

No: 22-TNS/HQQT-VP

May 7, 2025

EXCERPT FROM THE RESOLUTION

BOARD OF DIRECTORS

VIETNAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK COMPANY – VIETRAVEL

- Pursuant to the prevailing Law on Enterprises;
- Pursuant to the Charter on the organization and operation of Vietravel – Vietnam Travel and Marketing Transports Joint Stock Company;
- Pursuant to the Minutes of the Board of Directors' meeting dated May 7, 2025.

RESOLVES

Article 1. Approval of materials to be submitted to the 2025 Annual General Meeting of Shareholders (continued):

1. Approve the proposal and plan for share issuance to increase charter capital in 2025. The detailed proposal and issuance plan are attached.

- This proposal and plan shall replace Proposal No. 12-TTr/HĐQT-VP dated April 22, 2025.
- The Chairman of the Board of Directors is assigned to prepare documents and sign related materials to be submitted to the 2025 Annual General Meeting of Shareholders.

2. Approval of the dismissal of the Independent Board Member and nomination of a new Board Member for the 2024–2029 term:

- Member to be dismissed: Mr. Lê Kiên Thành
- Nominee for appointment to the Board of Directors for the 2024–2029 term: Mr. Trần Du Lịch.

▪ The Chairman of the Board of Directors is authorized to prepare relevant materials and sign necessary documents for submission to the 2025 Annual General Meeting of Shareholders.

Article 2. Implementation

This resolution was approved by the Board of Directors and takes effect from the date of signing./.

OVERSEAS OFFICES:

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TRAVEL BOOKING OFFICES IN HCMC:

CONG HOA - GO VAP - PHU MY HUNG.

MEMBERS OF VIETRAVEL:

VIETRAVEL AIRLINES - WORLDTRANS - VIETRAVEL INVEST - TRIPU - BEEVENT JSC - CDIMEX - AISIA EXPRESS TRANSPORT SERVICE ENTERPRISE
GREEN LEAF CENTER VIETNAM - TOUR GUIDE OPERATION - VIETNAM MANPOWER CENTER - VIETRAVEL ACADEMY.

ON BEHALF OF THE BOARD OF DIRECTORS 
CHAIRMAN

Distribution:

- Board of Directors;
- Office of the Board of Directors
(for filing).




NGUYEN QUOC KY



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No: 25 - TTR

May 07 2025

PROPOSAL

(Re: Approval of the Share Issuance Plan to Increase Charter Capital in 2025)

To: THE GENERAL MEETING OF SHAREHOLDERS OF VIETRAVEL

Based on:

- The Law on Enterprises No. 59/2020/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- The Law on Securities No. 54/2019/QH14 was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of certain articles of the Law on Securities;
- The Charter of Organization and Operation of Vietravel Holdings.

In order to enhance the financial capacity and meet the capital requirements for the Company's business operations, the Board of Directors ("BOD") respectfully submits to the General Meeting of Shareholders ("GMOS") for approval the contents related to the Plan for Share Issuance to Increase Charter Capital in 2025, with the following details:

A. Report on the implementation of the charter capital increase plan for 2024.

On May 11, 2024, the 2024 Annual General Meeting of Shareholders (AGM) approved the plan for the issuance of shares to increase charter capital (which includes (1) offering shares to existing shareholders, (2) issuing shares to increase capital from owners' equity, and (3) issuing shares under the Employee Stock Ownership Plan) as per Proposal No. 168-TTr/HĐQT-VP signed on May 11, 2024.

Based on this, as of now, the Board of Directors has been and is currently implementing the necessary procedures to offer shares to existing shareholders according to the plan approved by the AGM, with the expected completion in Q2 - Q3 2025..

For the (2) issuance of shares to increase capital from owners' equity and (3) issuance of shares under the Employee Stock Ownership Plan (ESOP) approved by the 2024 Annual General Meeting of Shareholders (AGM), the Board of Directors respectfully submits to the 2025 Annual General Meeting of Shareholders (AGM) for consideration and approval the suspension of these two issuance plans and the approval of the charter capital increase plan for 2025, which is presented hereafter.

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MEMBERS OF VIETRAVEL:

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GREEN LEAF CENTER VIETNAM - TOUR GUIDE OPERATION - VIETNAM MANPOWER CENTER - VIETRAVEL ACADEMY.

