/Share.

2. The Company may change its Charter Capital when approved by the General Meeting of Shareholders and in accordance with the provisions of law.



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3. The Company's shares as of the date of adoption of this Charter include ordinary shares and preference shares (If any). The rights and obligations of shareholders holding each type of share are specified in Article 11 and Article 12 of this Charter.

4. The Company may issue other types of preference shares after obtaining approval from the General Meeting of Shareholders and in accordance with the provisions of law.

5. The Company officially operates in the form of a Joint Stock Company under Business Registration Certificate No. 3500101812 issued by the Department of Planning and Investment of Ba Ria – Vung Tau Province, initially dated 05/01/2007. Pursuant to the provisions of the Law on Enterprises, as of now, the ordinary shares of the founding shareholders have passed the transfer restriction period.

6. Ordinary shares must be prioritized for offering to existing shareholders in proportion to their ownership of ordinary shares in the Company, unless otherwise decided by the General Meeting of Shareholders; the number of shares that shareholders do not register to purchase will be decided by the Company's Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons on conditions not more favorable than those offered to existing shareholders, unless otherwise approved by the General Meeting of Shareholders or as otherwise provided by securities laws.

7. The Company may purchase shares issued by the Company itself in the manners prescribed in this Charter and current law.

8. The Company may issue other types of securities in accordance with the provisions of law.

Article 7. Share Certificate

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.

2. A share is a type of security that confirms the legal rights and interests of the owner in a portion of the share capital of the issuing organization. A share must contain all the information as prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 30 days from the date of submitting a complete application for the transfer of share ownership in accordance with the Company's regulations, or within two months from the date of full payment for the shares as prescribed in the Company's share issuance plan (or another period



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as specified in the Issuance Terms), the owner of the shares shall be issued a share certificate. Share owners are not required to pay the Company for the costs of printing share certificates.

4. In case a share certificate is lost, damaged, or destroyed in any other form, the shareholder shall be re-issued a share certificate by the Company upon the request of that shareholder. The shareholder's request must include the following information:

- a) Information regarding the share certificate that has been lost, damaged, or destroyed in any other form;
- b) A commitment to take responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other Securities

Bond certificates or other securities of the Company issued must bear the signature of the legal representative and the seal of the Company.

Article 9. Transfer of Shares

1. All shares are freely transferable unless otherwise provided by this Charter and the law; shares registered for trading on The Stock Exchange shall be transferred in accordance with the regulations of the law on securities and the stock market.

2. Shares that have not been fully paid for may not be transferred or enjoy related benefits such as the right to receive dividends, the right to receive shares issued to increase share capital from equity, the right to purchase newly offered shares, and other benefits as prescribed by law.

V. ORGANIZATIONAL, MANAGEMENT AND CONTROL STRUCTURE

Article 10. Organizational, management and control structure

The organizational, management and control structure of the Company includes:

1. General Meeting of Shareholders.
2. Board of Directors.
3. Supervisory Board.
4. General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 11. Rights of shareholders



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1. Ordinary shareholders have the following rights:

a) To attend and speak at the General Meeting of Shareholders and exercise the right to vote directly or through an authorized representative or other forms as prescribed by the Company's Charter and the law. Each ordinary share has one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To have priority in purchasing new shares corresponding to the percentage of ordinary share ownership of each shareholder in the Company;

d) To freely transfer their shares to others;

e) To examine, look up, and extract information regarding the name and contact address in the list of shareholders with voting rights; to request the correction of inaccurate information about themselves;

f) To examine, look up, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

g) When the Company is dissolved or bankrupt, to receive a portion of the remaining assets corresponding to the percentage of share ownership in the Company;

h) To request the Company to repurchase shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same type grants the owning shareholder equal rights, obligations, and benefits. In case the Company has different types of preference shares, the rights and obligations attached to those preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

j) To have full access to periodic and extraordinary information disclosed by the Company in accordance with the law;

k) To have their legal rights and interests protected; to propose the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders or the Board of Directors in accordance with the Law on Enterprises;

l) Other rights as prescribed by law and this Charter.

2. A shareholder or a group of shareholders owning 5% or more of the total ordinary shares has the following rights:



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a) To request the Board of Directors to convene a General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To examine, look up, and extract the minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Supervisory Board, contracts, and transactions that must be approved by the Board of Directors and other documents, excluding documents related to the Company's trade secrets and business secrets;

c) To request the Supervisory Board to inspect specific issues related to the management and administration of the Company's operations when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and legal identification documents for individual shareholders; name, enterprise identification number or legal identification documents of the organization, and address of the headquarters for institutional shareholders; the number of shares and the time of share registration of each shareholder, the total number of shares of the entire group of shareholders, and the ownership percentage in the total shares of the Company; the issue to be inspected, and the purpose of the inspection;

d) To propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the quantity of each type of share owned by the shareholder, and the issue proposed to be included in the agenda;

e) Other rights as prescribed by law and this Charter.

3. A shareholder or a group of shareholders owning 10% or more of the total ordinary shares has the right to nominate candidates for the Board of Directors and the Supervisory Board. The nomination of candidates for the Board of Directors and the Supervisory Board shall be carried out as follows:

a) Ordinary shareholders forming a group to nominate candidates for the Board of Directors and the Supervisory Board must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Supervisory Board, the shareholder or group of shareholders specified in this Clause has the right to nominate one or more persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors and the Supervisory Board. In case the number of candidates nominated by the



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shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as decided by the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Supervisory Board, and other shareholders in accordance with Article 24 and Article 36 of this Charter.

Article 12. Obligations of shareholders

Ordinary shareholders have the following obligations:

1. To pay in full and on time for the shares committed to be purchased.
2. Not to withdraw capital contributed by ordinary shares from the Company in any form, except in cases where shares are repurchased by the Company or other persons. In case a shareholder withdraws part or all of the contributed share capital contrary to the provisions of this Clause, that shareholder and related persons in the Company shall be jointly and severally liable for the debts and other property obligations of the Company within the value of the shares withdrawn and the damages incurred.
3. To comply with the Company's Charter and the Company's Internal Management Regulations.
4. To abide by the Resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company's Charter and the law; to use the provided information only for the purpose of exercising and protecting their legal rights and interests; it is strictly prohibited to disseminate, copy, or send the information provided by the Company to other organizations or individuals.
6. To attend the General Meeting of Shareholders and exercise the right to vote through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing other individuals or organizations to attend and vote at the meeting;
 - c) Attending and voting through online conferences, electronic voting, or other electronic forms;
 - d) Sending voting ballots to the meeting via mail, fax, or email;



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7. To be personally responsible when acting on behalf of the Company in any form to commit one of the following acts:

a) Violating the law;

b) Conducting business and other transactions for personal gain or to serve the interests of other organizations or individuals;

c) Paying off debts that are not yet due in the face of financial risks to the Company.

8. To fulfill other obligations as prescribed by current law.

Article 13. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall hold an annual meeting once a year and within four (04) months from the end of the financial year. The Board of Directors may decide to extend the annual General Meeting of Shareholders in case of necessity, but not exceeding 06 months from the end of the financial year. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The venue of the General Meeting of Shareholders is determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the annual General Meeting of Shareholders and select a suitable venue. The annual General Meeting of Shareholders shall decide on matters as prescribed by law and the Company Charter, and approve the audited annual Financial Statements. In case the audit report of the Company's annual Financial Statements contains material exceptions, adverse opinions, or disclaimers, the Company must invite a representative of the approved auditing organization that audited the Company's Financial Statements to attend the annual General Meeting of Shareholders, and the aforementioned representative of the approved auditing organization shall be responsible for attending the Company's annual General Meeting of Shareholders.

3. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

a) The Board of Directors deems it necessary for the interests of the Company;

b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;



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c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the full signatures of the relevant shareholders, or the written request may be made in multiple copies and collected with sufficient signatures of the relevant shareholders;

d) At the request of the Board of Supervisors;

e) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary General Meeting of Shareholders

a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is as prescribed in Point b, Clause 3 of this Article, or from the date of receiving the request as stipulated in Point c and Point d, Clause 3 of this Article;

b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Point a, Clause 4 of this Article, then within the next 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

c) In case the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders as stipulated in Point c, Clause 3 of this Article shall have the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed by the Law on Enterprises;

In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.



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Article 14. Rights and obligations of the General Meeting of Shareholders

1. The General Meeting of Shareholders has the following rights and obligations:

- a) Approve the Development Orientations of the Company;
- b) Decide on the type of Shares and the total number of Shares of each type authorized to be offered; decide on the annual dividend rate for each type of Share;
- c) Elect, release, and dismiss members of the Board of Directors and members of the Board of Supervisors;
- d) **Decide on investment in or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent financial statements;**
- e) Decide on amendments and supplements to the Company Charter;
- f) Approve the annual Financial Statements;
- g) Decide on the redemption of over 10% of the total sold Shares of each type;
- h) Consider and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Decide on the reorganization or dissolution of the Company; request the bankruptcy of the Company.
- j) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approve, supplement, and adjust the Regulations on Corporate Governance; the operational regulations of the Board of Directors and the Board of Supervisors;
- l) Approve the list of approved auditing companies; decide on the approved auditing company to perform the inspection of the Company's operations, and dismiss the approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) The audited annual Financial Statements;



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c) The report of the Board of Directors on the governance and performance results of the Board of Directors and each member of the Board of Directors;

d) The report of the Board of Supervisors on the Company's business results and the performance results of the Board of Directors and the General Director;

e) The self-assessment report on the performance results of the Board of Supervisors and its members;

f) The dividend rate for each Share of each type;

g) The number of members of the Board of Directors and the Board of Supervisors;

h) Elect, release, and dismiss members of the Board of Directors and members of the Board of Supervisors;

i) Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;

j) Approve the list of approved auditing companies; decide on the approved auditing company to perform the inspection of the Company's operations when deemed necessary;

k) Supplement and amend the Company Charter;

l) The type of Shares and the number of new Shares to be issued for each type of Share;

m) Division, separation, consolidation, merger, or conversion of the Company;

n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;

o) Decide on the investment or sale of assets valued at 35% or more of the total asset value as recorded in the Company's most recent Financial Statements;

p) Decide on the redemption of over 10% of the total sold Shares of each type;

q) The Company's signing of contracts and transactions with subjects as stipulated in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company as recorded in the most recent Financial Statements;

r) Approve transactions as stipulated in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;



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s) Approve, supplement, and adjust the Regulations on Corporate Governance, the operational regulations of the Board of Directors, and the operational regulations of the Board of Supervisors;

t) Other matters as prescribed by law and Article 11, Article 12 of this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted upon at the General Meeting of Shareholders.

Article 15. Authorization to attend the General Meeting of Shareholders

1. A shareholder or an authorized representative of a shareholder that is an organization may directly attend the meeting or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized Shares, the content of the authorization, the scope of the authorization, the term of the authorization, and the signatures of the authorizing party and the authorized party.

The person authorized to attend the General Meeting of Shareholders must submit the power of attorney when registering for the meeting. In case of re-authorization, the attendee must also present the original power of attorney from the shareholder or the authorized representative of the shareholder that is an organization (if not previously registered with the Company).

3. The voting ballot/ballot of the person authorized to attend the meeting within the scope of authorization shall remain valid when one of the following cases occurs:

a) The authorizing person has deceased, has limited civil act capacity, or has lost civil act capacity;

b) The authorizing person has revoked the authorization;

c) The authorizing person has revoked the authority of the person performing the authorization.



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This provision shall not apply in case the Company receives a notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 16. Change of rights

1. The change or cancellation of special rights attached to a class of preference Shares shall be effective when approved by shareholders representing 65% or more of the total voting Shares of all shareholders attending the meeting. A resolution of the General Meeting of Shareholders regarding content that adversely changes the rights and obligations of shareholders owning preference Shares shall only be passed if it is approved by shareholders owning preference Shares of the same class attending the meeting representing 75% or more of the total preference Shares of that class, or if it is approved by shareholders owning preference Shares of the same class representing 75% or more of the total preference Shares of that class in case the resolution is passed in the form of written opinion collection.

2. The organization of a meeting of shareholders holding a class of preference shares to approve the change of the aforementioned rights shall only be valid when there are at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the par value of the issued shares of that class. In case there is an insufficient number of delegates as mentioned above, the meeting shall be re-organized within the next 30 days, and those holding shares of that class (regardless of the number of people and the number of shares) present in person or via authorized representatives shall be considered as having a sufficient number of delegates as required. At meetings of shareholders holding the aforementioned preference shares, those holding shares of that class present in person or via representatives may request a secret ballot. Each share of the same class has equal voting rights at the aforementioned meetings.

3. The procedures for conducting such separate meetings shall be carried out similarly to the provisions in Articles 18, 19, and 20 of this Charter.

4. Unless otherwise provided in the terms of share issuance, the special rights attached to classes of preference shares regarding some or all matters related to the distribution of profits or assets of the Company shall not be changed when the Company issues additional shares of the same class.

Article 17. Convening, agenda, and notice of the General Meeting of Shareholders



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1. The Board of Directors shall convene the annual and extraordinary General Meeting of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 13 of this Charter.

2. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date; The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared based on the company's register of shareholders and the register of securities holders.

b) Prepare the agenda and content of the meeting;

c) Prepare documents for the meeting;

d) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting;

e) Determine the time and venue for the meeting;

f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring it reaches the shareholders' contact addresses, and simultaneously announced on the Company's website and the State Securities Commission, and the Stock Exchange where the Company's shares are registered for trading. The person convening the General Meeting of Shareholders must send the notice of the meeting to all shareholders on the list of shareholders entitled to attend at least 21 days before the opening date of the meeting (calculated from the date the notice is validly sent or transmitted). The agenda of the General Meeting of Shareholders and documents related to matters to be voted on at the meeting shall be sent to shareholders and/or posted on the Company's website. In case documents are not sent with the notice of the General



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Meeting of Shareholders, the notice must clearly state the link to the full meeting documents so that shareholders can access them, including:

- a) Agenda and documents used in the meeting;
- b) List and detailed information of candidates in case of electing members of the Board of Directors and members of the Board of Supervisors;
- c) Voting/election ballots;
- d) Draft resolution for each matter in the agenda.

4. A shareholder or a group of shareholders as prescribed in Clause 2, Article 11 of this Charter has the right to propose matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the name of the shareholder, the quantity of each class of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for institutional shareholders; the quantity and class of shares held by that shareholder, and the matter proposed to be included in the agenda.

5. The person convening the General Meeting of Shareholders has the right to refuse the proposal prescribed in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is sent not in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 11 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 4 of this Article into the expected agenda and content of the meeting, except for the cases prescribed in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 18. Conditions for conducting the General Meeting of Shareholders



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1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 65% of the total voting shares or more.

2. 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 must be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending represents 50% of the total voting shares or more.

3. 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 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending.

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Article 19. Procedures for conducting meetings and voting at the General Meeting of Shareholders

1. Before opening the meeting, the Company must carry out shareholder registration procedures and must perform registration until all shareholders entitled to attend have registered in the following order:

a) When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, on which the registration number, full name of the shareholder, full name of the authorized representative, and the number of voting shares/ballots of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each matter in the agenda. Voting shall be conducted by Approve, Disapprove, and Abstain. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect persons responsible for counting or supervising the counting of votes as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the meeting Chairperson;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting right after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected previously shall not change.



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2. The election of the Chairperson, secretary, and Vote Counting Committee is prescribed as follows:

a) 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 of the Board of Directors shall elect one among 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 for the General Meeting of Shareholders to elect a meeting Chairperson from among those present, and the person with the highest number of votes shall act as the meeting Chairperson;

b) Except for the case prescribed in Point a of this Clause, the person signing to convene the General Meeting of Shareholders shall preside for the General Meeting of Shareholders to elect a meeting Chairperson, and the person with the highest number of votes shall act as the meeting Chairperson;

c) The Chairperson shall appoint one or more persons as meeting secretary;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee as proposed by the meeting Chairperson.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders during the opening session. The agenda must clearly and specifically define the time for each matter in the meeting agenda.

4. The meeting Chairperson 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 reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue of the General Meeting of Shareholders;

b) Ensure safety for everyone present at the meeting venues;

c) Create conditions for shareholders to attend (or continue to attend) the meeting. The person convening the General Meeting of Shareholders has full authority to change the aforementioned measures and apply all necessary measures. The measures applied may include issuing entry passes or using other alternative forms.



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5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by Approve, Disapprove, and Abstain. The vote counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or authorized representatives arriving after the meeting has opened shall still be allowed to register and have the right to participate in voting immediately after registration; in this case, the validity of the contents already voted upon shall not change.

7. The convener or the Chairperson of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to be subject to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the Chairperson's right to preside, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

8. The Chairperson has the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the date the meeting was intended to open and may only postpone the meeting or change the venue in the following cases:

a) The venue does not have sufficient convenient seating for all attendees;

b) Communication equipment at the venue does not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

9. In case the Chairperson postpones or suspends the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the Chairperson to preside over the meeting until its conclusion; all resolutions passed at that meeting shall be legally effective.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders via online meetings, the Company is responsible for ensuring that shareholders can attend and vote via electronic voting or other electronic forms in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31



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December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 20. Conditions for the Resolution of the General Meeting of Shareholders to be passed

1. A Resolution on the following contents shall be passed if it is approved by shareholders representing 75% or more of the total voting shares of all attending shareholders, except for cases specified in Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises:

- a) Types of Shares and total number of Shares of each type;
- b) Change of business lines and sectors;
- c) Change of the Company's management organizational structure;
- d) Investment projects or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements.
- e) Reorganization, dissolution of the Company;
- f) Extension of the Company's operation.
- g) Supplementing and amending the Company's Charter.

2. Resolutions shall be passed when approved by shareholders owning 65% or more of the total voting shares of all attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Law on Enterprises.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total voting shares shall be legal and effective even if the order and procedures for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 21. Authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders

The authority and procedures for collecting shareholders' opinions in writing to pass a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors has the right to collect shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders on the following issues:



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- a) Amending and supplementing the contents of the Company's Charter;
- b) Approving, supplementing, and adjusting the Regulations on Corporate Governance, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Supervisory Board;
- c) Development Orientations of the Company;
- d) Types of Shares and total number of Shares of each type;
- e) Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f) Decision on investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
- g) Approval of annual Financial Statements
- h) Reorganization, dissolution of the Company.
- i) Change of business lines and sectors;
- j) Change of the Company's management organizational structure;
- k) Other issues when the Board of Directors deems it necessary for the benefit of the Company.

2. The Board of Directors must prepare opinion collection forms, draft resolutions of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights at the latest 10 days before the deadline for returning the opinion collection forms. The requirements and methods for sending opinion collection forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3 Article 17 of this Charter.

3. The opinion collection form must contain the following main contents:

- a) Name, Address, enterprise identification number;
- b) Purpose of opinion collection;
- c) Full name, contact address, nationality, legal document number of the individual for individual shareholders; name, enterprise identification number or legal document number of the organization, Address for institutional shareholders or full name, contact address, nationality, legal



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document number of the individual for the representative of the institutional shareholder; number of Shares of each type and number of voting shares of the shareholder;

- d) Issue requiring opinion collection to pass a decision;
- e) Voting options including Approve, Disapprove, and Abstain for each issue collected;
- f) Deadline for returning the answered opinion collection form to the Company;
- g) Full name, signature of the Chairman of the Board of Directors.

4. Shareholders may send the answered opinion collection form to the Company by post, fax, or e-mail in accordance with the following provisions:

a) In case of sending by post, the answered opinion collection form must bear the signature of the individual shareholder, the authorized representative, or the legal representative of the institutional shareholder. The opinion collection form sent to the Company must be enclosed in a sealed envelope and no one shall have the right to open it before the vote counting;

b) In case of sending by fax or e-mail, the opinion collection form sent to the Company must be kept confidential until the time of vote counting;

c) Opinion collection forms sent to the Company after the deadline specified in the opinion collection form or opened in the case of sending by post and disclosed in the case of sending by fax or e-mail shall be invalid. Opinion collection forms not sent back shall be considered as not participating in the vote.

5. The Board of Directors shall count the votes and prepare a vote counting report under the witness of the Supervisory Board or shareholders not holding management positions in the Company. The vote counting report must contain the following main contents:

- a) Name, Address, enterprise identification number;
- b) Purpose and issues requiring opinion collection to pass a resolution;

c) Number of shareholders with the total number of voting/election shares that participated in the voting/election, in which the number of valid voting/election shares and the number of invalid voting/election shares and the method of sending voting/election forms are distinguished, accompanied by an appendix of the list of shareholders participating in the voting/election;

d) Total number of Approve, Disapprove, and Abstain votes for each issue, total number of election votes for each candidate (if any);



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e) Issues passed and the corresponding voting rate;

f) Full name, signature of the Chairman of the Board of Directors, vote counters, and vote counting supervisors.

Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly responsible for the honesty and accuracy of the vote counting report; jointly responsible for damages arising from decisions passed due to dishonest or inaccurate vote counting.

6. The vote counting report and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting report and resolution may be replaced by posting on the Company's website within 24 hours from the time of completion of vote counting.

7. The answered opinion collection forms, the vote counting report, the passed resolution, and related documents sent with the opinion collection form must all be kept at the Company's Address.

8. A resolution is passed by way of collecting shareholders' opinions in writing if it is approved by shareholders owning 75% or more of the total voting shares of all shareholders with voting rights and shall have the same validity as a resolution passed at the General Meeting of Shareholders.

Article 22. Resolution, Minutes of the General Meeting of Shareholders

1. The General Meeting of Shareholders must be recorded in minutes and may be recorded in audio or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in a foreign language, and must contain the following main contents:

a) Name, Address, enterprise identification number;

b) Time and Venue of the General Meeting of Shareholders;

c) Meeting agenda and content of the meeting;

d) Full name of the Chairperson and Secretary;

e) Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders regarding each issue on the meeting agenda;



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f) Number of shareholders and total number of voting shares of shareholders attending the meeting, an appendix of the list of registered shareholders and shareholder representatives attending the meeting with the corresponding number of shares and votes;

g) Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, Approve, Disapprove, and Abstain; the corresponding Percentage of the total number of votes of shareholders attending the meeting;

h) Summary of votes for each candidate (If any);

i) Issues that have been passed and the corresponding Percentage of votes for approval;

j) Full name and signature of the Chairperson and the secretary. In case the Chairperson or the secretary refuses to sign the meeting minutes, such minutes shall be valid if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this clause. The meeting minutes shall clearly state the refusal of the Chairperson or the secretary to sign the meeting minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions, the content in the Vietnamese version shall prevail.

4. The Resolution, minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the power of attorney for meeting attendance, all documents attached to the minutes (If any), and relevant documents accompanying the meeting invitation notice must be kept at the Company's headquarters.

The Resolution, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

Article 23. Request for cancellation of the Resolution of the General Meeting of Shareholders



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Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders specified in Clause 2, Article 115 of the Law on Enterprises have the right to request the Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the Charter, except for the case specified in Clause 3, Article 20 of this Charter.

2. The content of the resolution violates the law or this Charter.

VII. BOARD OF DIRECTORS

Article 24. Candidacy and nomination of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified, the Company must disclose information related to these candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other managerial positions (If any); including positions as a member of the Board of Directors/Member of the Members' Council/Chairperson of the Company of another company;
- e) Interests related to the Company and the Company's related parties;
- f) Other information as prescribed by law (If any).

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors/Members'



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Council, other managerial positions, and interests related to the company of the candidate for the Board of Directors (If any).

2. Shareholders or groups of shareholders owning 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 Charter. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares have the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% or more may nominate a maximum of six (06) candidates.

3. 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 Charter, the 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.

4. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate in accordance with the Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization of nomination of additional candidates 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.

5. Members of the Board of Directors must meet the following standards and conditions:

- a) Not falling into the cases specified in Clause 2, Article 17 of the Law on Enterprises;
- b) Having professional Qualification and experience in business administration or in the field, industry, or profession of the company and not necessarily being a shareholder of the company;
- c) A member of the Board of Directors of the company may simultaneously be a member of the Board of Directors of another company;



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d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors must not be persons having family relationships with the Director, General Director, and other managers of the company; or with the manager or person authorized to appoint the manager of the Parent Company.

Article 25. Composition and term of members of the Board of Directors

1. The number of members of the Board of Directors is 05 persons.

2. The term of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms. An individual shall only be elected as an independent member of the Board of Directors of a company for no more than two consecutive terms. In case all members of the Board of Directors end their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

3. The structure of the Board of Directors is as follows:

The number of non-executive members of the Board of Directors of a public company must ensure at least 01 non-executive member in the case where the company has from 03 to 05 members of the Board of Directors. The Company limits 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.

4. A member of the Board of Directors shall no longer hold the status of 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.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

6. Members of the Board of Directors are not necessarily shareholders of the Company.

Article 26. Powers and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide, exercise the rights, and perform the obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.



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2. The rights and obligations of the Board of Directors are prescribed by law, the Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following powers and obligations:

a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of shares and the total number of shares authorized to be offered for each type;

c) Decide on the sale of unsold shares within the scope of the number of shares authorized to be offered for each type; decide on raising additional capital in other forms;

d) Decide on the selling price of shares and bonds of the Company;

e) Decide on the repurchase of shares in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

f) Decide on investment plans and investment projects within the authority and limits prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent Financial Statements of the Company, except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1, and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, dismiss, remove the Chairperson of the Board of Directors; appoint, dismiss, sign contracts, and terminate contracts with the General Director and other important managers as prescribed by the Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or General Meeting of Shareholders in other companies, and decide on the level of remuneration and other benefits for those persons;

j) Supervise and direct the General Director and other managers in the daily business operations of the Company;



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k) Decide on the organizational structure, internal management regulations of the Company, decide on the establishment of the Company's subsidiaries, branches, representative offices, and the contribution of capital and purchase of shares in other enterprises;

l) Approve the program and content of documents serving the General Meeting of Shareholders, convene the General Meeting of Shareholders, or seek opinions for the General Meeting of Shareholders to pass a Resolution;

m) Submit the audited annual Financial Statements to the General Meeting of Shareholders;

n) Propose the dividend payout rate; decide on the time limit and procedures for paying dividends or handling losses incurred during business operations;

o) Propose the reorganization or dissolution of the Company; request bankruptcy of the Company;

p) Decide on the purchase or sale of shares or capital contributions in other companies established in accordance with the law;

q) Decide on the issuance of the Regulations on the Board of Directors, the Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company;

r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the Financial Situation and business operations of the Company and its units. The requested manager must provide information and documents in a timely, complete, and accurate manner as requested by a Member of the Board of Directors. The sequence and procedures for requesting and providing information are stipulated as follows:

- A Member of the Board of Directors must submit the request content to the Board of Directors.

- If deemed necessary, the Board of Directors will convene a meeting to seek opinions within 07 working days from the date of receiving the request from the Member of the Board of Directors regarding the content for which information is requested.

- If the above content is approved by the Board of Directors, the manager requested to provide information shall provide the requested information within seven (07) days.



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s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of the law, and the Charter of the Company.

3. The Board of Directors must report to the General Meeting of Shareholders on the Activities of the Board of Directors in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 27. Remuneration, bonuses, and other benefits of Members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to Members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days necessary to complete the tasks of the Member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each Member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A Member of the Board of Directors holding an executive position or a Member of the Board of Directors working on subcommittees of the Board of Directors or performing other tasks outside the scope of the normal duties of a Member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have had to pay when performing their responsibilities as a Member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.



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6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of a Member of the Board of Directors related to violations of the law and the Charter of the Company.

Article 28. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among the Members of the Board of Directors.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a) Prepare the program and activity plan of the Board of Directors;
- b) Prepare the program, content, and documents serving the meeting; convene, preside over, and act as Chairperson of the meetings of the Board of Directors;
- c) Organize the passing of Resolutions and Decisions of the Board of Directors;
- d) Supervise the organization and implementation of Resolutions and Decisions of the Board of Directors;
- e) Act as Chairperson of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and the Charter of the Company.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is Deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory detoxification center or compulsory education institution, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception or control of behavior, or is prohibited by the Court from holding certain positions,



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practicing certain professions, or doing certain jobs, the remaining members shall elect one among them to hold the position of Chairman of the Board of Directors based on the principle that the majority of the remaining members approve until there is a new Decision of the Board of Directors.

Article 29. Meetings of the Board of Directors

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest and equal number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors convenes the meeting of the Board of Directors in the following cases:

- a) Upon the request of the Supervisory Board;
- b) Upon the request of the General Director or at least 05 other managers;
- c) Upon the request of at least 02 Members of the Board of Directors;
- d) Other cases when deemed necessary.

4. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors as requested, the Chairman of the Board of Directors shall be responsible for damages occurring to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least 05 working days before the meeting date. The meeting invitation notice must specify the time and Venue, program, and issues to be



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discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballot of the member.

The meeting invitation notice for the Board of Directors may be sent by invitation letter, Telephone, fax, electronic means, or other methods as prescribed by the Charter of the Company and ensured to reach the contact address of each Member of the Board of Directors registered at the Company.

7. The Chairman of the Board of Directors or the convener sends the meeting invitation notice and accompanying documents to the Members of the Board of Supervisors as for the Members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; have the right to discuss but not to vote.

8. The meeting of the Board of Directors is conducted when 3/4 or more of the total number of members attend. In case the meeting convened according to the provisions of this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting is conducted if more than half of the Members of the Board of Directors attend.

9. The Board of Directors passes Resolutions and Decisions by voting at the meeting, seeking opinions in writing, or other forms as prescribed by the Charter of the Company. Each Member of the Board of Directors has one vote. A Member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with the provisions of Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Send voting ballots to the meeting via mail, fax, or email;
- e) Send voting ballots by other means as prescribed by law (if any).

10. In case of sending voting ballots to the meeting via mail, the voting ballot must be enclosed in a sealed envelope and delivered to the Chairman of the Board of Directors no later than 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.



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11. Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote at the meeting if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors are passed if approved by a majority (more than 1/2) of the members present; in case of a tie, the final decision shall belong to the side with the vote of the Chairman of the Board of Directors. Note that a Member of the Board of Directors may not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 42 of the Charter.

Article 30. The Committees of The Board of Directors

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, with a minimum of 03 people, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when approved by a majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors, or of sub-committees under the Board of Directors, must be in accordance with current legal regulations and the provisions of the Charter, and the Regulations on Corporate Governance.

Article 31. Corporate Governance Officer

1. The Board of Directors must appoint at least 01 Corporate Governance Officer to support corporate governance at the enterprise. The Corporate Governance Officer may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The Corporate Governance Officer may not concurrently work for an approved auditing organization that is auditing the Company's Financial Statements.

3. The Corporate Governance Officer has the following rights and obligations:

a) Advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;



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- b) Prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders as requested by the Board of Directors or the Board of Supervisors;
- c) Advise on meeting procedures;
- d) Attend meetings;
- e) Advise on procedures for drafting resolutions of the Board of Directors in accordance with legal regulations;
- f) Provide financial information, copies of minutes of meetings of the Board of Directors, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) Supervise and report to the Board of Directors on the Company's information disclosure activities;
- h) Act as the contact point with interested parties;
- i) Maintain confidentiality of information in accordance with the provisions of the law and the Charter;
- j) Other rights and obligations as prescribed by law and this Charter.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 32. Management Structure

The Company's management system must ensure that the management apparatus is responsible to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company has a General Director, Deputy General Directors, Chief Accountant, executive directors, and other managerial positions appointed by the Board of Directors. The appointment, dismissal, and removal of the above-mentioned positions must be passed by a resolution or decision of the Board of Directors.

Article 33. Corporate Executives

1. Corporate executives include the General Director, Deputy General Directors, Chief Accountant, and other executives appointed by the Board of Directors.

2. Upon the proposal of the General Director and with the approval of the Board of Directors, the Company may recruit other corporate executives with numbers and standards suitable to the Company's structure and management regulations as prescribed by the Board of Directors.



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Corporate executives are responsible for assisting the Company in achieving the set goals in operations and organization.

3. The General Director is entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

4. The salary of corporate executives shall be included in the Company's business expenses in accordance with the law on corporate income tax, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Article 34. Appointment, dismissal, rights, and obligations of the General Director

1. The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

2. The General Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the exercise of assigned rights and obligations.

3. The term of the General Director shall not exceed 05 years and may be re-appointed for an unlimited number of terms.

4. The General Director has the following rights and obligations:

a) Decide on matters related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b) Organize the implementation of resolutions and decisions of the Board of Directors;

c) Organize the implementation of the Company's business plans and investment schemes;

d) Propose organizational structure schemes and internal management regulations of the Company;

e) Appoint, dismiss, and remove managerial positions in the Company, except for positions under the authority of the Board of Directors;

f) Decide on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;

g) Recruit employees;

h) Propose plans for dividend payment or handling of business losses;



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i) Other rights and obligations as prescribed by law, the Charter, and resolutions and decisions of the Board of Directors.

j) Must manage the daily business operations of the Company in accordance with the law, the Charter, the labor contract signed with the Company, and the Resolutions and Decisions of the Board of Directors. In case of managing contrary to the provisions of this clause, causing damage to the Company, the General Director shall be responsible before the law and must compensate the Company for the damage.

5. The General Director of the Company must meet the following standards and conditions:

a) Not fall into the cases specified in Clause 2, Article 17 of the Law on Enterprises.

b) Not be a person having family relations with managers of the enterprise, members of the Board of Supervisors of the Company and the Parent Company; or a representative of state capital, or a representative of capital of the enterprise at the Company and the Parent Company.

c) Have professional qualifications and experience in corporate business management.

6. The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve, and appoint a new General Director as a replacement.

Article 35. Company Secretary

When deemed necessary, the Board of Directors decides to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may remove the Company Secretary when necessary, provided it does not violate current labor laws. The Company Secretary has the following rights and obligations:

a) Assist in organizing the convening of the General Meeting of Shareholders and meetings of the Board of Directors; record meeting minutes;

b) Assist members of the Board of Directors in exercising assigned rights and obligations;

c) Assist the Board of Directors in applying and implementing principles of Corporate Governance;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with obligations to provide information, disclose information, and administrative procedures;

e) Other rights and obligations as prescribed in the Charter and the internal regulations of the Company.



IX. BOARD OF SUPERVISORS

Article 36. Candidacy and nomination of members of the Board of Supervisors

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions of Clause 1, Article 24 of this Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares has the right to nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% or more may nominate a maximum of three (03) candidates.

2. In case the number of candidates for the Board of Supervisors through nomination and candidacy under Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Board of Supervisors may nominate additional candidates in accordance with the Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

3. In case the number of candidates nominated by the incumbent Board of Supervisors additionally according to Clause 2 of this Article is still insufficient, the incumbent Board of Supervisors shall organize for other shareholders to nominate in accordance with the Company's Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization by the incumbent Board of Supervisors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.

Article 37. Composition of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is three (03) persons. The term of office of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must meet the standards and conditions as prescribed in Article 169 of the Law on Enterprises and the following standards:

- a) Not be employed in the accounting or finance department of the Company;



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b) Not be a member or employee of an independent audit firm performing audits of the Company's financial statements in the 03 consecutive years immediately preceding.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

a) No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Clause 2 of this Article;

b) Having submitted a resignation letter and it has been accepted;

c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed in the following cases:

a) Failing to complete the assigned tasks and work;

b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;

c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company's Charter;

d) Other cases as per the Resolution of the General Meeting of Shareholders.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall be based on the majority principle. The Board of Supervisors must have more than half of its members residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise.

2. Rights and obligations of the Head of the Board of Supervisors:

a) Convene meetings of the Board of Supervisors;

b) Request the Board of Directors, the General Director, and other managers to provide relevant information to report to the Board of Supervisors;

c) Prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors to submit to the General Meeting of Shareholders.

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Article 39. Rights and obligations of the Board of Supervisors

In addition to the rights and obligations prescribed in Article 170 of the Law on Enterprises, the Board of Supervisors has the following rights and obligations:

1. Propose and recommend the General Meeting of Shareholders to approve the list of audit firms approved to audit the Company's Financial Statements; decide on the approved audit firm to perform an inspection of the Company's operations, and dismiss the approved auditor when deemed necessary.

2. Be responsible to shareholders for its supervisory activities.

3. Supervise the Financial Situation of the Company, and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

4. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

5. In case of discovering acts of violation of the law or the Company's Charter by members of the Board of Directors, the General Director, and other managers of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the person committing the violation to terminate the violation and have solutions to remedy the consequences.

6. Develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval.

7. Report at the General Meeting of Shareholders in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

8. Have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to access the workplaces of the Company's managers and employees during working hours.

9. Have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law and this Charter.

Article 40. Meetings of the Board of Supervisors



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1. The Board of Supervisors must meet at least 02 times per year, with the number of members attending the meeting being at least 2/3 of the members of the Board of Supervisors. Minutes of the Board of Supervisors' meetings shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The meeting minutes of the Board of Supervisors must be kept to determine the responsibility of each member of the Board of Supervisors.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved audit firm to attend and answer issues that need clarification.

Article 41. Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors

Salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented according to the following provisions:

1. Members of the Board of Supervisors are paid salary, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides on the total amount of salary, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel expenses, and costs for using independent consulting services. The total amount of this remuneration and expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The salary and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant provisions of law, and must be recorded as a separate item in the Company's annual Financial Statements.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS



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Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are responsible for performing their duties, including duties in the capacity as members of sub-committees of the Board of Directors, honestly and prudently in the best interests of the Company.

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

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their relevant interests in accordance with the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons may only use information obtained through their positions to serve the interests of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, Company's subsidiaries, and other companies in which the Company holds control of over 50% of the Charter Capital with themselves or their affiliated persons as prescribed by law. For the above-mentioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and this Charter.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their affiliated persons shall not use or disclose internal information to others to perform relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and individuals or organizations affiliated with these persons shall not be void in the following cases:

a) For transactions with a value of less than 35% of the total asset value recorded in the most recent Financial Statements, the important contents of the contract or transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of



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Supervisors, General Director, or other manager have been reported to the Board of Directors and approved by the Board of Directors by a majority of votes of the members of the Board of Directors who have no related interests;

b) For transactions with a value of 35% or more, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction of 35% or more of the total asset value recorded in the most recent Financial Statements, the important contents of this transaction as well as the relationships and interests of the member of the Board of Directors, member of the Board of Supervisors, General Director, or other manager have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

c) Contracts or transactions for borrowing or selling assets with a value greater than 10% of the total asset value recorded in the most recent Financial Statements between the Company and a shareholder owning 51% or more of the total voting shares or their affiliated persons have been disclosed to shareholders and approved by the General Meeting of Shareholders by the votes of shareholders who have no related interests.

Article 43. Responsibility for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who violate their obligations, responsibilities of honesty and prudence, or fail to fulfill their duties shall be held liable for damages caused by their violations.

2. The Company shall indemnify persons who are, have been, or may become a party in complaints, lawsuits, or prosecutions (including civil, administrative, and non-criminal cases where the Company is not the plaintiff) if that person is or was a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another manager, an employee, or an authorized representative of the Company who was or is performing tasks under the Company's authorization, acting honestly and prudently for the benefit of the Company on the basis of compliance with the law, and there is no evidence confirming that the person has violated their responsibilities.

3. Indemnification costs include judgment costs, fines, and expenses actually incurred (including legal fees) when resolving these cases within the framework permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.



XI. RIGHT TO INSPECT BOOKS AND RECORDS OF THE COMPANY

Article 44. Right to inspect books and records

1. Common shareholders have the right to inspect books and records, specifically as follows:

a) Common shareholders have the right to review, inspect, and extract information regarding names and contact addresses in the list of shareholders with voting rights; request the correction of inaccurate information; review, inspect, extract, or copy the Company Charter, minutes of the General Meeting of Shareholders, and Resolutions of the General Meeting of Shareholders;

b) Shareholders or groups of shareholders owning 05% or more of the total common shares have the right to review, inspect, and extract the minute books and Resolutions and Decisions of the Board of Directors, semi-annual and annual Financial Statements, reports of the Board of Supervisors, contracts, and transactions that must be approved by the Board of Directors, and other documents, excluding documents related to the Company's trade secrets and business secrets.

2. In case an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, they must attach a power of attorney from the shareholder or group of shareholders they represent or a notarized copy of this power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have the right to inspect the Company's share register, list of shareholders, and other books and records of the Company for purposes related to their positions, provided that such information must be kept confidential.

4. The Company must keep this Charter and its amendments and supplements, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, Resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, annual Financial Statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The Company Charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 45. Employees and trade union



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1. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, welfare, rewards, and discipline for employees and corporate managers.

2. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations in accordance with best management standards, practices, and policies, the practices and policies stipulated in this Charter, the Company's regulations, and current legal provisions.

XIII. PROFIT DISTRIBUTION

Article 46. Profit distribution

1. The General Meeting of Shareholders decides on the dividend payout ratio and the form of annual dividend payment from the Company's retained earnings.

2. The Company does not pay interest on dividend payments or payments related to a class of shares.

3. The Board of Directors may propose that the General Meeting of Shareholders approve the payment of all or part of dividends in shares, and the Board of Directors is the body that executes this decision.

4. In case dividends or other payments related to a class of shares are paid in cash, the Company must pay in Vietnamese Dong. Payment may be made directly or through banks based on bank account details provided by the shareholder. In case the Company has transferred funds according to the bank details provided by the shareholder but that shareholder does not receive the money, the Company shall not be held responsible for the amount the Company has transferred to this shareholder. Dividend payments for shares registered for trading at The Stock Exchange may be conducted through a securities company or the Vietnam Securities Depository and Clearing Corporation.

5. Based on the Law on Enterprises and the Law on Securities, the Board of Directors adopts a Resolution or Decision to determine a specific date to close the list of shareholders. Based on that date, those registered as shareholders or owners of Other Securities are entitled to receive cash or stock dividends, notices, or other documents.

6. Other matters related to profit distribution shall be implemented in accordance with the provisions of law.



XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING SYSTEM

Article 47. Bank accounts

1. The Company opens accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.

2. With the prior approval of the competent authority, in case of necessity, the Company may open bank accounts abroad in accordance with the provisions of law.

3. The Company conducts all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at the banks where the Company holds accounts.

Article 48. Financial Year

The Company's Financial Year begins on 01 January of each year and ends on 31 December. The first Financial Year begins from the date of issue of the Enterprise Registration Certificate and ends on 31 December of the year of issue of that Enterprise Registration Certificate.

Article 49. Accounting system

1. The accounting system used by the Company is the enterprise accounting system or a specific accounting system issued or approved by the competent authority.

2. The Company prepares accounting books in Vietnamese and keeps accounting records in accordance with accounting laws and related laws. These records must be accurate, updated, systematic, and sufficient to prove and explain the Company's transactions.

3. The Company uses Vietnamese Dong as the accounting currency. In case the Company has economic operations arising mainly in a foreign currency, it may choose that foreign currency as its accounting currency, take responsibility for that choice before the law, and notify the direct tax management authority.

XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE RESPONSIBILITIES

Article 50. Annual, semi-annual, and quarterly Financial Statements

1. The Company must prepare annual Financial Statements, and the annual Financial Statements must be audited in accordance with the provisions of law. The Company discloses the audited annual Financial Statements in accordance with the law on information disclosure in the securities market and submits them to the competent state authority.



Charter of organization and operation of Ba Ria – Vung Tau Tourism Joint Stock Company

2. The annual Financial Statements must include full reports, appendices, and notes as prescribed by the law on enterprise accounting. The annual Financial Statements must reflect the Company's operational situation in an honest and objective manner.

3. The Company must prepare and disclose reviewed semi-annual Financial Statements and quarterly Financial Statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

Article 51. Annual Report

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

XVI. AUDITING THE COMPANY

Article 52. Audit

1. The General Meeting of Shareholders appoints an independent auditing firm or approves a list of independent auditing firms and authorizes the Board of Directors to decide on the selection of one of these units to audit the Company's Financial Statements for the next Financial Year based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report is attached to the Company's annual Financial Statements.

3. The independent auditor performing the audit of the Company's Financial Statements is entitled to attend meetings of the General Meeting of Shareholders, receive notices and other information related to the General Meeting of Shareholders, and express opinions at the meeting on matters related to the audit of the Company's Financial Statements.

XVII. CORPORATE SEAL

Article 53. Management and use of the Company's seal

1. The Chairman of the Board of Directors decides on the engraving of the seal at an engraving facility in accordance with the law or the seal in the form of a digital signature in accordance with the law on electronic transactions. The Company has only one (1) seal, and the ink used is red.