B. Plan to increase charter capital in 2025:

The BOD respectfully submits for the GMS's approval the plan for the issuance of shares to increase charter capital in 2025 with the following content:

1. **Issuing Entity:** Vietnam Travel and Marketing Transports Joint Stock Company – VIETRAVEL.
2. **Stock Code:** VTR
3. **Type of shares issued:** Common shares
4. **Par value per share:** VND 10,000/share.
5. **Current charter capital:** VND 292.390.900.000.
6. **Current outstanding shares:** 28,658,247 shares.
7. **Treasury Shares:** 580,843 shares.
8. **Expected charter capital after completing the offering to existing shareholders :** VND 578,973,370,000.
9. **Expected outstanding shares after completing the offering to existing shareholders:** 57,316,494 shares.
10. **Expected number of shares to be issued:** 11,463,298 shares, comprising:
 - Issuance to increase charter capital from owner's equity: **8,597,474** shares, corresponding to an execution ratio of **10:1.5**;
 - Issuance under the Employee Stock Ownership Plan (ESOP): **2,865,824** shares, corresponding to 5% of the outstanding shares at the issuance time.
11. **Total issuance value at par value:** VND 114,632,980,000.
12. **Issuance Pricing/Funding Source:**
 - ✓ **Capital Increase Issuance:** This is based on share premiums and other owners' equity reserves based on the latest audited financial statements as prescribed by law.
 - ✓ **ESOP Share Price:** VND 10,000/share.
13. **Expected Charter Capital after Issuance:** VND 693,606,350,000.
14. **Purpose of Fund Usage:** To supplement the Company's working capital.
15. **Expected Issuance Timeframe:** During 2025, the BOD will decide the specific timing after obtaining approval from competent state authorities.
16. **Authorization to the Board of Directors:**

The GMS authorizes the BOD with these duties, including:

- ✓ Implement the issuance and distribution of shares per the approved plan;
- ✓ Determine detailed issuance contents and amend or adjust the plan if necessary to reflect the Company's actual conditions or meet the competent authorities' requirements;
- ✓ Confirm the final number of shares issued based on actual subscription results.
- ✓ Choose the appropriate time to conduct the issuance after securing regulatory approvals;
- ✓ Ensure the issuance complies with foreign ownership limit regulations.
- ✓ Decide on the plan for repurchasing ESOP shares from employees who resign, including but not limited to the Company repurchasing shares as treasury shares and/or the Company's Trade Union repurchasing shares as a bonus source for employees and/or other forms in accordance with legal regulations.
- ✓ Handle fractional shares or unsold shares;
- ✓ Balance and determine the funding sources for issuing shares from the owner's equity;
- ✓ Decide on the specific use of raised funds and adjust plans flexibly to fit the Company's actual financial needs;
- ✓ Carry out necessary procedures to amend the Company Charter to reflect the increased charter capital.
- ✓ Approve the charter capital increase and complete required legal procedures to update the Company's Enterprise Registration Certificate;
- ✓ Complete procedures to register additional shares at the Vietnam Securities Depository and the Hanoi Stock Exchange as per applicable laws.

The Board of Directors respectfully submits this proposal for approval by the General Meeting of Shareholders.

Sincerely,

Recipients:

- All Shareholders;
- The Board of Directors Office Archives.

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



NGUYEN QUOC KY

SHARE ISSUANCE PLAN FOR CHARTER CAPITAL INCREASE IN 2025

VIETNAM TRAVEL AND MARKETING TRANSPORTS JSC - VIETRAVEL

(Attached to Proposal No. 25 - TTr/BOD-Office dated 7/5/2025)

I. INTRODUCTION TO THE ISSUING ORGANIZATION

1. Summary Information about the Issuer

- **Company Name** : VIETNAM TRAVEL AND MARKETING TRANSPORTS JSC - VIETRAVEL
- **Abbreviated Name** : VIETRAVEL
- **Current Charter Capital** : VND 292.390.900.000
- **Head Office** : 190 Pasteur Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City, Vietnam
- **Telephone** : 028 9999 8686
- **Fax** : 028 3829 9142
- **Website** : <https://www.vietravel.com/>
- **Enterprise Registration Certificate:** No. 0300465937, initially issued by the Ho Chi Minh City Department of Planning and Investment on September 27, 2010.
- **Primary Business Activity:** Tour Operator (Code 7912)
- **Main Products/Services:**
 - + Airline Ticket Agency (Code 5229)
 - + Tourist Passenger Transport (Code 4932)
 - + Restaurant and Mobile Catering Services (Code 5610)

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2. Business Performance during 2022–2024

3. (Unit: VND billion)

Chỉ tiêu	2022	2023		2024	
		Value	Growth Percentage	Value	Growth Percentage
Total Assets	1,835.13	2,347.70	27.93%	2,652.46	12.98%
Owner's Equity	121.02	436.12	260.38%	470.11	7.80%
Revenue from Core Operations	3,824.01	5,948.97	55.57%	6,734.80	13.21%
Operating Profit	104.95	89.16	-15.04%	26.94	-69.79%
Other Profit	0.05	10.67	20754.18%	29.41	175.72%
Profit Before Tax	105.00	99.83	-4.93%	56.35	-43.56%
Profit After Tax	105.00	79.95	-23.86%	35.30	-55.84%
EPS (VND/share)	6,223	2,902	-53.37%	1,269	-56.27%
Book Value (VND/share)	1,83.13	2,347.70	27.93%	2,652.46	12.98%

Source: Audited consolidated financial statements for 2023 and 2024.