2. The Chairman of the Board of Directors decides on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (If any).



Charter of organization and operation of Ba Ria – Vung Tau Tourism Joint Stock Company

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

4. The seal must be kept at the Company's workplace at the Company's head office. In case the seal needs to be taken out of the Company's head office, it must be approved by the Chairman of the Board of Directors, and the seal keeper shall be responsible for the preservation and use of the seal in accordance with this Charter. The seal must be kept safely during and outside of working hours.

5. The seal keeper shall not take the seal out of their workplace at the Company's head office, and shall not hand over the seal to others without the approval of the Chairman of the Board of Directors. After working hours, the seal keeper must clean the seal and store it in the designated place.

6. The seal is used in cases where the transacting parties have an agreement or as prescribed by law.

7. The keeper of the company seal must personally affix the seal to the Company's documents and only affix the seal to documents bearing the signature of the authorized person according to the hierarchy and/or authorization within the company. Before affixing the seal, the seal keeper must carefully check the document to ensure that the seal is affixed in accordance with regulations. It is prohibited to affix the seal to blank documents, affix the seal before signing, affix the seal in advance on white paper, or affix the seal over the signature of an unauthorized person.

8. The seal affixed to a document must be neat, clear, in the correct orientation, and in the prescribed ink color. When affixing the seal over a signature, the seal must cover approximately 1/3 of the signature to the left.

9. The affixing of the seal on appendices accompanying the main document shall be decided by the signatory of the document and the seal must be affixed on the first page, covering a part of the Company name or the appendix name (hanging seal). For documents with two (2) or more pages, in case a cross-page seal is required, the cross-page seal must be affixed in the middle of the right edge of the document or appendix, covering a part of the adjacent pages, without omitting any page in the document. For documents with a large number of pages, more than one cross-page seal may be affixed to ensure all pages are cross-sealed.

10. The Chairman of the Board of Directors shall issue specific regulations on the management and use of the seal based on this Charter.



XVIII. DISSOLUTION OF THE COMPANY

Article 54. Dissolution of the Company

1. The Company may be dissolved in the following cases:

a) The expiration of the operating duration stated in the Company Charter without a decision on extension;

b) According to the resolution or decision of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked, except in cases where the Law on Tax Administration provides otherwise;

d) Other cases as prescribed by law.

2. The dissolution of the Company before the expiration of the duration (including the extended duration) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if required) in accordance with regulations.

Article 55. Extension of operations

1. The Board of Directors shall convene a meeting of the General Meeting of Shareholders at least 7 months before the expiration of the operating duration so that shareholders can vote on the extension of the Company's operations at the proposal of the Board of Directors.

2. The operating duration is extended when the number of shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approves.

Article 56. Liquidation

1. At least 06 months before the expiration of the Company's operating duration or after a decision to dissolve the Company is made, the Board of Directors must establish a Liquidation Committee consisting of 03 members, of which 02 members are appointed by the General Meeting of Shareholders and 01 member is appointed by the Board of Directors from an independent auditing company. The Liquidation Committee shall prepare its own operating regulations. Members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All costs related to liquidation shall be prioritized by the Company for payment before other debts of the Company.



Stock Company

2. The Liquidation Committee is responsible for reporting to the Business Registration Authority on the date of establishment and the date of commencement of operations. From that moment, the Liquidation Committee shall represent the Company in all matters related to the liquidation of the Company before the Court and administrative agencies.

3. Proceeds from the liquidation shall be paid in the following order:

- a) Liquidation expenses;
- b) Debts for salaries, severance pay, social insurance, and other benefits of employees according to the signed collective labor agreement and labor contracts;
- c) Tax debts;
- d) Other debts of the Company;
- e) The remainder after paying all debts from items (a) to (d) above shall be distributed to shareholders. Preferred shares shall be paid first.

XIX. RESOLUTION OF INTERNAL DISPUTES

Article 57. Resolution of internal disputes

1. In case of disputes or complaints arising related to the Company's operations, rights, and obligations of shareholders as prescribed by the Law on Enterprises, the Company Charter, other legal regulations, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, the Supervisory Board, the General Director, or other managers;

The involved parties shall attempt to resolve such disputes through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and request each party to present information related to the dispute within 30 working days from the date the dispute arises. In case the dispute is related to the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.



Charter of organization and operation of Ba Ria – Vung Tau Tourism Joint Stock Company

2. In case a mediation decision is not reached within [06 weeks] from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, a party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their own costs related to the negotiation and mediation procedures. The payment of Court costs shall be made according to the Court's judgment.

XX. SUPPLEMENT AND AMENDMENT OF THE CHARTER

Article 58. Company Charter

1. Any amendment or supplement to this Charter must be considered and decided by the General Meeting of Shareholders.

2. In case legal regulations related to the Company's operations are not mentioned in this Charter or in case there are new legal regulations different from the provisions in this Charter, those regulations shall be applied to adjust the Company's operations.

XXI. EFFECTIVE DATE

Article 59. Effective date

1. This Charter consists of 21 sections and 59 articles, which were unanimously approved by the General Meeting of Shareholders of Ba Ria – Vung Tau Tourism Joint Stock Company on 10 July 2025 in Vung Tau Ward, Ho Chi Minh City, and they collectively agreed to the full validity of this Charter.

2. The Charter is made into 10 copies, having equal validity, and must be kept at the Company's head office.

3. This Charter is the sole and official Charter of the Company.

4. Copies or extracts of the Company Charter are valid when signed by the Chairman of the Board of Directors or at least 1/2 of the total members of the Board of Directors.

Full name and signature of the legal representative



CÔNG TY CỔ PHẦN DU LỊCH TỈNH BÀ RỊA - VŨNG TÀU

Địa chỉ: 207 Võ Thị Sáu – Phường Vũng Tàu – Thành phố Hồ Chí Minh

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No: /TTr-HĐQT

Ho Chi Minh City, Date Month Year 2026

DRAFT

PROPOSALS

Regarding the amendment and supplementation of the Regulations on Corporate Governance

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025 of the Government 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;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;*
- *Charter of Ba Ria - Vung Tau Tourist Joint Stock Company.*

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Regulations on Corporate Governance of Ba Ria - Vung Tau Tourist Joint Stock Company, in order to comply with current legal regulations (attached documents).

(The Company requests that Shareholders read the full Content of the draft Regulations on Corporate Governance in the attached documents).

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

Sincerely!

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Administration Office, Secretary.

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

Thai Hoang Than

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

**THE REGULATIONS ON CORPORATE
GOVERNANCE**

**JOINT STOCK COMPANY
BA RIA - VUNG TAU TOURIST JOINT STOCK
COMPANY**



*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders
Ba Ria - Vung Tau Tourist Joint Stock Company)*

Vung Tau Ward, Ho Chi Minh City, 2026

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Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of application: These Regulations are developed in accordance with Circular No. 116/2020/TT-BTC dated 31 December 2020 of the Minister of Finance, stipulating the content regarding the role, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the sequence and procedures for convening the General Meeting of Shareholders; nomination, candidacy, election, dismissal, and removal of members of the Board

of Directors, the Supervisory Board, the General Director, and other activities in accordance with the Company Charter and other current provisions of law.

2. Subjects of application: These Regulations apply to members of the Board of Directors, the Supervisory Board, the General Director, and related persons mentioned in these Regulations.

Article 2. Interpretation of terms and abbreviations

1. *Charter Capital is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with Article 6 of the Company Charter;*

2. *Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, and its guiding documents and amending, supplementing, or replacing documents (if any);*

3. *Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, and its guiding documents and amending, supplementing, or replacing documents (if any);*

4. *Date of establishment is the date the Company is first issued the Enterprise Registration Certificate (Business Registration Certificate and equivalent valid documents);*

5. *Executive is the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;*

6. *Manager is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;*

7. *Affiliated persons are individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;*

8. *Shareholder is an individual or organization owning at least one share of the Joint Stock Company;*

9. *Major shareholders are shareholders as defined in Clause 18, Article 4 of the Law on Securities;*

10. *Member of the Supervisory Board is a Supervisor*
11. *The Stock Exchange is the Vietnam Stock Exchange and its subsidiaries.*
12. *Non-executive Member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter.*
13. *Shareholder/Delegate Eligibility Verification Committee is the department responsible for determining the conditions for conducting the General Meeting of Shareholders in accordance with the law and the Company Charter.*
14. *The Company is Ba Ria - Vung Tau Tourism Joint Stock Company*
15. *Board of Directors is the Board of Directors*
16. *Candidacy is self-nomination*
17. *Supervisory Board is the Supervisory Board*
18. *VSDC*
19. *Delegate is a Shareholder or a representative (a person authorized by a shareholder)*
20. *Corporate Governance Officer is a person with responsibilities and powers as prescribed in Article 281 of Decree 155/2020/NĐ-CP.*
21. *Virtual Meeting is a form of organizing the General Meeting of Shareholders using electronic means to transmit images and sound via the internet, allowing shareholders in different locations to monitor the proceedings, discuss, and vote on meeting matters.*
22. *Electronic voting is the act of a shareholder voting through the Electronic Voting System as prescribed in these Regulations.*
23. *Username and password include the username and password uniquely issued by the Company to each shareholder.*

Chapter II

GENERAL MEETING OF SHAREHOLDERS

I. REGULATIONS FOR THE GENERAL MEETING OF SHAREHOLDERS TO APPROVE RESOLUTIONS BY VOTING AT THE

GENERAL MEETING OF SHAREHOLDERS (IN-PERSON, VIRTUAL, HYBRID)

Section 1

GENERAL PROVISIONS

Article 3. Role, rights, and obligations of the General Meeting of Shareholders

The role, rights, and obligations of the General Meeting of Shareholders are prescribed in Article 138 of the Law on Enterprises No. 59/2020/QH14, the Law on Securities No. 54/2019/QH14, and Articles 14 and 15 of the Company Charter.

Article 4. Authority to convene the General Meeting of Shareholders

(Based on the provisions of Article 140 of the Law on Enterprises and Article 13 of the Company Charter)

1. The Board of Directors convenes the Annual and Extraordinary General Meeting of Shareholders. The Board of Directors convenes an Extraordinary General Meeting of Shareholders in the following cases:

- a. The Board of Directors deems it necessary for the benefit of the Company;
- b. The number of remaining members of the Board of Directors or the Supervisory Board is less than the minimum number of members prescribed by law;
- c. At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of this Law;
- d. At the request of the Supervisory Board;
- e. Other cases as prescribed by law and the Company Charter.

2. The Board of Directors must convene the General Meeting of Shareholders within sixty (60) days from the date the number of remaining members of the Board of Directors or Supervisors is as prescribed in Point b, Clause 3, Article 13 of the Company Charter, or upon receiving a request as prescribed in Point c and Point d, Clause 3, Article 13 of the Company Charter;

3. In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in Point a, Clause 4, Article 13 of the Company Charter, then within the next thirty (30) days, the Supervisory Board must replace the Board

of Directors to convene the General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises;

4. In case the Supervisory Board fails to convene the General Meeting of Shareholders as prescribed in Point b, Clause 4, Article 13 of the Company Charter, then the shareholder or group of shareholders as prescribed in Point c, Clause 3, Article 13 of the Company Charter has the right to request the Company's representative to convene the General Meeting of Shareholders as prescribed in the Law on Enterprises.

5. In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the sequence and procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.

6. Procedures for organizing the General Meeting of Shareholders as prescribed in Clause 5, Article 140 of the Law on Enterprises.

Article 5. Personnel of the General Meeting of Shareholders

(Pursuant to the provisions of Article 146 of the Law on Enterprises and Clause 2, Article 19 of the Company Charter)

1. Chairperson and Presidium:

a. The Chairperson 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 Chairperson is absent or temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to act as the chairperson of the meeting by majority principle. In case no chairperson can be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders to elect a chairperson from among the attendees, and the person with the highest number of votes shall act as the chairperson of the meeting;

b. Except for the case specified 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 a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting;

c. The Chairperson has the right to implement necessary measures to conduct the meeting in a reasonable, orderly manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees.

d. The Chairperson of the General Meeting of Shareholders has the following rights:

- To require all attendees to undergo inspection or other legal and reasonable security measures;

- To request competent authorities to maintain order at the meeting; to expel from the General Meeting of Shareholders those who do not comply with the Chairperson's authority, intentionally disrupt order, hinder the normal progress of the meeting, or do not comply with security inspection requirements.

e. The Chairperson has the right to postpone a General Meeting of Shareholders that has sufficient registered attendees for a maximum of 03 working days from the intended opening date and may only postpone the meeting or change the venue in the following cases:

- The venue does not have enough convenient seats for all attendees;
- Communication facilities at the venue do not ensure that shareholders can participate, discuss, and vote;

- There are attendees who obstruct or disrupt order, posing a risk that the meeting will not be conducted fairly and legally.

f. Certain other rights and obligations of the Chairperson as prescribed by current law.

g. The Presidium consists of at least 01 person, including 01 Chairperson and other members.

h. Duties of the Presidium:

- To conduct 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;

- To guide the Delegates and the General Meeting in discussing the contents included in the agenda;

- To present drafts and conclude necessary issues for the General Meeting to vote on;

- To answer issues requested by the General Meeting;

- To resolve issues arising during the course of the General Meeting.

- i. Working principles of the Presidium: The Presidium works on the principle of collectivity, democratic centralism, and decides by majority.

- 2. Meeting Secretary:

- a. The Chairperson appoints one or more persons to act as the meeting secretary;

- b. Duties of the Meeting Secretary:

- To record the content of the General Meeting fully and truthfully;

- To receive registration forms for speaking from shareholders/Delegates;

- To prepare the Meeting Minutes and draft the Resolution of the General Meeting of Shareholders;

- To assist the Chairperson in disclosing information related to the General Meeting of Shareholders and notifying Shareholders in accordance with the law and the Company Charter;

- Other duties as requested by the Chairperson.

- 3. Vote Counting Committee:

- a. The General Meeting of Shareholders elects one or more persons to the Vote Counting Committee at the proposal of the meeting chairperson;

- b. Duties of the Vote Counting Committee:

- To disseminate principles, rules, and instructions on voting methods.

- To count and record ballots, prepare vote counting minutes, and announce results; to transfer the minutes to the Chairperson for approval of the voting results.
- To promptly notify the secretary of the voting results.
- To review and report to the General Meeting cases of violation of voting rules or complaints regarding voting results.

4. Delegate Eligibility Verification Committee:

a. The person convening the General Meeting of Shareholders in accordance with Article 140 of the Law on Enterprises appoints one or more persons to the Delegate Eligibility Verification Committee to serve the meeting. The Delegate Eligibility Verification Committee of the General Meeting consists of at least 02 persons, including 01 Head of the Committee and at least 01 member.

b. Duties of the Delegate Eligibility Verification Committee:

- To verify the eligibility and status of shareholders and shareholder representatives attending the meeting.
- The Head of the Delegate Eligibility Verification Committee reports 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 with the right to attend, representing over [50%] of the total voting shares, the General Meeting of Shareholders of the Company shall be held.
- To participate in counting votes on other matters before the establishment of the Vote Counting Committee.

Article 6. To prepare the List of shareholders eligible to attend the meeting and notify the closing of the list of shareholders eligible to attend the General Meeting of Shareholders

(Pursuant to the provisions of point a, Clause 2, Article 17 of the Company Charter; Regulations on exercising rights of VSDC)

1. The Company must disclose information about the preparation of the list of shareholders eligible to attend the General Meeting of Shareholders at least 20 days before the registration closing date.

2. The Company performs the procedures for preparing the list of shareholders and related procedures in accordance with the Regulations on exercising rights of

the Vietnam Securities Depository and Clearing Corporation or other provisions of law (applied when the Company has not registered securities at VSDC).

Article 7. Notice of convening the General Meeting of Shareholders

(Pursuant to the provisions of Article 143 of the Law on Enterprises No. 59/2020/QH14)

1. The person convening the General Meeting of Shareholders must send a meeting invitation notice to all shareholders on the list of shareholders eligible to attend at least 21 days before the opening date. The meeting invitation notice must contain the name, address of the head office, enterprise identification number; name, contact address of the shareholder, time, venue of the meeting, and other requirements for attendees.

2. The meeting invitation notice is sent by a method ensuring it reaches the shareholder's contact address and is posted on the company's website; if the company deems it necessary, it shall be published in a central or local daily newspaper in accordance with the Company Charter.

3. The meeting invitation notice must be sent with the following documents:

a. Meeting agenda, documents used in the meeting, and draft resolutions for each issue in the meeting agenda;

b. Voting card/ballot. Note that in case of inviting to the General Meeting of Shareholders in an online format, the Voting card/ballot does not need to be sent with the meeting invitation notice.

4. In case the company has a website, sending meeting documents with the meeting invitation notice as prescribed in Clause 3 of this Article can be replaced by posting them on the company's website. In this case, the meeting invitation notice must clearly state the location and method of downloading the documents.

Article 8. Agenda and content of the General Meeting of Shareholders

(Pursuant to the provisions of Article 142 of the Law on Enterprises and Article 17 of the Company Charter)

1. The person convening the General Meeting of Shareholders must prepare the agenda and content of the meeting in accordance with Article 17 of the Company Charter.

2. A shareholder or group of shareholders as prescribed in Clause 2, Article 11 of the Company Charter has the right to propose issues to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and must be sent to the Company at least 03 working days before the opening date of the meeting. The proposal must clearly state the shareholder's name, quantity of each type of shares held by the shareholder, contact address, nationality, number of Citizen Identity Card, People's Identity Card, Passport, or other legal personal identification for individual shareholders; name, enterprise identification number or establishment decision number, head office address for institutional shareholders; quantity and type of shares held by that shareholder, and the issue proposed to be included in the agenda

3. In case the person convening the General Meeting of Shareholders refuses the proposal prescribed in Clause 2 of this Article, they must respond in writing and clearly state the reasons at least 02 working days before the opening date of the General Meeting of Shareholders. The person convening the General Meeting of Shareholders may only refuse the proposal if it falls into one of the following cases:

a. The proposal was sent not in accordance with the provisions of Clause 2 of this Article;

b. At the time of the proposal, the shareholder or group of shareholders did not hold at least 5% of ordinary shares as prescribed in Clause 2, Article 11 of the Company Charter;

c. The proposed issue does not fall within the decision-making authority of the General Meeting of Shareholders;

d. Other cases as prescribed by law and the Company Charter.

4. The person convening the General Meeting of Shareholders must accept and include the proposal prescribed in Clause 2 of this Article into the expected agenda and content of the meeting, except for the case prescribed in Clause 3 of this Article; the proposal is officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

Article 9. Method of registration and authorization to attend the General Meeting of Shareholders

(Pursuant to the provisions of Article 144 of the Law on Enterprises; Article 15, Clause 1, 2, 5, Article 19 of the Company Charter)

1. Method of registration to attend the General Meeting of Shareholders before the opening date of the General Meeting of Shareholders:

a. The method for registering to attend the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including contacting the Company or sending the Registration Form for attending the Meeting (attached to the Notice of the General Meeting of Shareholders sent to shareholders) to the Company.

b. Shareholders shall choose the method of registration to attend the General Meeting of Shareholders as specified in the notice, including:

- Attending and voting/electing in-person at the meeting;
- Authorizing another representative to attend and vote/elect at the meeting and complying with the provisions of Clause 2 of this Article (in case more than one representative is appointed, the specific number of shares and votes/ballots authorized for each representative must be specified).
- Attending and voting/electing via online conference, electronic voting, or other electronic means;
- Sending ballots/voting cards to the meeting via mail, fax, or email;
- Other methods of registering to attend the General Meeting of Shareholders that are consistent with the provisions of the Law.
- The Company must make maximum efforts to apply modern information technologies so that shareholders can attend and express their opinions at the General Meeting of Shareholders in the best possible way, including guiding shareholders to vote via online General Meeting of Shareholders, electronic voting, or other electronic means in accordance with the provisions of Article 144 of the Law on Enterprises and the Company Charter.

2. Regulations on authorization to attend the meeting:

a. Shareholders and authorized representatives of shareholders shall perform authorization in accordance with the provisions of Article 15 of the Company Charter;

b. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders as prescribed in Point a, Clause 2 of this Article must be made in writing. The power of attorney shall be established in accordance with the civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of authorized shares, the content of authorization, the scope of authorization, the term of authorization, and the signatures of the authorizing party and the authorized party.

c. The ballot/voting card of the authorized person attending the meeting within the scope of authorization remains valid when one of the following cases occurs:

- The authorizer is Deceased, has limited civil act capacity, or has lost civil act capacity;
- The authorizer has revoked the authorization appointment;
- The authorizer has revoked the authority of the person performing the authorization.

This provision does not apply in case the Company receives notice of one of the above events before the opening time of the General Meeting of Shareholders or before the meeting is reconvened.

Article 10. Conditions for holding the General Meeting of Shareholders

(Based on the provisions of Article 18 of the Company Charter)

1. The General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents at least 65% of the total voting shares.

2. In case the first meeting does not meet the conditions for being conducted as prescribed in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders shall be conducted when the number of shareholders attending the meeting represents from 50% of the total voting shares or more.

3. In case the second meeting does not meet the conditions for being conducted as prescribed in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the intended date of the second meeting. The third General Meeting of Shareholders shall be conducted regardless of the total number of voting shares of the shareholders attending the meeting.

Article 11. Form of passing resolutions of the General Meeting of Shareholders

(Based on the provisions of Article 147 of the Law on Enterprises No. 59/2020/QH14; Article 21 of the Company Charter)

1. The General Meeting of Shareholders shall pass resolutions under its authority by voting at the meeting:

- a. In-person meeting
- b. Online conference
- c. Hybrid meeting

2. The General Meeting of Shareholders shall pass resolutions under its authority by collecting written opinions (Specified in Part II – This Chapter).

Article 12. Contents passed at the General Meeting of Shareholders

(Based on the provisions of Article 147 and Article 167 of the Law on Enterprises; Article 14 of the Company Charter)

1. Approve the Development Orientations of the Company;
2. Consider and handle violations by Members of the Board of Directors and Member of the Board of Supervisors that cause damage to the Company and its shareholders;
3. Approve the list of approved auditing companies; decide on the approved auditing company to inspect the Company's operations, and dismiss the approved auditor when deemed necessary;
4. The Company's annual business plan;
5. The audited annual Financial Statements;
6. Report of the Board of Directors on the governance and performance results of the Board of Directors and each Member of the Board of Directors;

7. Report of the Board of Supervisors on the Company's business results, performance results of the Board of Directors, and the General Director;
8. Self-assessment report on the performance results of the Board of Supervisors and Member of the Board of Supervisors;
9. Dividend rate for each share of each class;
10. Number of members of the Board of Directors and the Board of Supervisors;
11. Elect, dismiss, and remove members of the Board of Directors and Member of the Board of Supervisors;
12. Decide on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
13. Supplement and amend the Company Charter;
14. Class of shares and the number of new shares to be issued for each class and the transfer of shares by founding members within the first 03 years from the date of establishment;
15. Split, separate, consolidate, merge, or convert the Company;
16. Reorganize and dissolve (liquidate) the Company and appoint a liquidator;
17. Decide on the investment or sale of assets with a value of 35% or more of the total asset value recorded in the Company's most recent Financial Statements;
18. Decide on the repurchase of over 10% of the total sold shares of each class;
19. The Company enters into contracts or transactions with subjects specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total asset value of the Company recorded in the most recent financial statements;
20. Approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
21. Approve, supplement, and amend the Regulations on Corporate Governance, the Regulations on the Activities of the Board of Directors, and the Regulations on the Activities of the Board of Supervisors;

22. Other matters as prescribed by law and the Company Charter.

Article 13. Conditions for a Resolution to be passed

(Based on the provisions of Article 20 of the Company Charter)

1. A Resolution on the following content shall be passed if it is approved by a number of shareholders representing 75% or more of the total voting shares of all shareholders attending the meeting, except for cases specified in Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises:

- a. Class of shares and total number of shares of each class;
- b. Change of business lines and fields;
- c. Change of the company's management organizational structure;
- d. Investment projects or sale of assets with a value equal to or greater than 35% of the total asset value recorded in the company's most recent financial statements;
- e. Reorganization or dissolution of the company;
- f. Extension of the company's operation;
- g. Bổ sung và sửa đổi điều lệ công ty

2. Resolutions are passed when approved by a number of shareholders owning 65% or more of the total voting shares of all shareholders attending the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Law on Enterprises.

In case of electing members of the Board of Directors and the Board of Supervisors, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be carried out by the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, Abstain). The voting rate for passing by the voting method shall be implemented in accordance with Clause 2, Article 20 of the Company Charter.

3. Resolutions of the General Meeting of Shareholders passed by 100% of the total shares with voting rights are legal and effective even if the order and procedures

for convening the meeting and passing such resolution violate the provisions of the Law on Enterprises and the Company Charter.

Article 14. Notification of vote counting results

The Vote Counting Committee shall check, summarize, and report the counting results of each matter to the Chairperson. The vote counting results will be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting.

Article 15. Method of objecting to decisions of the General Meeting of Shareholders

(Based on the provisions of Article 132, Article 151 of the Law on Enterprises)

1. Shareholders who have voted to Disapprove a resolution on the reorganization of the company or changes to the rights and obligations of shareholders as prescribed in the Company Charter have the right to request the company to repurchase their shares. The request must be in writing, clearly stating the name and address of the shareholder, the number of shares of each class, the intended selling price, and the Reasons for requesting the company to repurchase. The request must be sent to the company within 10 days from the date the General Meeting of Shareholders passes the resolution on the matters specified in this Clause.

2. The Company must repurchase shares at the request of a shareholder as specified in Clause 1 of this Article at the market price or a price calculated according to the principles stipulated in the Company Charter within 90 days from the date of receipt of the request. In case an agreement on the price cannot be reached, the parties may request a valuation organization to determine the price. The Company shall introduce at least 03 valuation organizations for the shareholder to choose from, and that choice shall be the final decision.

3. Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results for collecting opinions of the General Meeting of Shareholders, shareholders or groups of shareholders as specified in Clause 2, Article 115 of this Law have the right to request a Court or Arbitration to consider and cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The order and procedures for convening the meeting and making decisions of the General Meeting of Shareholders seriously violate the provisions of this Law and the Company Charter, except for the case specified in Clause 2, Article 152 of this Law;

b. The content of the resolution violates the law or the Company Charter.

Article 16. Preparation of the Minutes of the General Meeting of Shareholders

(Based on the provisions of Article 22 of the Company Charter)

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may be prepared in foreign languages, and must contain the following principal contents:

a. Name, Address, and enterprise identification number;

b. Time and Venue of the General Meeting of Shareholders;

c. Meeting agenda and content;

d. Name of the Chairperson and the secretary;

e. Summary of the meeting proceedings and opinions expressed at the General Meeting of Shareholders on each issue in the meeting agenda;

f. Number of shareholders and total number of voting shares of the shareholders attending the meeting, an appendix of the list of registered shareholders and representatives of shareholders attending the meeting with the corresponding number of shares and number of votes;

g. Total number of votes for each voting issue, clearly stating the voting method, total number of valid and invalid votes, Approve, Disapprove, and Abstain; and the corresponding percentage of the total number of votes of shareholders attending the meeting;

h. Summary of the number of votes for each candidate (If any);

i. Issues that have been approved and the corresponding percentage of approval votes;

j. Name and signature of the Chairperson and the secretary. In case the Chairperson or secretary refuses to sign the meeting minutes, these minutes shall be effective if signed by all other members of the Board of Directors attending the meeting and contain full content as prescribed in this Clause. The meeting minutes shall clearly state the refusal of the Chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be completed and approved before the end of the meeting. The Chairperson and the secretary of the meeting or other persons signing the meeting minutes shall be jointly responsible for the truthfulness and accuracy of the content of the minutes.

3. Minutes prepared in Vietnamese and foreign languages shall have the same legal validity. In case there is a difference in content between the minutes in Vietnamese and the minutes in a foreign language, the content in the Vietnamese minutes shall apply.

Article 17. Announcement of the Resolution and Minutes of the General Meeting of Shareholders

(Based on the provisions of Article 22 of the Company Charter)

1. The Resolution, Minutes of the General Meeting of Shareholders, the appendix of the list of shareholders registered to attend the meeting, the proxy for attending the meeting, all documents attached to the Minutes (If any), and related documents accompanying the meeting invitation notice must be kept at the Address of the Company.

2. The Resolution, Minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure in the securities market.

Section 2

SPECIFIC REGULATIONS FOR EACH FORM OF VOTING AT THE MEETING

Section 2.1

SPECIFIC REGULATIONS FOR VOTING AT THE IN-PERSON MEETING

Article 18. Method of registration for attending the in-person General Meeting of Shareholders

Before the opening of the meeting, the Company must carry out shareholder registration procedures and must continue registration until all shareholders entitled to attend the meeting have registered, following this order:

a. When conducting shareholder registration, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot/election ballot, on which the registration number, Name of the shareholder, Name of the authorized representative, and the number of voting shares/votes of that shareholder are recorded. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by Approve, Disapprove, and Abstain. The vote counting results shall be announced by the Chairperson/Vote Counting Committee immediately before the closing of the meeting. The Meeting shall elect the persons responsible for counting votes or supervising the vote counting as proposed by the Chairperson. The number of members of the Vote Counting Committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b. Shareholders or authorized representatives of institutional shareholders or authorized persons arriving after the meeting has opened have the right to register immediately and subsequently have the right to participate and vote/elect at the meeting immediately after registration. The Chairperson is not responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of matters already voted/elected previously shall not change.

Article 19. Voting to approve matters at the in-person General Meeting of Shareholders

(Based on the provisions of the Working Regulations; Election Regulations at the General Meeting of Shareholders)

1. General principles:

a. All issues in the agenda and content of the Meeting must be discussed and voted on publicly by the General Meeting of Shareholders.

b. Voting cards, Ballots, and Election ballots shall be printed by the Company, stamped with the company seal, and sent directly to Delegates at the meeting

(enclosed with the set of documents for attending the General Meeting of Shareholders). Each Delegate shall be issued a Voting card, Ballot, and Election ballot. The Voting card, Ballot, and Election ballot shall clearly state the Delegate code, Name, number of shares owned, and authorized voting shares of that Delegate.

2. Regulations on the validity of ballots and election ballots

a. Ballot

- **Valid ballot:** is a ballot according to the pre-printed template issued by the Organizing Committee, without erasures, scraping, tearing, damage, etc., without writing any other content other than what is prescribed for this ballot, and must have a signature, and under the signature must be the full handwritten Name of the Delegate attending and sent to the Vote Counting Committee before the time of opening the ballot box. On the ballot, the voting content is valid when the Delegate marks one (01) of the three (03) voting squares.

- **Invalid ballot:** Content does not comply with the regulations of a valid ballot.

b. Election ballot

- **Valid election ballot:** is an election ballot according to the pre-printed template issued by the Organizing Committee, without erasures, scraping, without writing any other content other than what is prescribed for the election ballot; must have a signature, clearly state the Name of the Delegate attending, and be sent to the Vote Counting Committee before the time of opening the ballot box.

- **Invalid election ballot:**

- Content does not comply with the regulations of a valid election ballot
- The number of candidates that the Delegate votes for is greater than the number of candidates required to be elected;
- The ballot has a total number of votes for candidates of the shareholder or representative greater than the total number of votes allowed to be cast;
- Other regulations according to the Election Regulations of the General Meeting of Shareholders and the Company Charter.

Article 20. Method of voting at the in-person General Meeting of Shareholders

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

1. General principles:

- The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by raising cards, direct voting, electronic voting, or other electronic forms.

- Delegates shall vote to Approve, Disapprove, or Abstain on an issue put to a vote at the Meeting by raising their Voting card or filling in the options on the Ballot.

2. Forms of voting

a. Voting by voting card: When voting by raising the Voting card, the front of the Voting card must be raised facing the Chairperson. In case a Delegate does not raise the Voting card during all three times of voting Approve, Disapprove, or Abstain on an issue, it shall be considered as voting to approve that issue. In case a Delegate raises the Voting card more than one (01) time when voting Approve, Disapprove, or Abstain on an issue, it shall be considered as an invalid vote. Under the form of voting by raising the Voting card, a member of the Delegate Eligibility Verification Committee/Vote Counting Committee shall mark the Delegate code and the corresponding number of voting shares of each shareholder for Approve, Disapprove, Abstain, and Invalid.

b. Voting by ballot: When voting by filling in the Ballot, for each content, the Delegate shall choose one of the three options “Approve”, “Disapprove”, “Abstain” pre-printed in the Ballot by marking “X” or “” in the chosen box. After completing all contents requiring voting of the Meeting, the Delegate shall send the Ballot to the sealed ballot box at the Meeting according to the instructions of the Vote Counting Committee. The Ballot must have the signature and clearly state the Name of the Delegate. ✓

Article 21. Method of voting at the in-person General Meeting of Shareholders

(Based on the provisions of the Election Regulations at the General Meeting of Shareholders)

1. General principles

- Comply strictly with the provisions of the law and the Company Charter;
- Members of the Vote Counting Committee must not be named in the list of nominees or self-nominees for the Board of Directors and the Board of Supervisors.

2. Forms of voting

a. Election by cumulative voting method

- Accordingly, each Delegate has a total number of voting shares 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 allocate their entire total voting shares to one or more candidates;

- In case additional candidates arise on the day of the meeting, Delegates may contact the Vote Counting Committee to request a new ballot and must return the old one (before casting it into the ballot box);

- In case of a mistake in selection, the Delegate shall contact the Vote Counting Committee to be issued a new ballot and must return the old one;

- How to fill out the ballot: Each Delegate is issued ballots. The method of filling out the ballot is specifically guided as follows:

- The Delegate shall vote for a maximum number of candidates equal to the number of candidates required to be elected;

- If voting by allocating the entire number of votes to one or more candidates, the Delegate shall mark the “Cumulative voting” box for the corresponding candidates;

- If voting with an unequal number of votes for multiple candidates, the Delegate shall clearly write the number of votes in the “Number of votes” box for the corresponding candidates.

+ Note: In case a Delegate both marks the “Cumulative voting” box and writes the quantity in the “Number of votes” box, the result shall be based on the quantity in the “Number of votes” box.

- Principles of election:

- The elected person is determined by the number of votes received, calculated from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.

- In case two (02) or more candidates receive the same number of votes for the final member position, a re-election will be conducted among the candidates with the same number of votes.

- If the result of the first election does not reach the required number, the election will continue until the required number of members is elected.

b. Election by voting method: Implemented according to the provisions of Point b, Clause 2, Article 20 of these Regulations.

Article 22. Method of vote counting at the in-person General Meeting of Shareholders

(Based on the provisions of the Working Regulations at the General Meeting of Shareholders)

The vote counting method is conducted by aggregating the voting cards/ballots for Approve, Disapprove, and Abstain.

For sensitive issues and if requested by shareholders, the Company must appoint an independent organization to perform the collection and counting of votes.

Section 2.2

SPECIFIC REGULATIONS ON VOTING FORMS AT ONLINE MEETINGS

Article 23. Method of registering to attend the online General Meeting of Shareholders

The method of registering to attend the online General Meeting of Shareholders before the opening date of the General Meeting of Shareholders is clearly specified in the Notice of the General Meeting of Shareholders, including:

1. Conditions for participation:

- Being named in the list of shareholders entitled to attend the General Meeting of Shareholders prepared according to the Company's notice of rights execution.
- Authorized representatives eligible to attend according to the provisions of the law and the Company Charter.

2. Technical requirements: Delegates need an electronic device with an internet connection (e.g., computer, tablet, mobile phone, or other electronic device with internet connection...).

3. Method of recording Delegates attending the online General Meeting of Shareholders: A Delegate is recorded by the electronic voting system as attending the online General Meeting of Shareholders when that Delegate accesses the system using the access information provided in accordance with Article 24 of these Regulations and has performed electronic voting on any matter in the Agenda of the online General Meeting of Shareholders.

Article 24. Providing login information and performing electronic voting

1. Information regarding the link to access the electronic voting system, username, access password, and other identification factors (if any) to attend the online General Meeting of Shareholders will be provided in the meeting invitation notice (or the form of notification of login information prescribed by the Board of Directors). The Delegate is responsible for keeping the username, password, and other provided identification factors confidential to ensure that only the Delegate has the right to vote on the electronic voting system and shall be fully responsible for this registered information.

2. When a Delegate requests to be re-issued login information, the Organizing Committee of the Meeting may notify them through the following forms: in-person or via email/telephone. The form of providing login information via email or

telephone is only performed based on shareholder information from the list of shareholders entitled to vote prepared by the Vietnam Securities Depository according to the Company's notice of rights execution.

3. The Delegate uses the username, access password, or other identification factors (if any) to access the electronic voting system and performs electronic voting according to the content of the Agenda of the online General Meeting of Shareholders.

Article 25. Authorization for a representative to attend the online General Meeting of Shareholders

1. Shareholders perform authorization according to the provisions of Clause 2, Article 9 of these Regulations.

2. Some regulations to note when performing online authorization:

- Shareholders need to comply with providing full information to perform online authorization, especially providing information of the authorized party: telephone number, contact address, and email address. This is the basis for issuing the username, access password, and other identification factors (if any) to the authorized party.

- Validity of online authorization: authorization is only legally valid when the following conditions are met:

- When the shareholder fills in all information according to the online authorization form and completes the online authorization.

- The power of attorney is printed according to the online authorization form with full signatures, full names, and seals (if it is an organization) of both the authorizing party and the authorized party.

- The Company receives the original Power of Attorney sent before the official opening of the meeting.

- Cancellation of authorization for shareholders who have authorized online: the shareholder sends an official written request to cancel the online authorization to the Company before the official opening of the meeting. Note that the time for recording the validity of the authorization cancellation is calculated based on the

time the Company receives the official written request to cancel the online authorization.

- Cancellation of authorization will be void if the authorized representative has already cast a vote/elected on any matter in the Agenda of the online General Meeting of Shareholders.

Article 26. Discussion at the online General Meeting of Shareholders

1. Principles:

- Discussion is only conducted within the prescribed time and within the scope of issues presented in the Agenda of the General Meeting of Shareholders;

- Only Delegates are allowed to participate in the discussion;

- Delegates with opinions shall register the discussion content in the form specifically prescribed in the working regulations of the meeting;

- The Secretary Committee will arrange the Delegates' discussion content in the order of registration and submit it to the Chairperson.

2. Responding to Delegates' opinions:

- Based on the Delegates' discussion content, the Chairperson or a member designated by the Chairperson will respond to the Delegates' opinions;

- In case of time constraints, questions not answered directly at the Meeting will be answered by the Company later.

Article 27. Form of passing Resolutions of the online General Meeting of Shareholders

The General Meeting of Shareholders passes Resolutions under its authority by electronic voting.

Article 28. Online voting method

1. Voting method:

- The Delegate selects one of the three voting options: Approve, Disapprove, or Abstain for each matter put to a vote at the Meeting that has been set up in the electronic voting system.

- After that, the Delegate proceeds to confirm the vote so that the electronic voting system records the result.

2. Election voting method:

- Election by cumulative voting method: If the Company Charter does not provide otherwise, the voting for members of the Board of Directors and the Board of Supervisors must be performed by the cumulative voting method (equal cumulative voting or recorded cumulative voting). Accordingly, the Delegate performs the election by marking the “Cumulative voting” box or clearly writing the number of votes in the “Number of votes” box for the corresponding candidates on the Ballot set up in the electronic voting system. After that, the Delegate proceeds to confirm the election so that the electronic voting system records the result.

- Election by voting method (if any): Implemented according to the voting provisions stated in Clause a of this Article.

3. Some other regulations when performing electronic voting:

- In case a Delegate does not complete all voting and election matters according to the meeting agenda, the matters not yet voted or elected are considered as the Delegate not having performed voting or election for that matter.

- In case issues arise outside the sent meeting agenda, the Delegate may vote or elect additionally. If the Delegate does not perform voting or election for the arising issues, it is considered that the Delegate has not performed voting or election for those arising issues.

- Delegates may change their voting or election results (but cannot cancel the voting or election results); this includes voting or election results for additional matters arising outside the agenda of the Meeting. The online system only records the vote counting for the final voting or election results at the time the electronic voting for each vote-counting session, as stipulated in the working regulations of the meeting, concludes.

- In the event that a Delegate performs cumulative voting: An invalid ballot is a ballot where the total number of votes for candidates differs from (is greater or less than) the total number of votes of the Delegate as calculated at the time of election vote counting.

- The electronic voting time is specifically stipulated in the working regulations at the meeting. Delegates may access the electronic voting system and cast their votes 24 hours a day, 7 days a week, except in cases of system maintenance or other reasons beyond the Company's control. Upon the conclusion of the voting period, the system shall not record any further electronic voting results from Delegates.

Article 29. Online vote counting method

When a Delegate performs voting/election, the number of voting votes and ballots are recorded on the system based on the principles of Approve, Disapprove, and Abstain votes.

Article 30. Preparation of minutes for the online General Meeting of Shareholders

- Comply with the provisions of Article 16 of these Regulations.

- The venue recorded in the minutes of the online General Meeting of Shareholders is the location where the Chairperson of the Meeting is present to conduct the Meeting. This location must be within the territory of Vietnam.

- The form of approving the minutes of the General Meeting of Shareholders is specifically stipulated in the Company's Working Regulations at the General Meeting of Shareholders.

Section 2.3

SPECIFIC REGULATIONS ON VOTING FORMS AT HYBRID MEETINGS

Article 31. Method of registering to attend a hybrid General Meeting of Shareholders

Comply with the provisions of Clause 1, Article 9 and Article 23 of these Regulations.

Article 32. Authorization for a representative to attend a hybrid General Meeting of Shareholders

Comply with the provisions of Clause 2, Article 9 and Article 25 of these Regulations.

Article 33. Form of approving resolutions at a hybrid General Meeting of Shareholders

Comply with the provisions of Article 11 and Article 27 of these Regulations.

Article 34. Voting method at a hybrid General Meeting of Shareholders

Comply with the provisions of Article 20, Article 21 and Article 28 of these Regulations.

Article 35. Vote counting method at a hybrid General Meeting of Shareholders

Comply with the provisions of Article 22 and Article 29 of these Regulations.

Article 36. Preparation of meeting minutes at a hybrid General Meeting of Shareholders

Comply with the provisions of Article 16 and Article 30 of these Regulations.

**II. REGULATIONS FOR GENERAL MEETING OF SHAREHOLDERS
APPROVING RESOLUTIONS BY WRITTEN OPINION COLLECTION**

Article 37. Cases where shareholders' opinions may be collected in writing

(Based on the provisions of Article 21 of the Company Charter)

The following matters may be approved by collecting shareholders' opinions in writing:

- a. Amending and supplementing the contents of the Company Charter;
- b. Approving, supplementing, and adjusting the Regulations on Corporate Governance, the Working Regulations of the Board of Directors, and the Working Regulations of the Supervisory Board;
- c. Development Orientations of the Company;
- d. Types of shares and total number of shares of each type;
- e. Election, dismissal, and removal of members of the Board of Directors and the Supervisory Board;
- f. Investment projects or the sale of assets with a value equal to or greater than 35% of the total asset value recorded in the Company's most recent Financial Statements;

- g. Approval of annual Financial Statements
- h. Reorganization or dissolution of the Company.
- i. Changing business lines and fields;
- j. Changing the Company's management organizational structure;
- k. Other matters as deemed necessary by the Board of Directors for the benefit of the Company.

Article 38. Cases where written opinion collection is not permitted

The Board of Directors may collect shareholders' opinions in writing in all cases when deemed necessary, except for organizing the Annual General Meeting of Shareholders.

Article 39. Sequence and procedures for the General Meeting of Shareholders to approve Resolutions by written opinion collection

(Based on the provisions of Point a, Clause 2, Article 17; Article 21, 23 of the Company Charter)

1. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date.

2. The Board of Directors must prepare the opinion collection ballot, the draft resolution of the General Meeting of Shareholders, and explanatory documents for the draft resolution, and send them to all shareholders with voting rights at the latest 10 days before the deadline for returning the opinion collection ballot. Requirements and methods for sending opinion collection ballots and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 17 of the Company Charter.

3. Regulations on Opinion Collection Ballots

- a. The opinion collection ballot must contain the following main contents:
 - Name, Address, and Business Registration Number;
 - Purpose of opinion collection;
 - Full name, contact address, nationality, and legal document number of the individual for individual shareholders; name, business registration number or legal

document number of the organization, and Address for institutional shareholders; or full name, contact address, nationality, and legal document number of the individual for the representative of an institutional shareholder; number of shares of each type and number of voting votes/election votes of the shareholder;

- Matters requiring opinion collection to approve a decision;
- Voting options including Approve, Disapprove, and Abstain for each matter subject to opinion collection;
- Election options (if any);
- Deadline for returning the completed opinion collection ballot to the Company;
- Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS.

b. Shareholders may send their completed opinion collection ballots to the Company by mail, fax, or email in accordance with the following regulations:

- In case of sending by mail, the completed opinion collection ballot must bear the signature of the individual shareholder, or of the authorized representative or legal representative of the institutional shareholder. The opinion collection ballot sent to the Company must be enclosed in a sealed envelope, and no one shall have the right to open it before the vote counting;

- In case of sending by fax or email, the opinion collection ballot sent to the Company must be kept confidential until the time of vote counting;

- Opinion collection ballots sent to the Company after the deadline specified in the ballot, or those that have been opened in the case of mail or disclosed in the case of fax or email, shall be invalid. Opinion collection ballots not returned are considered as not participating in the vote.

4. Vote counting and preparation of the Vote Counting Minutes:

The Board of Directors shall count the votes and prepare the vote counting minutes under the witness of the Supervisory Board or shareholders who do not hold management positions in the Company. The vote counting minutes must contain the following main contents:

- Name, Address, and Business Registration Number;

- Purpose and matters requiring opinion collection to approve the resolution;
- Number of shareholders with the total number of voting/election votes that participated in the voting/election, distinguishing between the number of valid voting/election votes and invalid voting/election votes, and the method of sending the voting/election ballots, accompanied by an appendix of the list of shareholders participating in the voting/election;
- Total number of Approve, Disapprove, and Abstain votes for each matter, and the total number of election votes for each candidate (if any);
- Matters approved and the corresponding voting rate for approval;
- Full name and signature of the CHAIRMAN OF THE BOARD OF DIRECTORS, the vote counters, and the vote counting supervisors.
- Members of the Board of Directors, vote counters, and vote counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote counting minutes; and jointly liable for damages arising from decisions approved due to dishonest or inaccurate vote counting.

5. Resolution and Vote Counting Minutes:

- a. The vote counting minutes and the resolution must be sent to shareholders within 15 days from the date of completion of vote counting. Sending the vote counting minutes and resolution may be replaced by posting them on the Company's website within 24 hours from the time of completion of vote counting.
- b. A resolution approved by way of written opinion collection has the same validity as a resolution approved at a General Meeting of Shareholders.

6. Document storage: Completed opinion collection ballots, vote counting minutes, approved resolutions, and related documents sent with the opinion collection ballots must all be stored at the Company's Address.

7. Request to cancel a Decision of the General Meeting of Shareholders approved by way of written opinion collection: Within 90 days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of the vote counting results of the General Meeting of Shareholders, shareholders or groups of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises have the right to request a Court or Arbitration to consider and

cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

a. The sequence and procedures for convening meetings and adopting decisions of the General Meeting of Shareholders violate the provisions of the Law on Enterprises and the Company Charter, except for the case specified in Clause 3, Article 20 of the Company Charter.

b. The content of the Resolution violates the law or the Company Charter.

Chapter III

BOARD OF DIRECTORS

Section 1

GENERAL PROVISIONS

Article 40. Role, Rights, and Obligations of the Board of Directors

(Based on the provisions of Article 278, 297 of Decree No. 155/2020/NĐ-CP)

The Board of Directors must fully comply with its responsibilities and obligations in accordance with the Law on Enterprises and the Company Charter; in addition, the Board of Directors has the following responsibilities and obligations:

1. To be responsible to shareholders for the company's operations;
2. To treat all shareholders equally and respect the interests of persons with interests related to the company;
3. To ensure that the company's operations comply with the provisions of the law, the Company Charter, and the company's internal regulations;
4. To develop the Regulations on Operation of the Board of Directors, submit them to the General Meeting of Shareholders for approval, and publish them on the company's website in accordance with the guidance in Circular 116/2020/TT-BTC dated 31 December 2020 guiding a number of articles on corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

5. To supervise and prevent conflicts of interest of Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers, including the misuse of company assets and abuse of transactions with affiliated persons;

6. To develop the Regulations on Corporate Governance and submit them to the General Meeting of Shareholders for approval in accordance with the provisions of Article 270 of Decree No. 155/2020/NĐ-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

7. To appoint a Corporate Governance Officer;

8. Tổ chức đào tạo, tập huấn về quản trị công ty và các kỹ năng cần thiết cho thành viên Hội đồng quản trị, Tổng giám đốc, Người phụ trách quản trị công ty và người quản lý khác của công ty.

9. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with current laws.

10. To report on the corporate governance situation at the Annual General Meeting of Shareholders and disclose information in the Annual Report of the company in accordance with securities laws on information disclosure.

11. Thực hiện chi trả cổ tức cho cổ đông theo quy định pháp luật sau khi đã được Đại hội đồng cổ đông thường niên thông qua.

12. Other rights and obligations as prescribed by the Company Charter and the Regulations on Corporate Governance.

Article 41. Rights, obligations, and responsibilities of Members of the Board of Directors

(Based on the provisions of Article 277 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Directors have full rights as prescribed by the Law on Securities, relevant laws, the Company Charter, and the Regulations on Corporate Governance, including the right to be provided with information and documents regarding the financial situation and business operations of the company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Company Charter and the following obligations:

a. To perform their duties honestly and carefully for the best interests of the shareholders and the company;

b. To attend all meetings of the Board of Directors and express opinions on the issues discussed;

c. To report promptly and fully to the Board of Directors on remuneration received from the Company's subsidiaries, associated companies, and other organizations;

d. To report to the Board of Directors at the nearest meeting on transactions between the company, its subsidiaries, companies controlled by the public company with 50% or more of the Charter Capital, and the Member of the Board of Directors and their affiliated persons; transactions between the company and a company in which the Member of the Board of Directors is a founding member or a manager within the 03 years immediately preceding the time of transaction;

e. To disclose information when trading the company's shares in accordance with the law.

Section 2

REGULATIONS ON NOMINATION, CANDIDACY, ELECTION, DISMISSAL, AND REMOVAL OF MEMBERS OF THE BOARD OF DIRECTORS

Article 42. Number, term, and structure of Members of the Board of Directors

(Based on the provisions of Article 25 of the Company Charter)

1. The number of Members of the Board of Directors is 05.

2. The term of a Member of the Board of Directors is no more than 05 years and they may be re-elected for an unlimited number of terms.

3. The structure of the Board of Directors is as follows:

a. Số lượng thành viên Hội đồng quản trị không điều hành của công ty đại chúng phải đảm bảo có tối thiểu 01 thành viên không điều hành trong trường hợp công ty có số thành viên Hội đồng quản trị từ 03 đến 05 thành viên. The company limits 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.

b. A Member of the Board of Directors ceases to be a member in the event of dismissal, removal, or replacement by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

c. The appointment of a Member of the Board of Directors must be disclosed in accordance with the law on information disclosure in the securities market.

d. A Member of the Board of Directors does not necessarily have to be a shareholder of the company.

Article 43. Standards and conditions for Members of the Board of Directors

(Based on the provisions of Clause 1, Clause 2, Article 155 of the Law on Enterprises, Article 275 of Decree No. 155/2020/NĐ-CP)

1. Members of the Board of Directors must meet the standards and conditions prescribed in Clause 1, Clause 2, Article 155 of the Law on Enterprises and the Company Charter.

2. The Chairman of the Board of Directors may not concurrently hold the position of General Director of the same public company.

3. A Member of the Board of Directors of a public company may only concurrently serve as a Member of the Board of Directors at a maximum of 05 other companies.

Article 44. Nomination and candidacy of Members of the Board of Directors

(Based on the provisions of Article 274 of Decree No. 155/2020/NĐ-CP; Clause 1, 2, 3, Article 24 of the Company Charter)

1. 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 Charter. Shareholders or groups of shareholders holding from 10% to less than 20% of total voting shares have the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% or more may nominate a maximum of six (06) candidates.

2. 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 Charter, the 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.

3. In case the number of candidates nominated by the incumbent Board of Directors under Clause 2 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, the 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 must be clearly announced before the General Meeting of Shareholders votes to elect Members of the Board of Directors in accordance with the law.

Article 45. Method of electing Members of the Board of Directors

(Based on the provisions of Clause 3, Article 148 of the Law on Enterprises, Clause 2, Article 21 of the Company Charter)

1. The voting for the election of Members of the Board of Directors must be conducted by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to aggregate all or part of their total votes for one or more candidates. The elected Members of the Board of Directors are determined by the number of votes counted

from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case 02 or more candidates receive the same number of votes for the last 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 based on criteria specified in the election regulations or the Company Charter.

2. If the number of candidates is less than or equal to the number of Members of the Board of Directors to be elected, the election of Members of the Board of Directors may be conducted by the cumulative voting method prescribed in Clause 3, Article 148 of the Law on Enterprises or by the voting method (Approve, Disapprove, Abstain). The voting rate for approval through the voting method is implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 46. Cases of dismissal, removal, replacement, and supplementation of Members of the Board of Directors

(Based on Article 160 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:

- a. Does not have sufficient standards and conditions as prescribed in Article 155 of the Law on Enterprises;
- b. Has submitted a resignation letter and it has been accepted;
- c. Other cases prescribed in the Company Charter.

2. The General Meeting of Shareholders shall remove a Member of the Board of Directors in the following cases:

- a. Has not participated in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;
- b. Other cases prescribed in the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace a Member of the Board of Directors; dismiss or remove a Member of the Board of Directors in cases other than those specified in Clause 1 and Clause 2 of this Article.

4. The Board of Directors must convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

a. The number of members of the Board of Directors is reduced by more than one-third (1/3) compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b. Except for the case stipulated in point a of this clause, the General Meeting of Shareholders shall elect new members to replace members of the Board of Directors who have been dismissed or removed at the nearest meeting.

Article 47. Announcement of election, dismissal, and removal of members of the Board of Directors

After a decision is made to elect, dismiss, or remove a member of the Board of Directors, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the procedures and regulations of the current Law.

Article 48. Method of nominating candidates for members of the Board of Directors

In case a candidate for the Board of Directors has been identified, the company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the published personal information and must commit to performing their duties honestly, carefully, and in the best interest of the company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

a. Full name, date, month, and year of birth;

b. Qualification;

c. Work history;

d. Other management positions (including positions as a member of the Board of Directors/Board of Members/Chairman of the Company of other companies);

- e. Interests related to the company and the company's related parties;
- f. Other information (if any) as stipulated in the Company Charter.

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, Board of Members, and other management positions, and interests related to the company of the candidate for the Board of Directors (if any).

Article 49. Election, removal, and dismissal of the Chairman of the Board of Directors

(Based on the provisions of Article 28 of the Company Charter)

1. The Chairman of the Board of Directors is elected, dismissed, and removed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors must not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

- a. To prepare the program and activity plan of the Board of Directors;
- b. To prepare the program, content, and documents for the meeting; to convene, preside over, and act as the Chairperson of the meeting of the Board of Directors;
- c. To organize the approval of resolutions and decisions of the Board of Directors;
- d. To supervise the implementation of resolutions and decisions of the Board of Directors;
- e. To act as the Chairperson of the General Meeting of Shareholders;
- f. Other rights and obligations as stipulated by the Law on Enterprises and the Company Charter.

4. In case the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed, the Board of Directors must elect a replacement within [10 days] from the date of receiving the resignation letter or the dismissal or removal.

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to perform the rights and

obligations of the Chairman of the Board of Directors. In case there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education center, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception and behavior control, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one of them to hold the position of Chairman of the Board of Directors based on the principle of majority of the remaining members approving until a new decision is made by the Board of Directors.

Section 3

REMUNERATION, SALARY, BONUSES, AND OTHER BENEFITS OF MEMBERS OF THE BOARD OF DIRECTORS

Article 50. Remuneration, bonuses, and other benefits of members of the Board of Directors

(Based on the provisions of Article 27 of the Company Charter)

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors based on business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of the member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration level for each member based on the principle of consensus. The total remuneration and bonus level of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors is included in the Company's business expenses in accordance with the law on corporate income tax, is presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors working at sub-committees of the Board of Directors or

performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per task, salary, commission, percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as a member of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company Charter.

Section 4

REGULATIONS ON THE SEQUENCE AND PROCEDURES FOR ORGANIZING MEETINGS OF THE BOARD OF DIRECTORS

Article 51. Minimum number of meetings per month/quarter/year

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors is elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting is convened and presided over by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the highest number of votes or the highest percentage of votes and they are equal, the members shall elect based on the majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors meets at least once every quarter and may hold extraordinary meetings.

Article 52. Cases where extraordinary meetings of the Board of Directors must be convened

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors convenes the meeting of the Board of Directors in the following cases:

- a. At the request of the Supervisory Board;
- b. At the request of the General Director or at least 05 other managers;
- c. At the request of at least 02 members of the Board of Directors;
- d. Other cases as stipulated by the Company Charter.

e. The request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

2. The Chairman of the Board of Directors must convene the meeting of the Board of Directors within 07 working days from the date of receiving the request stipulated in Clause 3 of this Article. In case of failure to convene the meeting of the Board of Directors as requested, the Chairman of the Board of Directors must be responsible for the damages caused to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

Article 53. Notice of meeting of the Board of Directors and the right to attend the meeting of the Board of Directors of members of the Supervisory Board

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

1. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least 05 working days before the meeting date. The meeting invitation notice must specify the time and venue of the meeting, the program, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting card of the member.

2. The meeting invitation notice for the Board of Directors can be sent by invitation letter, telephone, fax, electronic means, or other methods as stipulated by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered at the Company.

3. The Chairman of the Board of Directors or the person convening the meeting shall send the meeting invitation notice and accompanying documents to the members of the Supervisory Board as they do for the members of the Board of Directors.

4. Members of the Supervisory Board have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

Article 54. Conditions for organizing meetings of the Board of Directors

(Based on the provisions of Article 157 of the Law on Enterprises; Article 29 of the Company Charter)

A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members are present. In case the meeting convened according to the provisions of this clause does not have enough members as prescribed, it shall be convened for the second time within 05 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors are present.

Article 55. Voting method

(Pursuant to Article 29 of the Company Charter)

1. A member of the Board of Directors shall be considered as attending and voting at the meeting in the following cases:

- a. Attending and voting directly at the meeting;
- b. Authorizing another person to attend and vote in accordance with the provisions of this Article;
- c. Attending and voting via online conference, electronic voting, or other electronic forms;
- d. Sending a voting card to the meeting via mail, fax, or email;
- e. Sending a voting card by other means as prescribed by law (If any).

2. In case of sending a voting card to the meeting via mail, the voting card must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The voting card shall only be opened in the presence of all attendees.

3. Voting:

a. Except for the provisions at Point b, Clause 3 of this Article, each member of the Board of Directors or a person authorized in accordance with Clause 1 of this Article who is physically present in their personal capacity at the meeting of the Board of Directors shall have one (01) vote;

b. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons in accordance with the Law on Enterprises and Article 42 of the Company Charter;

c. A Supervisor has the right to attend meetings of the Board of Directors, has the right to discuss but shall not vote.

4. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when approving matters under the authority of the Board of Directors at Clause 2, Article 26 of the Company Charter.

A resolution in the form of written opinion collection is passed based on the approval of the majority of members of the Board of Directors with voting rights. This resolution has the same effect and validity as a resolution passed at a meeting.

5. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are in different locations, provided that each member participating in the meeting can:

a. Hear each other member of the Board of Directors participating in the meeting speak;

b. Speak to all other attending members simultaneously. Discussions between members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered to be “present” at that meeting. The venue of the

meeting organized according to this provision is the location where the majority of the members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone that is organized and conducted legally shall take effect immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes of all members of the Board of Directors attending this meeting.

6. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted in the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the minute-taker.

Article 56. Method of passing a resolution of the Board of Directors

(Pursuant to Article 29 of the Company Charter)

A resolution or decision of the Board of Directors is passed if it is approved by the majority of members attending the meeting; in case of a tie, the final decision belongs to the side with the opinion of the Chairperson of the Board of Directors.

Article 57. Authorization for another person to attend the meeting by a member of the Board of Directors

(Pursuant to Article 29 of the Company Charter)

Members must fully attend meetings of the Board of Directors. A member may authorize another person to attend and vote if approved by the majority of the members of the Board of Directors.

Article 58. Preparing minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

Meetings of the Board of Directors must be recorded in minutes and may be recorded, recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a. Name, Address, enterprise identification number;
- b. Time and Venue of the meeting;
- c. Purpose, program, and content of the meeting;
- d. Full name of each member attending the meeting or the person authorized to attend and the method of attendance; full names of members not attending and the reasons;
- e. Matters discussed and voted on at the meeting;
- f. Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;
- g. Voting results, clearly stating the members who Approve, Disapprove, and Abstain;
- h. Matters passed and the corresponding voting rate;
- i. Full name and signature of the Chairperson and the minute-taker, except for cases prescribed in Article 59 of these Regulations.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's Address.

Minutes prepared in Vietnamese and in a foreign language have the same legal validity. In case there is a difference in content between the minutes in Vietnamese and in a foreign language, the content in the Vietnamese minutes shall apply.

The Chairperson, the minute-taker, and those who sign the minutes must be responsible for the honesty and accuracy of the content of the Board of Directors meeting minutes.

The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's Address.

Article 59. In case the Chairperson and/or secretary refuses to sign the minutes of the Board of Directors meeting

(Pursuant to the provisions of Article 158 of the Law on Enterprises)

In case the Chairperson or the minute-taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the

meeting and contains full content as prescribed in Points a, b, c, d, dd, e, g, and h of Article 58 of these Regulations, then this minutes shall be valid.

Article 60. Announcement of resolutions and decisions of the Board of Directors

After issuing a Resolution/Decision of the Board of Directors, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and current regulations.

Section 5

THE COMMITTEES OF THE BOARD OF DIRECTORS

Article 61. Committees under the Board of Directors

(Pursuant to Article 30 of the Company Charter)

1. When deemed necessary, the Board of Directors may establish committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of the committee shall be decided by the Board of Directors, with a minimum of 03 people including members of the Board of Directors and external members. Non-executive members of the Board of Directors should account for the majority in the committee, and one of these members shall be appointed as the Head of the committee according to the decision of the Board of Directors. The operation of the committee must comply with the regulations of the Board of Directors. A resolution of the committee is only valid when the majority of members attend and vote to approve it at the committee meeting.

2. The implementation of decisions of the Board of Directors or of committees under the Board of Directors must be in accordance with current legal regulations and the provisions of the Company Charter and the Regulations on Corporate Governance.

Section 6

SELECTION, APPOINTMENT, AND DISMISSAL OF THE CORPORATE GOVERNANCE OFFICER

Article 62. Standards for the Corporate Governance Officer

(Pursuant to Clause 2, Article 31 of the Company Charter)

The Corporate Governance Officer shall not simultaneously work for an approved auditing organization that is auditing the Company's Financial Statements.

Article 63. Appointment of the Corporate Governance Officer

(Pursuant to Clause 1, Article 31 of the Company Charter)

The Board of Directors of the Company must appoint at least 01 Corporate Governance Officer to support corporate governance at the enterprise. The Corporate Governance Officer may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

Article 64. Cases of dismissal of the Corporate Governance Officer

1. The Board of Directors may remove/dismiss the Corporate Governance Officer when necessary, but not contrary to current labor laws.

2. The Corporate Governance Officer may be removed according to a resolution of the General Meeting of Shareholders.

Article 65. Announcement of appointment and dismissal of the Corporate Governance Officer

After the decision to appoint or dismiss the Corporate Governance Officer is made, the Company is responsible for disclosing information internally within the Company and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and current laws.

Article 66. Rights and Obligations of the Corporate Governance Officer

(Pursuant to Clause 3, Article 31 of the Company Charter)

The Corporate Governance Officer has the following rights and obligations:

a. To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and related tasks between the Company and shareholders;

b. To prepare meetings of the Board of Directors, the Supervisory Board, and the General Meeting of Shareholders as requested by the Board of Directors or the Supervisory Board;

- c. To advise on meeting procedures;
- d. To attend meetings;
- e. To advise on procedures for drafting resolutions of the Board of Directors in accordance with the provisions of law;
- f. To provide financial information, copies of minutes of Board of Directors meetings, and other information to members of the Board of Directors and members of the Supervisory Board;
- g. To supervise and report to the Board of Directors on the Company's information disclosure activities;
- h. To act as a contact point for related parties;
- i. To maintain confidentiality of information in accordance with the provisions of law and the Company Charter;
- j. Other rights and obligations as prescribed by law.

Chapter IV

SUPERVISORY BOARD

Section 1

GENERAL PROVISIONS

Article 67. Role, rights, and obligations of the Supervisory Board, and responsibilities of members of the Supervisory Board

(Pursuant to Article 287, Article 288 of Decree No. 155/2020/NĐ-CP)

1. Members of the Supervisory Board have rights as prescribed by the Law on Enterprises, relevant laws, the Company Charter, and the Regulations on Operation of the Board of Supervisors, including the right to access information and documents related to the company's operational situation. Members of the Board of Directors, the General Director, and other executives of the enterprise are responsible for providing information in a timely and complete manner as requested by members of the Supervisory Board.

2. Members of the Supervisory Board are responsible for complying with the provisions of law, the Company Charter, the Regulations on Operation of the Board

of Supervisors, and professional ethics in exercising their assigned rights and obligations.

3. The Supervisory Board has rights and obligations as prescribed in Article 170 of the Law on Enterprises, the Company Charter, and the following rights and obligations:

a. To propose and recommend the General Meeting of Shareholders to approve the list of audit organizations authorized to audit the company's Financial Statements; to decide on the authorized audit organization to inspect the company's operations, and to dismiss the authorized auditor when deemed necessary.

b. To be responsible to shareholders for its supervisory activities.

c. To supervise the company's Financial Situation and the compliance with the law in the activities of members of the Board of Directors, the General Director, and other managers.

d. To ensure coordination with the Board of Directors, the General Director, and shareholders.

e. In case of detecting violations of the law or the Company Charter by members of the Board of Directors, the General Director, or other executives of the enterprise, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and take measures to remedy the consequences.

f. To develop the Regulations on Operation of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. The Minister of Finance shall provide a template for the Regulations on Operation of the Board of Supervisors for public companies to refer to when developing their own Regulations on Operation of the Board of Supervisors.

g. To report at the General Meeting of Shareholders as prescribed in Article 290 of Decree 155/2020/NĐ-CP.

Section 2

REGULATIONS ON TERM, QUANTITY, COMPOSITION, AND STRUCTURE OF MEMBERS OF THE SUPERVISORY BOARD

Article 68. Quantity, term, composition, and structure of members of the Supervisory Board

(Pursuant to the provisions of Article 168 of the Law on Enterprises, Clause 1, Article 37 of the Company Charter)

1. The number of members of the Supervisory Board of the Company is 03.
2. The term of a Supervisor shall not exceed 05 years and they may be re-elected for an unlimited number of terms.
3. Members of the Supervisory Board are not required to be shareholders of the company.
4. The Head of the Board of Supervisors is elected by the Supervisory Board from among the Supervisors; the election, dismissal, and removal are based on the majority principle. The rights and obligations of the Head of the Board of Supervisors are prescribed by the Company Charter. The Supervisory Board must have more than half of its Supervisors residing in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities, unless the Company Charter provides for other higher standards.
5. In case the term of all Supervisors ends at the same time but the new Supervisors have not yet been elected, the outgoing Supervisors shall continue to exercise their rights and obligations until the new Supervisors are elected and take office.

Article 69. Standards and conditions for members of the Supervisory Board

(Pursuant to the provisions of Article 169 of the Law on Enterprises, Clause 2, Article 37 of the Company Charter)

1. Supervisors must meet the following standards and conditions:
 - a. Not falling into the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;

b. Having been trained in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major suitable for the enterprise's business activities;

c. Not being a family member of a member of the Board of Directors, the General Director, or other managers;

d. Not being a manager of the company; not necessarily being a shareholder or employee of the company;

e. Not being a person working in the accounting or finance department of the Company;

f. Not being a member or employee of an independent audit organization that has audited the company's Financial Statements in the 03 consecutive years prior.

g. Other standards and conditions as prescribed by other relevant laws.

2. In addition to the standards and conditions prescribed in Clause 1 of this Article, the company's Supervisors must ensure they meet all conditions prescribed in Clause 02, Article 169 of the Law on Enterprises.L

3. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors of economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business activities.

Article 70. Nomination and candidacy of members of the Supervisory Board

(Pursuant to the provisions of Article 285 of Decree No. 155/2020/NĐ-CP; Article 36 of the Company Charter)

1. The candidacy and nomination of members of the Supervisory Board shall be carried out similarly to the provisions in Clause 1, Article 24 of the Company Charter. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting Shares has the right to nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% or more may nominate a maximum of three (03) candidates.

2. In case the number of candidates for the Supervisory Board through nomination and candidacy as prescribed in Clause 5, Article 115 of the Law on Enterprises is not sufficient, the incumbent Supervisory Board may nominate

additional candidates as prescribed in the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The nomination of additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

3. In case the number of candidates nominated by the incumbent Supervisory Board according to Clause 2 of this Article is still not sufficient, the incumbent Supervisory Board shall organize for other shareholders to nominate in accordance with the Company Charter, the Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the incumbent Supervisory Board must be clearly announced before the General Meeting of Shareholders votes to elect members of the Supervisory Board in accordance with the law.

Article 71. Method of electing members of the Supervisory Board

(Pursuant to the provisions of Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14, Clause 2, Article 20 of the Company Charter)

1. Voting to elect members of the Supervisory Board must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of Shares owned multiplied by the number of members to be elected to the Supervisory Board, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The elected members of the Supervisory Board are determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Supervisory Board, a re-election will be held among the candidates with the same number of votes or selection will be made according to the criteria prescribed in the election regulations, the Regulations on Operation of the Board of Supervisors, or the Company Charter.

2. If the number of candidates is less than or equal to the number of members of the Supervisory Board to be elected, the election of members of the Supervisory Board may be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (Approve, Disapprove, Abstain). The

voting rate for approval by the voting method shall be implemented according to Clause 2, Article 20 of the Company Charter.

Article 72. Cases of dismissal and removal of members of the Supervisory Board

(Pursuant to the provisions of Article 174 of the Law on Enterprises)

1. The General Meeting of Shareholders shall dismiss a member of the Supervisory Board in the following cases:

- a. No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
- b. Submitting a resignation letter and having it approved;
- c. Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:

- a. Failing to complete assigned tasks and duties;
- b. Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c. Repeated violations, or serious violations of the obligations of a Member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d. Other cases as per the resolution of the General Meeting of Shareholders.

Article 73. Notification of election, dismissal, and removal of members of the Supervisory Board

After a decision on the election, dismissal, or removal of a Supervisor is made, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and provisions of current law.

Article 74. Remuneration and other benefits of members of the Supervisory Board

(Pursuant to the provisions of Article 172 of the Law on Enterprises)

1. Members of the Supervisory Board are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Supervisory Board;

2. Members of the Supervisory Board are reimbursed for reasonable expenses for food, accommodation, travel, and the use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the total annual operating budget of the Supervisory Board approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders;

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

Chapter V

GENERAL DIRECTOR

Article 75. Role, responsibilities, rights, and obligations of the General Director

(Pursuant to Clauses 2 and 4, Article 34 of the Company Charter)

1. The General Director is the person who manages the daily business operations of the Company; is under the supervision of the Board of Directors; and is responsible to the Board of Directors and before the law for the performance of assigned rights and obligations.

2. The General Director has the following rights and obligations:

a. Deciding on issues related to the daily business operations of the Company that do not fall under the authority of the Board of Directors;

b. Organizing the implementation of resolutions and decisions of the Board of Directors;

c. Organizing the implementation of the Company's business plans and investment schemes;

- d. Proposing the organizational structure and internal management regulations of the Company;
- e. Appointing, dismissing, and removing management positions within the Company, except for positions under the authority of the Board of Directors;
- f. Deciding on salaries and other benefits for employees in the Company, including managers under the appointment authority of the General Director;
- g. Recruiting employees;
- h. Proposing plans for dividend payment or handling of business losses;
- i. Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

Article 76. Term, standards, and conditions of the General Director

(Pursuant to the provisions of Clause 5, Article 162 of the Law on Enterprises; Clause 3, Article 34 of the Company Charter)

The term of the General Director shall not exceed 05 years and they may be reappointed for an unlimited number of terms. The General Director must meet the following standards and conditions:

- a. Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;
- b. Not being a person with family relations with managers of the enterprise, Supervisors of the company and the Parent Company; representatives of state capital, or representatives of enterprise capital at the company and the Parent Company;
- c. Possessing the necessary Qualification and experience in corporate business management.

Article 77. Candidacy and nomination of the General Director

The Board of General Directors and members of the Board of Directors have the right to nominate candidates for the position of General Director in accordance with the standards and conditions specified in Article 76 of these Regulations and submit them to the Board of Directors for consideration when the Company has a need to find a General Director.

Article 78. Appointment, dismissal, signing of contracts, and termination of contracts for the General Director

(Pursuant to Clauses 1 and 6, Article 34 of the Company Charter)

The Board of Directors appoints 01 member of the Board of Directors or hires another person to be the General Director.

The Board of Directors may dismiss the General Director when a majority of the members of the Board of Directors with voting rights present at the meeting approve, and appoint a new General Director as a replacement.

The Board of Directors has the authority to sign/terminate contracts and decide on the terms of employment contracts as specified in Point i, Clause 2, Article 26 and Article 34 of the Company Charter

Article 79. Notification of appointment, dismissal, signing of contracts, and termination of contracts for the General Director

After a decision on the election, dismissal, or removal of the General Director is made, the Company is responsible for disclosing the information internally and to relevant authorities, on mass media, and on the Company's website in accordance with the sequence and provisions of current law.

Article 80. Remuneration and other benefits of the General Director

(Pursuant to Clauses 3 and 4, Article 29 of the Company Charter)

1. The General Director is paid a salary and bonus. The salary and bonus of the General Director are decided by the Board of Directors.

2. The salary of the Executive is included in the Company's business expenses in accordance with the laws on corporate income tax, is shown as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

Chapter VI

OTHER ACTIVITIES

Section 1

REGULATIONS ON COORDINATION OF ACTIVITIES BETWEEN THE BOARD OF DIRECTORS, THE SUPERVISORY BOARD, AND THE GENERAL DIRECTOR

Article 81. Procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the General Director

The procedures and sequence for convening, notifying meetings, recording minutes, and announcing meeting results between the Board of Directors, the Supervisory Board, and the General Director are carried out according to the procedures and sequence for convening Board of Directors meetings specified in Section 4, Chapter 3 of these Regulations.

Article 82. Notification of Resolutions/Decisions of the Board of Directors to the Supervisory Board

(Pursuant to the provisions of Clause 1, Article 171 of the Law on Enterprises)

Resolutions/Decisions and minutes of Board of Directors meetings after being issued must be sent to Supervisors at the same time and in the same manner as to members of the Board of Directors.

Article 83. Notification of Resolutions/Decisions of the Board of Directors to the General Director

Resolutions/Decisions of the Board of Directors (with content related to the responsibilities, powers, and obligations of the General Director) after being issued must be sent to the General Director at the same time and in the same manner as to members of the Board of Directors.

Article 84. Cases where the Supervisory Board and the General Director request to convene a meeting of the Board of Directors and issues requiring the opinion of the Board of Directors

(Pursuant to the provisions of Point h, Clause 3, Article 162 of the Law on Enterprises, Article 288 of Decree No. 155/2020/NĐ-CP, Clause 4, Article 34, and Article 39 of the Company Charter)

1. Cases of requesting to convene a meeting of the Board of Directors

a. The Supervisory Board may request to convene a meeting of the Board of Directors in the following cases:

- Upon the request of a shareholder/group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

- When it is determined that the Supervisor's right to access information and documents related to the Company's operations is not fully implemented in accordance with current law and the Company Charter;

- When detecting acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, and other enterprise managers after having notified the Board of Directors in writing in accordance with Clause 5, Article 40 of the Company Charter, but the violating person has not ceased the violation or implemented solutions to remedy the consequences;

b. The General Director may request to convene a meeting of the Board of Directors in the following cases:

- When it is determined that the rights of the General Director as prescribed in Article 34 of the Company Charter are not being exercised;

- When detecting acts of violation of the law or the Company Charter by other enterprise managers after having notified the Board of Directors in writing, but the violating person has not ceased the violation or implemented solutions to remedy the consequences;

2. Issues requiring the opinion of the Board of Directors:

a. Proposing to the Board of Directors the organizational structure and internal management regulations of the Company;

b. Proposing measures to improve the operation and management of the Company;

c. The General Director must prepare a plan for the Board of Directors to approve issues related to the recruitment, dismissal of employees, salaries, social insurance, welfare, rewards, and discipline for employees and enterprise managers.

d. The General Director must prepare a plan for the Board of Directors to approve issues related to the Company's relationship with trade union organizations in accordance with the best standards, practices, and management policies, the

practices and policies specified in the Company Charter, the Company's regulations, and current legal provisions.

e. Seeking the opinion of the Board of Directors on the audited Financial Statements (including the balance sheet, the statement of Operating Results, and the projected cash flow statement) for each fiscal year, which must be submitted for the Board of Directors' approval;

f. Proposing plans for dividend payment or handling of business losses;

g. Seeking the opinion of the Board of Directors to approve the detailed business plan for the next fiscal year;

h. Other matters when deemed in the interest of the Company.

Article 85. Report of the General Director to the Board of Directors on the performance of assigned duties and powers

(Pursuant to the provisions in Appendix IV of Circular No. 96/2020/TT-BTC, Clause 4, Article 35 of the Company Charter)

1. Report on the implementation status of the Resolutions of the Board of Directors and the General Meeting of Shareholders, and the business and investment plans of the Company approved by the Board of Directors and the General Meeting of Shareholders;

2. Periodically, on a quarterly and annual basis, report on the assessment of the financial situation and the situation of production and business operations of the Company;

3. Report on improvements in organizational structure, policies, and management;

4. Annual report on the implementation of obligations towards the environment, the community, and employees;

5. Report on the implementation status of other matters authorized by the Board of Directors and the General Meeting of Shareholders;

6. Perform reporting on other matters as requested by the Board of Directors.

Article 86. Review the implementation of resolutions and other matters authorized by the Board of Directors to the General Director

Based on the report of the General Director on the performance of assigned duties and powers in accordance with Article 75 of this Regulation, the Board of Directors shall review the results of the implementation of resolutions and other matters authorized by the Board of Directors to the General Director.

Article 87. Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors and the Board of Supervisors

(Pursuant to the provisions in Clause 3, Article 291 of Decree No. 155/2020/NĐ-CP, Article 34, Clause 3, Article 42, and Article 44 of the Company Charter)

Matters that the General Director must report, provide information on, and the method of notification to the Board of Directors.

1. Contents according to Article 84 of this Regulation;
2. The General Director is obligated to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies controlled by the Company with 50% or more of the charter capital with those same entities or with their affiliated persons in accordance with the law.
3. Other contents requiring consultation or reporting to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days.
4. Specifically, in the case of approving contracts and transactions according to the provisions of Clause 1, Article 167 of the Law on Enterprises with a value of less than 35% of the total value of the enterprise's assets recorded in the most recent Financial Statements or another smaller percentage or value as prescribed in the Company Charter, the representative of the Company signing the contract or transaction must notify the members of the Board of Directors and the Supervisors about the related parties involved in that contract or transaction and attach the draft contract or the main contents of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notice, unless the Company Charter provides for a different time limit;

members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

5. Matters that the General Director must report, provide information on, and the method of notification to the Board of Supervisors

a. The report of the General Director submitted to the Board of Directors or other documents issued by the Company shall be sent to the Supervisors at the same time and in the same manner as for members of the Board of Directors.

b. The General Director and other managers of the enterprise must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company as requested by the Supervisors or the Board of Supervisors.

c. The method of notification to the Board of Supervisors shall be carried out in the same manner as for the Board of Directors.

Article 88. Coordinate control, administration, and supervision activities among members of the Board of Directors, Supervisors, and the General Director according to the specific duties of the aforementioned members

1. Coordination of activities between the Board of Supervisors and the Board of Directors:

The Board of Supervisors plays a role in supervision, coordination, consultation, and providing full, timely, and accurate information. Specifically as follows:

a. Regularly notify the Board of Directors of operational results and consult the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders;

b. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and answer matters that need clarification;

c. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the Board of Directors to provide additional grounds to assist the Board of

Directors in the management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the Board of Directors and the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

d. In case the Board of Supervisors discovers acts of violation of the law or the Company Charter by members of the Board of Directors, the Board of Supervisors shall notify the Board of Directors in writing within forty-eight (48) hours, requesting the person committing the violation to terminate the violation and take measures to remedy the consequences;

e. Supervisors are obligated to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies controlled by the Company with 50% or more of the charter capital with those same entities or with their affiliated persons in accordance with the law;

f. For recommendations related to the operational and financial situation of the Company, the Board of Supervisors must send the document along with relevant documents at least fifteen (15) days before the expected date of receiving a response;

g. Contents of recommendations to the Board of Directors must be sent at least seven (07) working days in advance, and the Board of Directors will respond within seven (07) working days;

h. The Board of Directors creates favorable conditions for the Board of Supervisors to exercise its rights and obligations.

2. Coordination of activities between the Board of Supervisors and the General Director:

The Board of Supervisors has the function of inspection and supervision.

a. In meetings of the Board of Supervisors, the Board of Supervisors has the right to request the General Director (simultaneously requesting members of the Board of Directors, the General Director, and representatives of the approved auditing organization) to attend and answer matters that need clarification regarding the issues that the Supervisors are concerned about;

b. Periodic and ad-hoc inspections by the Board of Supervisors must have written conclusions (no later than fifteen (15) days from the date of completion) sent to the General Director to provide additional grounds to assist the General Director in the management of the Company. Depending on the level and results of the aforementioned inspection, the Board of Supervisors must discuss and reach a consensus with the General Director before reporting to the General Meeting of Shareholders. In case of disagreement, they are authorized to reserve their opinion in the minutes, and the Head of the Board of Supervisors is responsible for reporting to the nearest General Meeting of Shareholders;

c. Supervisors have the right to request the General Director to create conditions for access to records and documents related to the business operations of the Company at the Head Office or the place where records are stored;

d. Regarding information and documents on management, administration of business operations, and reports on business situation and Financial Statements, the written request for provision from the Board of Supervisors must be sent to the Company at least forty-eight (48) working hours before the expected time of receiving a response. The Board of Supervisors must not use information that has not been permitted for disclosure by the Company or disclose it to others to carry out related transactions;

e. Contents of recommendations on measures to amend, supplement, and improve the organizational structure of management, supervision, and administration of the Company's business operations by the Board of Supervisors must be sent to the General Director at least seven (07) working days before the expected date of receiving a response;

f. The General Director creates favorable conditions for the Board of Supervisors to exercise its rights and obligations.

3. Coordination of activities between the General Director and the Board of Directors: The General Director is the person representing the administration of the Company's operations, ensuring that the Company operates continuously and effectively.

a. When recommending plans for organizational structure or internal management regulations of the Company, the General Director shall send them to

the Board of Directors as soon as possible but no less than seven (07) days before the date that content needs to be decided;

b. The General Director must prepare a plan for the Board of Directors to approve matters related to recruitment, termination of employment, salary, social insurance, benefits, rewards, and discipline for employees and managers;

c. The General Director must prepare a plan for the Board of Directors to approve matters related to the Company's relationship with trade union organizations according to the best standards, practices, and management policies, the practices and policies prescribed in the Company Charter, the Company's regulations, and current legal provisions;

d. The General Director is obligated to notify the Board of Directors of transactions between the Company, the Company's subsidiaries, and other companies controlled by the Company with 50% or more of the charter capital with those same entities or with their affiliated persons in accordance with the law;

e. Other contents requiring consultation according to the provisions in Clause 2, Article 84 of this Regulation must be sent to the Board of Directors at least seven (07) working days before the expected date of receiving a response.

Section 2

REGULATIONS ON ANNUAL EVALUATION OF REWARD AND DISCIPLINE ACTIVITIES FOR MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, THE GENERAL DIRECTOR, AND OTHER MANAGERS

Article 89. Regulations on the evaluation of the performance of members of the Board of Directors, Supervisors, the General Director, and other managers

1. The Board of Directors is responsible for developing performance evaluation standards for all subjects who are members of the Board of Directors, the General Director, and other managers.

2. The performance evaluation criteria must balance the interests of the corporate executives with the long-term interests of the Company and its

shareholders. The financial and non-financial indicators used in the evaluation are carefully considered and decided by the Board of Directors from time to time. In particular, non-financial indicators may include: interests of stakeholders, operational efficiency, progress and improvements achieved, etc.

3. Annually, based on the assigned functions and duties and the established evaluation criteria/results achieved, the Board of Directors organizes the performance evaluation of the Members of Board of Director.

4. The performance evaluation of the Supervisors is organized and implemented according to the method mentioned in the organizational and operational structure of The Board of Supervisors.

5. The performance evaluation of other executives is carried out in accordance with internal regulations or may be based on the self-evaluation reports of these executives.

Article 90. Rewards

1. The Board of Directors or the Remuneration Committee (If any) is responsible for developing reward policies. Rewards are granted based on the performance evaluation results at Article 89 of these Regulations.

2. Forms of rewards: in cash, in Shares (issuing Shares under an employee stock ownership plan), or other forms developed by the Board of Directors or the Remuneration Committee. The forms of rewards shall be planned by the General Director and submitted to the Board of Directors for approval; in cases exceeding their authority, they shall be submitted to the General Meeting of Shareholders for approval.

3. The reward scheme for Members of Board of Director and Supervisors shall be decided by the General Meeting of Shareholders.

4. For corporate executives: the funding source for rewards is deducted from the Company's Reward and Welfare Fund and other legal sources. The reward level is based on the actual annual business results; the General Director shall propose it to the Board of Directors for approval; in cases exceeding their authority, it shall be submitted to the General Meeting of Shareholders for approval.

Article 91. Discipline

1. The Board of Directors is responsible for developing disciplinary forms based on the nature and severity of the violation. The highest form of discipline must be removal or dismissal from office.

2. Members of Board of Director, Supervisors, and corporate executives who fail to fulfill their duties with honesty, diligence, and prudence shall be personally liable for the damages they cause.

3. Members of Board of Director, Supervisors, and corporate executives who, while performing their duties, commit acts in violation of legal provisions or the Company's regulations shall be subject to disciplinary action, administrative penalties, or criminal prosecution depending on the severity of the violation, in accordance with the law and the Company Charter. In case of causing damage to the interests of the Company, shareholders, or other persons, they shall be liable for compensation in accordance with the law.

Chapter VII

AMENDMENTS TO REGULATIONS ON CORPORATE GOVERNANCE

Article 92. Supplementing and amending the Regulations on Corporate Governance

1. The supplementation or amendment of these Regulations must be considered and decided by the General Meeting of Shareholders of the Company.

2. In case there are legal provisions related to the company's operations that have not been mentioned in these regulations, or in case there are new legal provisions that differ from the terms in these regulations, those legal provisions shall automatically apply and govern the company's operations.

Chapter VIII

EFFECTIVE DATE

Article 93. Effective date

1. These Regulations consist of 08 Chapters and 93 Articles, which were unanimously approved by the General Meeting of Shareholders of Ba Ria - Vung

Tau Tourism Joint Stock Company on ... [Month] ... [Year] 2021 and the full text of these regulations was accepted as effective.2026

2. These Regulations are the sole and official regulations of the company.

3. Copies or extracts of the Regulations on Corporate Governance must bear the signature of the Chairman of the Board of Directors.

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



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

Tel: (0254) 385 6445 Fax: (0254) 385 6444 Website: www.vungtautourist.com.vn

No.: /TTr-HĐQT

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the amendment and supplementation of the Regulations on Operation of the Board of Directors

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on June 17, 2020;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of THE SOCIALIST REPUBLIC OF VIETNAM on November 26, 2019;*
- *Government Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Government Decree No. 245/2025/NĐ-CP dated September 11, 2025 amending and supplementing a number of articles of Government Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, of the Ministry of Finance guiding a number of articles on Corporate Governance applicable to public companies;*
- *The Charter of Ba Ria - Vung Tau Tourist Joint Stock Company.*

The Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company respectfully submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Regulations on Operation of the Board of Directors of Ba Ria - Vung Tau Tourist Joint Stock Company, in order to comply with current legal regulations (attached documents).

(The Company requests that Shareholders read the full detailed content of the draft Regulations on Operation of the Board of Directors in the aforementioned attached documents).

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

Sincerely./.

Recipients:

- General Meeting of Shareholders;
- Members of the Board of Directors, Board of Management, The Board of Supervisors;
- Archived: Admin Office, Secretary.

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

Thai Hoang Than

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

**REGULATIONS ON OPERATION OF THE BOARD OF
DIRECTORS**

**JOINT STOCK COMPANY
BA RIA - VUNG TAU TOURIST**



*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders
Ba Ria - Vung Tau Tourist Joint Stock Company)*

Vung Tau Ward, Ho Chi Minh City,..... Year 2026

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Chapter I

GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Regulations on Operation of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and its members to operate in accordance with the Law on Enterprises, the Company Charter, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related persons mentioned in these Regulations.

Article 2. Principles of operation of the Board of Directors

1. The Board of Directors works on the principle of collective decision-making. Members of the Board of Directors are individually responsible for their assigned tasks and collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors assigns the General Director the responsibility to organize and execute the resolutions and decisions of the Board of Directors.

Article 3. Definitions and terminology

1. In these Regulations, the following terms are understood as follows:

a) Charter Capital is the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of the Charter of Ba Ria - Vung Tau Tourist Joint Stock Company;

b) Law on Enterprises is the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its guiding documents and documents amending, supplementing, or replacing it (if any);

c) Law on Securities is the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its guiding documents and documents amending, supplementing, or replacing it (if any);

d) Business manager is a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles appointed by the General Meeting of Shareholders or the Board of Directors;

e) Related person is an individual or organization as defined in Clause 46, Article 4 of the Law on Securities;

f) Shareholder is an individual or organization owning at least one share of the joint stock company;

g) Member of the Board of Supervisors is a Supervisor;

h) Non-executive member of the Board of Directors is a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other executives as prescribed by the Company Charter.

2. In these Regulations, references to one or more regulations or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Company Charter, and the following obligations:

a) Perform their duties honestly and carefully for the best interests of the shareholders and the Company;

b) Fully attend meetings of the Board of Directors and provide opinions on issues raised for discussion;

c) Report promptly and fully to the Board of Directors on remuneration received from Subsidiaries, Associated Companies, and other organizations;

d) Report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, or other companies controlled by the Company (holding 50% or more of charter capital) with the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors is a founding member or a business manager within the 03 years prior to the time of transaction;

đ) Disclose information when conducting transactions involving the Company's shares in accordance with the law.

Article 5. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units.

2. The requested business manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are as prescribed in Point r, Clause 2, Article 26 of the Company Charter.

Article 6. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is 05.

2. The term of office of a member of the Board of Directors shall not exceed 05 years and may be re-elected for an unlimited number of terms.

3. In the event that all members of the Board of Directors end their term at the same time, they shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over the work.

4. Structure of members of the Board of Directors:

The number of non-executive members of the Board of Directors of a public company must ensure at least 01 non-executive member in the case where the company has from 03 to 05 members of the Board of Directors. The Company limits 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.

Article 7. Standards and conditions for members of the Board of Directors

Members of the Board of Directors must meet the following standards and conditions:

a) Not fall under the cases specified in Clause 2, Article 17 of the Law on Enterprises;

b) Possess professional qualifications and experience in business administration or in the Company's business lines and industries, and are not necessarily shareholders of the Company;

c) A member of the Board of Directors of the Company may concurrently be a member of the Board of Directors of another company;

d) For state-owned enterprises as prescribed in Point b, Clause 1, Article 88 of the Law on Enterprises and subsidiaries of state-owned enterprises as prescribed in Clause 1, Article 88 of the Law on Enterprises, members of the Board of Directors shall not be related persons of the General Director and other managers of the Company; or of the managers or persons with authority to appoint managers of the Parent Company.

Article 8. Chairman of the Board of Directors

1. The Chairman of the Board of Directors is elected, released, or dismissed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors has the following rights and obligations:

a) Develop the program and plan of activities of the Board of Directors;

b) Prepare the program, content, and documents for meetings; convene, preside over, and act as Chairperson of meetings of the Board of Directors;

c) Organize the approval of resolutions and decisions of the Board of Directors;

d) Supervise the organization and implementation of resolutions and decisions of the Board of Directors;

đ) Act as Chairperson of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

4. In the event that the Chairman of the Board of Directors submits their resignation or is dismissed, the Board of Directors must elect a replacement within 10 days from the date of receiving the resignation letter or the dismissal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In the event that there is no

authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has fled from their place of residence, has limited or lost civil act capacity, has difficulty in perception or control of behavior, or is prohibited by the Court from holding certain positions or practicing certain professions, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors by majority vote of the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it does not violate current labor laws. The Company Secretary has the following rights and obligations:

a) Support the organization of the convening of the General Meeting of Shareholders and the Board of Directors; record meeting minutes;

b) Support Members of Board of Director in exercising their assigned rights and obligations;

c) Support the Board of Directors in applying and implementing the principles of Corporate Governance;

d) Support the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; compliance with obligations regarding information disclosure, publicization of information, and administrative procedures;

đ) Other rights and obligations as prescribed by the Company Charter and the Regulations on Corporate Governance.

Article 9. Release, dismissal, replacement, and supplementation of Members of Board of Director

1. The General Meeting of Shareholders shall release a Member of the Board of Directors in the following cases:

a) Failing to meet the standards and conditions prescribed in Article 155 of the Law on Enterprises;

b) Submitting a resignation letter which is accepted;

c) Other cases as prescribed by the Company Charter.

2. The General Meeting of Shareholders shall dismiss a Member of the Board of Directors in the following cases:

a) Failing to participate in the activities of the Board of Directors for 06 consecutive months, except in cases of force majeure;

b) Other cases as prescribed by the Company Charter.

3. When deemed necessary, the General Meeting of Shareholders may decide to replace a Member of the Board of Directors; or release or dismiss a Member of the Board of Directors in cases other than those prescribed in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene a meeting of the General Meeting of Shareholders to elect additional Members of the Board of Directors in the following cases:

a) The number of Members of the Board of Directors is reduced by more than one-third compared to the number prescribed in the Company Charter. In this case, the Board of Directors shall convene a meeting of the General Meeting of Shareholders within 60 days from the date the number of members is reduced by more than one-third;

b) Except for the case prescribed in Point a of this Clause, the General Meeting of Shareholders shall elect a new member to replace the Member of the Board of Directors who has been released or dismissed at the nearest meeting.

Article 10. Method of election, release, and dismissal of Members of the Board of Directors

1. A shareholder or a group of shareholders holding 10% or more of the total number of common Shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 10% to less than 20% of the total number of voting Shares has the right to nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 60% may nominate a maximum of five (05) candidates; from 60% or more may nominate a maximum of six (06) candidates.

b) Based on the number of Members of the Board of Directors prescribed in Clause 1, Article 25 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders prescribed in Point a, Clause 1 of this Article has the right to nominate one or more persons as decided by the General Meeting of Shareholders to be candidates for the Board of Directors.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination 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 Charter, the 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.

4. In case the number of candidates nominated by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall organize for other shareholders to nominate in accordance with the Company Charter, the 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.

5. Voting to elect Members of the Board of Directors must be carried out by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of Shares owned multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to accumulate all or part of their total votes for one or more candidates. The person elected as a Member of the Board of Directors is determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members prescribed in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last position of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or a selection shall be made based on the criteria of the election regulations or the Company Charter.

6. If the number of candidates is less than or equal to the number of Members of the Board of Directors to be elected, the election of Members of the Board of Directors may be carried out by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (Approve, Disapprove, Abstain). The Voting rate for approval by voting method shall be implemented in accordance with Clause 2, Article 20 of the Company Charter.

7. The release and dismissal of Members of the Board of Directors by the General Meeting of Shareholders shall be carried out by voting (Approve, Disapprove, Abstain). The Voting rate for approval by voting method is prescribed in Clause 2, Article 20 of the Company Charter.

Article 11. Notice of election, release, and dismissal of Members of the Board of Directors

1. In case candidates for the Board of Directors have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must have a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interest of the Company if elected as

a Member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- đ) Interests related to the Company and related parties of the Company;
- e) Other information (if any) as prescribed in the Company Charter;
- g) The Company shall be responsible for disclosing information about companies where the candidate is currently holding the position of Member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

2. The notification of the results of the election, release, and dismissal of Members of the Board of Directors shall be carried out in accordance with the guiding regulations on information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors are prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:

- a) Decide on the strategy, medium-term development plan, and annual business plan of the Company;

b) Propose the types of Shares and the total number of Shares authorized to be offered for each type;

c) Decide on the sale of unsold Shares within the scope of the number of Shares authorized to be offered for each type; decide on raising additional capital in other forms;

d) Decide on the selling price of Shares and bonds of the Company;

đ) Decide on the repurchase of Shares as prescribed in Clause 1 and Clause 2, Article 133 of the Law on Enterprises;

e) Decide on investment plans and investment projects within its authority and limits as prescribed by law;

g) Decide on solutions for market development, marketing, and technology;

h) Approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent Financial Statements of the Company, unless the Company Charter provides for a different percentage or value, and except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, and Clause 1 and Clause 3, Article 167 of the Law on Enterprises;

i) Elect, release, and dismiss the CHAIRMAN OF THE BOARD OF DIRECTORS; appoint, release, sign contracts, and terminate contracts with the General Director and other key managers as prescribed by the Company Charter; decide on salaries, remuneration, bonuses, and other benefits for those managers; appoint authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and decide on the remuneration and other benefits of those persons;

k) Supervise and direct the General Director and other managers in the daily business operations of the Company;

l) Decide on the organizational structure and internal management regulations of the Company; decide on the establishment of the Company's subsidiaries,

branches, representative offices, and capital contribution or purchase of shares in other enterprises;

m) Approve the program and content of documents for the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect opinions for the General Meeting of Shareholders to pass resolutions;

n) Submit the audited annual Financial Statements to the General Meeting of Shareholders;

o) Recommend the dividend payout rate; decide on the time limit and procedures for dividend payment or handling of losses incurred during business operations;

p) Recommend the reorganization or dissolution of the Company; request the bankruptcy of the Company;

q) Decide on the issuance of the Regulations on the operation of the Board of Directors and the Regulations on Corporate Governance after they have been approved by the General Meeting of Shareholders; and the Company's information disclosure regulations;

r) Request the General Director, Deputy General Director, and other managers in the Company to provide information and documents on the financial situation and business operations of the Company and its units.

s) The requested managers must provide information and documents in a timely, complete, and accurate manner as requested by members of the Board of Directors. The sequence and procedures for requesting and providing information are specified in Point r, Clause 2, Article 26 of the Company Charter.

t) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company Charter, and the Regulations on Corporate Governance.

3. The Board of Directors must report the results of its activities to the General Meeting of Shareholders in accordance with Article 280 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.

4. The Board of Directors shall pass resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company Charter. Each member of the Board of Directors has one vote.

5. In case a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company Charter, causing damage to the Company, the members who voted to approve such resolution or decision shall be jointly and personally liable for it and must compensate the Company for the damage; members who voted against the aforementioned resolution or decision shall be exempted from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value arising within 12 months from the date of the first transaction that is less than 35% of the total asset value recorded in the most recent Financial Statements, or another smaller ratio or value as prescribed in the Company Charter, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Supervisory Board, the General Director, other managers, and affiliated persons of these subjects;
- Shareholders and authorized representatives of shareholders owning over 10% of the total common shares of the Company and their affiliated persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions for borrowing, lending, and selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent Financial Statements between the Company and shareholders owning 51% or more of the total voting shares or affiliated persons of such shareholders.

3. The representative of the Company signing the contract or transaction must notify members of the Board of Directors and members of the Supervisory Board of the related parties involved in that contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 days from the date of receiving the notification, unless the Company Charter provides for a different time limit; members of the Board of Directors who have interests related to the parties in the contract or transaction do not have the right to vote.

Article 14. Responsibility of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors must convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interest of the Company;
- b) The number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must have sufficient signatures of the related shareholders, or the request document may be made in multiple copies and collected with sufficient signatures of the related shareholders;
- d) At the request of the Supervisory Board;
- dd) Other cases as prescribed by law and the Company Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must convene a General Meeting of Shareholders within 60 days from the date the number of remaining members of the Board of Directors or members of the Supervisory Board is less than the minimum number of members as prescribed in the Company Charter or upon receiving the request as prescribed in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date of sending the notice of the General Meeting of Shareholders if the Company Charter does not provide for a shorter time limit. The Company must disclose information about the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days before the final registration date;

b) Prepare the Agenda;

c) Prepare documents for the meeting;

d) Draft the resolution of the General Meeting of Shareholders according to the expected content of the meeting;

dd) Determine the time and Venue of the meeting;

e) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;

g) Other tasks serving the meeting.

Article 15. Sub-committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policies, personnel, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall have at least 02 members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee are only effective when the majority of members attend and vote to approve them at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of sub-committees under the Board of Directors must comply with current legal regulations and the provisions of the Company Charter and the Regulations on Corporate Governance.

Chapter IV

MEETINGS OF THE BOARD OF DIRECTORS

Article 16. Meetings of the Board of Directors

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the meeting of the Board of Directors.

2. The Board of Directors must meet at least once every quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

- a) At the request of the Supervisory Board;
- b) At the request of the General Director or at least 05 other managers;
- c) At the request of at least 02 members of the Board of Directors;
- d) Other cases as prescribed by the Company Charter.

4. The request specified in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling under the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving the request specified in Clause 3 of this Article. In case of failure to convene a meeting of the Board of Directors as requested, the Chairperson of the Board of Directors shall be

responsible for damages occurring to the Company; the requester has the right to replace the Chairperson of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairperson of the Board of Directors or the person convening the meeting of the Board of Directors must send the meeting invitation notice at least 05 working days before the meeting date if the Company Charter does not provide otherwise. The meeting invitation notice must specifically determine the time and Venue of the meeting, the agenda, and the issues to be discussed and decided. The meeting invitation notice must be accompanied by documents used at the meeting and the voting ballots of the members.

The notice of the Board of Directors meeting may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairperson of the Board of Directors or the convener shall send the meeting notice and accompanying documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

Members of the Board of Supervisors have the right to attend meetings of the Board of Directors; they have the right to discuss but not to vote.

8. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend. In case the meeting convened according to this Clause does not have enough members to attend as prescribed, it shall be convened for the second time within 07 days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote as prescribed in Clause 11 of this Article;

c) Attending and voting via online conference, electronic voting, or other electronic forms;

d) Sending a ballot to the meeting via mail, fax, or email;

d) Sending a ballot by other means as prescribed in the Company Charter.

10. In case of sending a ballot to the meeting via mail, the ballot must be in a sealed envelope and must be delivered to the Chairperson of the Board of Directors at least 01 hour before the opening. The ballot shall only be opened in the presence of all attendees.

11. Voting

a) Except for the provisions at Point b, Clause 11, Article 16 of these Regulations, each member of the Board of Directors or a person authorized as prescribed in Clause 9 of this Article who is personally present at the Board of Directors meeting has one (01) vote;

b) A member of the Board of Directors shall not vote on transactions that bring benefits to that member or their affiliated persons as prescribed by the Law on Enterprises and Article 42 of the Company Charter;

c) A member of the Board of Supervisors has the right to attend the Board of Directors meeting, has the right to discuss but not to vote.

12. The Board of Directors has the right to collect opinions from members of the Board of Directors in writing to pass a Resolution of the Board of Directors when passing issues under the authority of the Board of Directors at Clause 2, Article 26 of the Company Charter. Each member of the Board of Directors has one vote.

A Resolution in the form of written opinion collection is passed based on the approval of the majority of members of the Board of Directors with voting rights. This Resolution has the same effect and validity as a resolution passed at a meeting.

13. A meeting of the Board of Directors may be organized in the form of an online conference between members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

a) Hear each other member of the Board of Directors participating in the meeting speak;

b) Speak to all other attending members simultaneously. Discussion between members can be conducted directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered 'present' at that meeting. The venue of the meeting organized under this provision is the location where the largest number of members of the Board of Directors are present, or the location where the Chairperson of the meeting is present.

c) Decisions passed in a meeting via telephone organized and conducted lawfully shall be effective immediately upon the conclusion of the meeting but must be confirmed by the signatures in the minutes of all members of the Board of Directors attending this meeting.

14. The Chairperson of the Board of Directors is responsible for sending the minutes of the Board of Directors meeting to the members, and such minutes shall be authentic evidence of the work conducted at the meeting unless there is an objection to the content of the minutes within ten (10) days from the date of sending. The minutes of the Board of Directors meeting shall be prepared in Vietnamese and may be prepared in English. The minutes must be signed by the Chairperson and the minute-taker.

Article 17. Minutes of the Board of Directors meeting

1. Meetings of the Board of Directors must be recorded in minutes and may be recorded by audio, or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese and may be prepared in a foreign language, including the following main contents:

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the meeting;
- c) Purpose, agenda, and content of the meeting;

d) Full name of each member attending the meeting or the authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;

d) Issues discussed and voted on at the meeting;

e) Summary of opinions of each attendee in the order of the meeting's proceedings;

g) Voting results, clearly stating members who Approve, Disapprove, and Abstain;

h) Issues passed and the corresponding voting rate;

i) Full name and signature of the Chairperson and the minute-taker, except for the case prescribed in Clause 2 of this Article.

2. In case the Chairperson or the minute-taker refuses to sign the meeting minutes, but if it is signed by all other members of the Board of Directors attending the meeting and contains full content as prescribed at Points a, b, c, d, đ, e, g, and h, Clause 1 of this Article, then this minute is effective.

3. The Chairperson, the minute-taker, and those who sign the minutes must be responsible for the truthfulness and accuracy of the content of the Board of Directors meeting minutes.

4. The minutes of the Board of Directors meeting and documents used in the meeting must be kept at the Company's head office.

5. Minutes prepared in Vietnamese and in a foreign language have the same legal effect. In case there is a difference in content between the Vietnamese and foreign language minutes, the content in the Vietnamese minutes shall apply.

Chapter V

REPORTING AND DISCLOSURE OF INTERESTS

Article 18. Submission of annual reports

1. At the end of the financial year, the Board of Directors must submit the following reports to the General Meeting of Shareholders:

- a) Report on the Company's business results;
- b) Financial Statements;
- c) Report on the evaluation of the Company's management and administration;
- d) Appraisal report of the Board of Supervisors.

2. The reports prescribed at Points a, b, and c, Clause 1 of this Article must be sent to the Board of Supervisors for appraisal at least 30 days before the opening date of the annual General Meeting of Shareholders.

3. The reports prescribed in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report must be kept at the Company's head office at least 21 days before the opening date of the annual General Meeting of Shareholders. Shareholders holding shares of the Company for at least 01 consecutive year have the right to personally or together with a lawyer, accountant, or auditor with a practicing certificate to directly examine the reports prescribed in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has the right to pay remuneration and bonuses to members of the Board of Directors according to business results and efficiency.

2. Members of the Board of Directors are entitled to work remuneration and bonuses. Work remuneration is calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors estimates the remuneration for each member based on the principle of consensus. The total remuneration and bonuses of the Board of Directors are decided by the General Meeting of Shareholders at the annual meeting.

3. Remuneration of each member of the Board of Directors is included in the Company's business expenses as prescribed by the law on corporate income tax, shown as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive position or a member of the Board of Directors working at sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.

5. Members of the Board of Directors have the right to be reimbursed for all travel, accommodation, and other reasonable expenses that they have incurred while performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after the approval of the General Meeting of Shareholders. This insurance does not include insurance for liabilities of members of the Board of Directors related to violations of the law and the Company Charter.

Article 20. Disclosure of related interests

In case the Company Charter does not have stricter provisions, the disclosure of interests and affiliated persons of the Company shall be implemented according to the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, address of the head office, business lines of the enterprises in which they own capital contributions or shares; the percentage and time of owning such capital contributions or shares;

b) Name, enterprise identification number, address of the head office, business lines of the enterprises in which their affiliated persons jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or

supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors who, in their own name or in the name of others, perform work in any form within the scope of the Company's business must explain the nature and content of such work to the Board of Directors and may only perform it when approved by a majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income derived from such activities shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about related issues during the process of handling assigned tasks.

2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the member with primary responsibility shall report to the CHAIRMAN OF THE BOARD OF DIRECTORS for consideration and decision according to their authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with the provisions of law, the Company Charter, and these Regulations.

3. In case of re-assignment among members of the Board of Directors, members of the Board of Directors must hand over related work, files, and documents. This handover must be made in writing and reported to the CHAIRMAN OF THE BOARD OF DIRECTORS regarding such handover.

Article 22. Relationship with the Board of Management

In the governance role, the Board of Directors issues resolutions for the General Director and the executive apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the resolutions.

Article 23. Relationship with the Supervisory Board

1. The relationship between the Board of Directors and the Supervisory Board is a cooperative relationship. The working relationship between the Board of Directors and the Supervisory Board follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.

2. Upon receiving inspection minutes or general reports from the Supervisory Board, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely rectifications.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Regulations on Operation of the Board of Directors of Ba Ria – Vung Tau Tourist Joint Stock Company consists of 7 chapters, 24 articles and takes effect from .../.../2021. 2026

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



BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

Head Office: 207 Vo Thi Sau – Vung Tau Ward – Ho Chi Minh City

Tel: (0254) 385 6445 Fax: (0254) 385 6444 Website: www.vungtautourist.com.vn

No: /TTr-BKS

Ho Chi Minh City,

2026

DRAFT

PROPOSALS

Regarding the amendment and supplementation of the Regulations on Operation of the Board of Supervisors

To: General Meeting of Shareholders of Ba Ria - Vung Tau Tourist Joint Stock Company

Pursuant to:

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, guiding documents, and documents amending, supplementing, or replacing it;*
- *Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and the Decrees and guiding documents;*
- *The Charter of Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company.*

To ensure that the activities of the Board of Supervisors are in accordance with the provisions of current law and the Company's Charter, and to enhance the effectiveness of the inspection and supervision of the Company's management and administration, the Board of Supervisors of Ba Ria - Vung Tau Tourist Joint Stock Company hereby submits to the General Meeting of Shareholders for consideration and approval the amendment and supplementation of the Regulations on Operation of the Board of Supervisors as per the attached draft Regulations.

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

Sincerely./.

Recipients:

- General Meeting of Shareholders;
- Board of Directors, Board of General Directors;
- Filed: Office, Company Secretary.

**ON BEHALF OF THE BOARD OF
SUPERVISORS
HEAD OF THE BOARD**

Nguyen Thi Ly

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

DRAFT

OPERATING REGULATIONS OF THE BOARD OF SUPERVISORS

**JOINT STOCK COMPANY
BA RIA - VUNG TAU TOURIST**



*(Issued pursuant to the Resolution of the 2026 Annual General Meeting of Shareholders
Ba Ria - Vung Tau Tourist Joint Stock Company)*

Ho Chi Minh City,..... 2026

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Chapter I GENERAL PROVISIONS

Article 1. Scope of regulation and subjects of application

1. Scope of regulation: The Operating Regulations of the Board of Supervisors stipulate the organizational structure, personnel, standards, conditions, rights, and obligations of the Board of Supervisors and members of the Board of Supervisors in accordance with the Law on Enterprises, the Company Charter, and relevant legal regulations.

2. Subjects of application:

These Regulations apply to: the Board of Supervisors, members of the Board of Supervisors, and relevant units and individuals within the Company when performing the obligation to provide information and coordinate with the Board of Supervisors.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors works on a collective basis. Members of the Board of Supervisors are individually responsible for their assigned tasks and are collectively responsible to the General Meeting of Shareholders and before the law for the decisions of the Board of Supervisors.

The activities of the Board of Supervisors ensure independence, objectivity, and honesty in supervising the Board of Directors, the General Director, and the Company's executive apparatus.

Article 3. Definitions and terminology

1. In these Regulations, the following terms are understood as follows:

a) Charter Capital is the total par value of shares sold or registered for purchase upon the establishment of the Joint Stock Company and in accordance with Article 6 of the Company Charter;

b) Law on Enterprises refers to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Law No. 76/2025/QH15 dated June 17, 2025, amending and supplementing a number of articles of the Law on Enterprises and documents amending, supplementing, or replacing them (if any);

c) Law on Securities refers to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) Business executives are the General Director, Deputy General Director, Chief Accountant, and other executives appointed by the Board of Directors;

e) Business managers are managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management positions appointed by the General Meeting of Shareholders or the Board of Directors;

f) Related persons are individuals and organizations as defined in Clause 46, Article 4 of the Law on Securities;

g) Shareholders are individuals or organizations owning at least one share of the Joint Stock Company;

h) Member of the Board of Supervisors is a Supervisor

2. In these Regulations, references to one or more provisions or other documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and do not affect the content of these Regulations.

Chapter II

MEMBERS OF THE BOARD OF SUPERVISORS

Article 4. Rights, obligations, and responsibilities of members of the Board of Supervisors

1. Comply strictly with the law, the Company Charter, resolutions of the General Meeting of Shareholders, and professional ethics in exercising assigned rights and obligations.

2. Exercise assigned rights and obligations honestly, carefully, and in the best manner to ensure the maximum legitimate interests of the Company.

3. To be loyal to the interests of the Company and shareholders; not to abuse position, title, or use information, know-how, business opportunities, or other assets of the Company for personal gain or to serve the interests of other organizations or individuals.

4. Other obligations as prescribed by the Law on Enterprises and the Company Charter; including the right to access information and documents related to the Company's operations. Members of the Board of Directors, the General Director, and other business executives have the responsibility to provide information in a timely and complete manner upon the request of a member of the Board of Supervisors.

5. In case of violation of the provisions in Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the member of the Board of Supervisors must be personally or jointly liable to compensate for such damage. Income and other benefits obtained by the member of the Board of Supervisors due to the violation must be returned to the Company.

6. In case of discovering that a member of the Board of Supervisors has committed a violation in the exercise of assigned rights and obligations, they must notify the Board of Supervisors in writing, requesting the person committing the violation to cease the violation and remedy the consequences.

Article 5. Term and number of members of the Board of Supervisors

1. The number of members of the Board of Supervisors of the Company is 03. The term of a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. A member of the Board of Supervisors is not necessarily a shareholder of the Company.

3. The Board of Supervisors must have more than half of its members residing in Vietnam.

4. In case the term of members of the Board of Supervisors ends at the same time but new members have not yet been elected, the outgoing members shall continue to exercise their rights and obligations until new members are elected and take office.

Article 6. Standards and conditions for members of the Board of Supervisors

1. Members of the Board of Supervisors must meet the following standards and conditions:

a) Not falling into the categories specified in Clause 2, Article 17 of the Law on Enterprises;

b) Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major relevant to the Company's business operations;

c) Not being a family member of a member of the Board of Directors, the General Director, or other managers;

d) Not being a manager of the Company; not necessarily being a shareholder or employee of the Company;

đ) Not working in the accounting or finance department of the Company;

e) Not being a member or employee of an independent auditing firm that has audited the Company's financial statements in the 03 consecutive years prior.

2. In addition to the standards and conditions specified in Clause 1 of this Article, members of the Board of Supervisors of the Company must ensure they meet all conditions prescribed in Clause 2, Article 169 of the Law on Enterprises.

Article 7. Head of the Board of Supervisors

1. The Head of the Board of Supervisors must hold a university degree or higher in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major relevant to the business operations of the enterprise.

2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, relief of duty, and removal shall be based on the majority principle.

3. The rights and obligations of the Head of the Board of Supervisors shall be as prescribed by the Company's Charter.

Article 8. Candidacy and nomination of members of the Board of Supervisors

1. Shareholders or groups of shareholders owning 10% or more of the total common shares have the right to nominate candidates to the Board of Supervisors. Shareholders or groups of shareholders holding from 10% to less than 20% of the total voting shares may nominate a maximum of one (01) candidate; from 20% to less than 40% may nominate a maximum of two (02) candidates; from 40% or more may nominate a maximum of three (03) candidates.

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

3. In case the number of candidates nominated by the incumbent Board of Supervisors under Clause 2 of this Article is still insufficient, the incumbent Board of Supervisors shall organize for other shareholders to nominate candidates as

prescribed in the Company Charter, the Regulations on Corporate Governance, and the Operating Regulations of the Board of Supervisors. The organization for other shareholders to nominate additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Article 9. Method of election, relief of duty, and removal of members of the Board of Supervisors

1. The election, relief of duty, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. Voting to elect members of the Board of Supervisors must be carried out using the cumulative voting method, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Supervisors, and shareholders have the right to pool all or part of their total votes for one or more candidates. The elected Supervisor is determined by the number of votes from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company Charter is reached. In case there are 02 or more candidates receiving the same number of votes for the last member of the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selection shall be made according to the criteria specified in the election regulations or the Company Charter.

3. If the number of candidates is less than or equal to the number of members of the Supervisory Board to be elected, the election of members of the Supervisory Board may be conducted by cumulative voting as prescribed in Clause 3, Article 148 of the Law on Enterprises or by voting (approve, disapprove, abstain). The voting rate for approval by voting shall be implemented in accordance with Clause 2, Article 21 of the Company Charter.

Article 10. Cases of relieving of duty and removing members of the Supervisory Board

1. The General Meeting of Shareholders shall relieve a member of the Supervisory Board of duty in the following cases:

- a) No longer meeting the standards and conditions to be a member of the Supervisory Board as prescribed in Article 169 of the Law on Enterprises;
- b) Having submitted a resignation letter and it has been accepted;
- c) Other cases as prescribed by law and the Company Charter.

2. The General Meeting of Shareholders shall remove a member of the Supervisory Board in the following cases:

- a) Failing to complete assigned tasks and work;
- b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as per the resolution of the General Meeting of Shareholders.

Article 11. Notification of election, relief of duty, and removal of members of the Supervisory Board

1. In case candidates for the Supervisory Board have been identified, the Company must disclose information related to the candidates at least 10 days before the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Supervisory Board must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Supervisory Board. Information related to candidates for the Supervisory Board to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other management titles;
- d) Interests related to the Company and affiliated persons of the Company;

e) Other information (if any) as prescribed in the Company Charter;

g) The Company is responsible for disclosing information about companies where the candidate currently holds management titles and the interests of the Supervisory Board candidate related to the Company (if any).

2. Notification of the results of the election, relief of duty, and removal of members of the Supervisory Board shall be carried out in accordance with regulations guiding information disclosure.

Chapter III SUPERVISORY BOARD

Article 12. Rights, obligations, and responsibilities of the Supervisory Board

1. The Supervisory Board shall supervise the Board of Directors and the General Director in the management and administration of the Company.
2. Inspect the reasonableness, legality, truthfulness, and level of caution in the management and administration of business operations; the systematic nature, consistency, and appropriateness of accounting, statistics, and financial statement preparation.
3. Appraise the completeness, legality, and truthfulness of the business performance reports, annual and 6-month financial statements of the Company, and reports evaluating the management work of the Board of Directors, and submit the appraisal report at the annual General Meeting of Shareholders. Review contracts and transactions with related persons under the approval authority of the Board of Directors or the General Meeting of Shareholders and provide recommendations on contracts and transactions that require approval from the Board of Directors or the General Meeting of Shareholders.
4. Review, inspect, and evaluate the effectiveness and efficiency of the internal control, internal audit, risk management, and early warning systems of the Company.
5. The Supervisory Board and Supervisors have the right to request the Board of Directors, the General Director, managers of the Company, and professional departments to provide full and timely documents, records, and information related to the management, administration, and financial situation of the Company to serve inspection and supervision work. The requested individuals and departments are responsible for providing truthful, accurate, and timely information as requested by the Supervisory Board.
6. Examine accounting books, accounting records, and other documents of the Company, and the management and administration of the Company's operations when deemed necessary or pursuant to a resolution of the General Meeting of

Shareholders or at the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

7. Upon the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises, the Supervisory Board shall conduct an inspection within 07 working days from the date of receiving the request. Within 15 days from the date of completing the inspection, the Supervisory Board must report on the requested inspection issues to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Supervisory Board prescribed in this Clause must not hinder the normal operations of the Board of Directors or disrupt the administration of the Company's business operations.

8. Recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure for management, supervision, and administration of the Company's business operations.

9. Upon discovering that a member of the Board of Directors or the General Director violates the provisions of Article 165 of the Law on Enterprises, they must immediately notify the Board of Directors in writing, requesting the violating person to terminate the violation and take measures to remedy the consequences.

10. Attend and participate in discussions at meetings of the General Meeting of Shareholders, the Board of Directors, and other meetings of the Company.

11. Use independent consultants and the Company's internal audit department to perform assigned tasks.

12. The Supervisory Board may discuss with the Board of Directors before submitting reports, conclusions, and recommendations to the General Meeting of Shareholders when deemed necessary.

13. Inspect specific issues related to the management and administration of the Company's operations at the request of shareholders.

14. Request the Board of Directors to convene an extraordinary General Meeting of Shareholders.

15. Replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the

General Meeting of Shareholders as prescribed in Clause 3, Article 140 of the Law on Enterprises.

16. Request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.

17. Review, extract, and copy part or all of the content of the declared List of related persons and related interests as prescribed in Clause 1 and Clause 2, Article 164 of the Law on Enterprises.

18. Propose and recommend the General Meeting of Shareholders to approve the list of audit firms accepted to audit the Company's Financial Statements; audit firms accepted to inspect the Company's operations when deemed necessary.

19. Be responsible to shareholders for their supervision activities.

20. Supervise the Company's financial situation and the compliance with the law by members of the Board of Directors, the General Director, and other managers in their activities.

21. Ensure coordination of activities with the Board of Directors, the General Director, and shareholders.

22. In case of discovering acts of violation of the law or the Company Charter by members of the Board of Directors, the General Director, and other business managers, the Supervisory Board must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and take measures to remedy the consequences.

23. Develop the Operating Regulations of the Supervisory Board and submit them to the General Meeting of Shareholders for approval.

24. Witness the Board of Directors organizing the vote counting and preparing the vote counting minutes if requested by the Board of Directors in the case of collecting shareholders' opinions in writing to pass a resolution of the General Meeting of Shareholders.

25. The Head of the Supervisory Board shall preside over the General Meeting of Shareholders to elect a chairperson for the meeting in case the Chairperson is absent or temporarily unable to work and the remaining members of the Board of

Directors cannot elect a person to act as chairperson. In this case, the person with the highest number of votes shall act as the chairperson of the meeting.

26. Perform other rights and obligations as prescribed by the Law on Enterprises, the Company Charter, and Resolutions of the General Meeting of Shareholders.

Article 13. Right of the Supervisory Board to be provided with information

1. Documents and information must be sent to members of the Supervisory Board at the same time and in the same manner as for members of the Board of Directors, including:

- a) Meeting invitations, ballots for collecting opinions of members of the Board of Directors, and accompanying documents;
- b) Resolutions, decisions, and minutes of meetings of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the General Director submitted to the Board of Directors or other documents issued by the Company.

2. Members of the Supervisory Board have the right to access records and documents of the Company kept at the head office, branches, and other locations; have the right to come to the workplaces of managers and employees of the Company during working hours.

3. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide full, accurate, and timely information and documents regarding the management, administration, and business operations of the Company as requested by members of the Supervisory Board or the Supervisory Board.

Article 14. Responsibility of the Supervisory Board in convening an extraordinary General Meeting of Shareholders

1. The Supervisory Board is responsible for replacing the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:

a) The number of remaining members of the Board of Directors or the Board of Supervisors is less than the number required by law;

b) At the request of a shareholder or a group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;

c) When there is a request to convene an extraordinary General Meeting of Shareholders by the Board of Supervisors but the Board of Directors fails to do so, unless the Company Charter provides otherwise.

2. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate the Company for any arising damages.

3. Expenses for convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article shall be reimbursed by the Company.

Chapter IV

MEETINGS OF THE BOARD OF SUPERVISORS

Article 15. Meetings of the Board of Supervisors

1. The Board of Supervisors must meet at least two (02) times per year, with at least two-thirds (2/3) of the members of the Board of Supervisors in attendance.

2. The Board of Supervisors has the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to issues that need clarification.

Article 16. Minutes of the Board of Supervisors meetings

Minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the members of the Board of Supervisors attending the meeting must sign the meeting minutes. The minutes of the Board of Supervisors meetings must be kept to determine the responsibilities of each member of the Board of Supervisors.

Chapter V REPORTING AND DISCLOSURE OF INTERESTS

Article 17. Submission of annual reports

The reports of the Board of Supervisors at the annual General Meeting of Shareholders include the following contents:

1. Report on the Company's business results and the performance of the Board of Directors and the General Director to be submitted to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.

2. Self-assessment report on the performance of the Board of Supervisors and its members.

3. Remuneration, operating expenses, and other benefits of the Board of Supervisors and each member of the Board of Supervisors.

4. Summary of the Board of Supervisors' meetings and the conclusions and recommendations of the Board of Supervisors; results of monitoring the Company's operational and financial situation.

5. Evaluation report on transactions between the Company, its subsidiaries, and other companies controlled by the Company with fifty percent (50%) or more of the charter capital, and members of the Board of Directors, the General Director, and their related persons; transactions between the Company and companies in which members of the Board of Directors are founding members or managers within the 03 years immediately preceding the time of transaction.

6. Monitoring results regarding the Board of Directors, the General Director, and other corporate managers.

7. Evaluation results of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders.

8. Proposals and recommendations to the General Meeting of Shareholders to approve the list of auditing organizations approved to audit the Company's Financial Statements; auditing organizations approved to inspect the Company's activities when deemed necessary.

Article 18. Salaries and other benefits

Salaries, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented in accordance with the following regulations:

1. Members of the Board of Supervisors are paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders decides the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors are reimbursed for reasonable food, accommodation, travel, and independent consulting service expenses. The total amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the law on corporate income tax and other relevant legal regulations, and must be recorded as a separate item in the Company's annual Financial Statements.

Article 19. Disclosure of related interests

1. Members of the Board of Supervisors of the Company must declare to the Company their related interests, including:

a) Name, enterprise identification number, address of the head office, and business lines of the enterprises they own or in which they own capital contributions or shares; the percentage and time of ownership of such capital contributions or shares;

b) Name, enterprise identification number, address of the head office, and business lines of the enterprises owned by their related persons, or in which they jointly or separately own capital contributions or shares exceeding 10% of the charter capital.

2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date the related interest arises; any amendments or supplements must be notified to the Company within 07 working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Supervisors and their related persons may only use information obtained by virtue of their positions to serve the interests of the Company.

4. Members of the Board of Supervisors are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies controlled by the Company with fifty percent (50%) or more of the charter capital, and the members of the Board of Supervisors or their related persons as prescribed by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information about these resolutions in accordance with the securities law on information disclosure.

5. Members of the Board of Supervisors and their related persons must not use or disclose to others internal information to conduct related transactions.

Chapter VI

RELATIONSHIPS OF THE BOARD OF SUPERVISORS

Article 20. Relationship between members of the Board of Supervisors

Members of the Board of Supervisors have an independent relationship, not dependent on each other, but coordinate and collaborate in common work to ensure the effective performance of the responsibilities, rights, and duties of the Board of Supervisors in accordance with the law and the Company Charter. The Head of the Board of Supervisors is the coordinator of the common work of the Board of Supervisors but does not have the right to dominate the members of the Board of Supervisors.

Article 21. Relationship with the Board of Management

The Board of Supervisors has an independent relationship with the Board of Management of the Company and is the unit that performs the function of supervising the activities of the Board of Management.

Article 22. Relationship with the Board of Directors

The Board of Supervisors has an independent relationship with the Board of Directors of the Company and is the unit that performs the function of supervising the activities of the Board of Directors.

Chapter VII

IMPLEMENTATION PROVISIONS

Article 23. Effectiveness

1. The Operating Regulations of the Board of Supervisors of Ba Ria - Vung Tau Tourist Joint Stock Company consist of 7 chapters and 23 articles, approved by the General Meeting of Shareholders of the Company, and take effect from .../.../2026

2. These Regulations replace the Operating Regulations of the Board of Supervisors issued in 2021 and all previous regulations contrary to these Regulations.

**ON BEHALF OF THE BOARD OF
SUPERVISORS
HEAD OF THE BOARD**



VOTING BALLOT
DELEGATE CODE: VTG.000...

DRAFT

Full name of delegate: ...
 Number of voting shares owned: ... voting shares
 Number of voting shares authorized: ... voting shares
Total number of voting shares represented: ... voting shares

(Delegates shall tick the box corresponding to their selected opinion for each voting item)

CONTENTS	Approve	Disapprove	Abstain
Content 01: Report on the activities of the Board of Directors for 2025 and operational directions for 2026			
Content 02: Report of the Board of Supervisors			
Content 03: Proposal for approval of the audited Financial Statements for 2025			
Content 04: Proposal for profit distribution and dividend payment for 2025			
Content 05: Proposal for approval of the business and production plan for 2026			
Content 06: Proposal for selection of the audit firm for the Financial Statements of 2026			
Content 07: Proposal for remuneration of members of the Board of Directors and the Board of Supervisors for 2025 and plan for 2026			
Content 08: Proposal for amending and supplementing the Company's Charter on organization and operations			
Content 09: Proposal for amending and supplementing the Internal Regulations on Corporate Governance			
Content 10: Proposal for amending and supplementing the Regulations on the operation of the BoD			
Content 11: Proposal for amending and supplementing the Regulations on the operation of the BoS			

Instructions:

Shareholders shall mark (X) in one of the three boxes: **Approve / Disapprove / Abstain** for each voting item.

June 24, 2026
DELEGATE
(Signature and Full Name)

DRAFT

No.: /NQ-ĐHĐCĐ

Ho Chi Minh City, June 24, 2026

REGULATIONS
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
BA RIA - VUNG TAU TOURIST JOINT STOCK COMPANY

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;
- Pursuant to the Charter on Organization and Operation of Ba Ria - Vung Tau Tourist Joint Stock Company;
- Pursuant to the Minutes of the Annual General Meeting of Shareholders 2026 No./BBDL dated 24/06/2026.

RESOLUTION

On 24/06/2026, at the Conference Hall of Vung Tau Sammy Hotel, 157 Thuy Van Street – Vung Tau Ward, Ho Chi Minh City, the Annual General Meeting of Shareholders 2026 of Ba Ria - Vung Tau Tourist Joint Stock Company was held with the participation of shareholders holding shares, accounting for% of the total voting shares of the Company.

After listening to the Reports and Proposals presented, the Meeting discussed and unanimously passed the resolution with the following contents:

Article 1: Approval of the Report on the activities of the Board of Directors for 2025 and operational directions for 2026

The General Meeting of Shareholders voted to approve this matter with voting shares in favor, accounting for% of the total voting shares present at the Meeting.

Article 2: Approval of the Report of the Board of Supervisors

The General Meeting of Shareholders voted to approve this matter with voting shares in favor, accounting for% of the total voting shares present at the Meeting.

Article 3: Approval of the Proposal for approval of the audited Financial Statements for 2025

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 4: Approval of the Proposal for profit distribution and dividend payment for 2025

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 5: Approval of the Proposal for approval of the business and production plan for 2026

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 6: Approval of the Proposal for selection of the audit firm for the Financial Statements of 2026

General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 7: Approval of the Proposal for remuneration of members of the Board of Directors and the Board of Supervisors for 2025 and plan for 2026

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 8: Approval of Proposal for amending and supplementing the Company's Charter on organization and operations

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 9: Approval of Proposal for amending and supplementing the Internal Regulations on Corporate Governance

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 10: Approval of Proposal for amending and supplementing the Regulations on the operation of the BoD

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 11: Approval of Proposal for amending and supplementing the Regulations on the operation of the BoS

The General Meeting of Shareholders approved the proposal with the number of approving shares being ... accounting for ...% of the total voting shares attending the Meeting.

Article 12: Implementation provisions

This Resolution was approved in its entirety by the Annual General Meeting of Shareholders 2026 of Ba Ria - Vung Tau Tourist Joint Stock Company at the meeting. The Board of Directors, the Board of Management, and all relevant individuals shall be responsible for implementing this Resolution. This Resolution shall take effect from the date of signing.

The Company's Board of Directors shall be responsible for organizing the implementation of this Resolution in accordance with the provisions of law and the Company's Charter of Organization and Operation.

The Board of Supervisors shall be responsible for supervising the Board of Directors and the Board of Management in implementing this Resolution.

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

Recipients:

- SSC, HNX;
- Member of BoD, BoM, BoS;
- File: Office, Secretary.

Thai Hoang Than