II. PLAN FOR CHARTER CAPITAL INCREASE

1. Legal Basis:

- **Law on Enterprises No. 59/2020/QH14** was passed by the National Assembly of the Socialist Republic of Vietnam on **June 17, 2020**.
- **Law on Securities No. 54/2019/QH14** was passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- **Decree No. 155/2020/ND-CP** guiding the implementation of the Securities Law;
- Vietravel's Charter of Organization and Operation.

2. The Necessity of the Charter Capital Increase

To enhance financial strength and meet the growing capital needs for business operations, the Board of Directors ("BOD") submits for the General Meeting of Shareholders ("GMS")'s approval a plan to increase charter capital to approximately VND 693.61 billion in 2025. Funds raised will be allocated flexibly to strengthen the Company's working capital, depending on business conditions, and maximize capital use efficiency.

3. Overview of the Capital Increase Plan

- Issuer : VIETNAM TRAVEL AND MARKETING TRANSPORTS JSC – VIETRAVEL
- Stock Code : VTR
- Share Type : Common Share
- Par Value : VND 10,000/share
- Current Charter Capital : 292.390.900.000 shares
- Outstanding Shares : **28,658,247** shares
- Treasury Shares : **580,843** shares
- Estimated Charter Capital After Current Offering : VND **578,973,370,000**
- Estimated Outstanding Shares After Offering : **57,316,494** shares
- Number of Shares to be Issued : **11,463,298** shares, divided into:
 - ✓ Capital Increase from Owner's Equity : **8,597,474** shares (exercise ratio: **10:1.5**)
 - ✓ Employee Stock Ownership Program (ESOP) : 2.865.824 shares
(5% of outstanding shares at issuance).
- Total Par Value of Issuance : VND 11,632,980,000
- Issuance Price / Source of Capital :
 - ✓ From Owner's Equity : Share premium and other equity reserves based on the latest audited financial statements.
 - ✓ ESOP Issuance Price: : VND 10,000/share.
- Expected Post-Issuance Charter Capital : VND 693,606,350,000
- Purpose of Fund Usage : To supplement working capital.
- Expected Issuance Period : In 2025, the BOD will determine the exact timing after obtaining the necessary approvals.

4. Detailed Issuance Plan:

4.1 Issuance from Owner's Equity (15% Ratio):

- Shares to be Issued : 8,597,474 shares
The General Meeting of Shareholders authorizes the Board of Directors to determine the actual number of shares to be issued based on the stock issuance ratio from owners' equity (15% of owners' equity).
- Total Issuance Value : VND 85,974,740,000
- Issuance Method : Distribution to existing shareholders as dividends in shares.
- Eligible Participants : Shareholders whose names are recorded on the closing date for entitlement to receive stock dividends and issuing shares to increase charter capital from the owner's equity.
- Funding Source : Share premium and other owner's equity reserves, based on the Company's most recent audited financial statements as prescribed by law. The General Meeting of Shareholders authorizes the Board of Directors to allocate and determine the appropriate funding sources following applicable regulations.
- Rights Transferability : **10:1.5 (for every 10 existing shares, shareholders receive 1.5 new shares);**
The right to receive shares from the issuance to increase charter capital from the owner's equity is non-transferable. However, the issued shares are not subject to any transfer restrictions.
- Handle fractional shares arising from the issuance : Shares issued to increase charter capital from owners' equity will be rounded down to the nearest whole unit. Any resulting fractional decimal shares (if any) will be canceled.

Example:

- ✓ Issuance of shares to increase charter capital from owner's equity: Shareholder A, holding 205 shares as of the record date, will be entitled to 30.75 new shares at an exercise ratio of 10:1.5. Under the rounding rules, Shareholder A will receive 30 new shares, and the fractional entitlement of 0.75 shares shall be allocated to the Company's Labor Union. Shareholder A holds 205 shares. With a 10:1.5 ratio, they receive 30.75 shares, rounded to 30. The 0.75 fractional share goes to the Labor Union.

- Compliance with Foreign Ownership Limits : The Board of Directors is authorized to approve the plan to ensure that the share offering complies with applicable regulations on foreign ownership restrictions.
- Expected Time of Issuance : Within 2025, the specific issuance timing will be determined by the Board of Directors after obtaining approval from the competent state authorities.

For clarification, issuing shares to increase charter capital from owner's equity will be carried out concurrently with issuing shares under the employee stock ownership program (ESOP).

4.2 Issuance Under Employee Stock Ownership Program (ESOP)

- Outstanding Shares at Issuance : 57,316,494 shares
- Shares to be Issued : 2,865,824 shares, representing 5% of the total outstanding shares at issuance.

The General Meeting of Shareholders authorizes the Board of Directors to determine the number of shares to be issued, based on the 5% issuance ratio under the employee stock ownership program specified above.
- Total Issuance Value : VND 28,658,240,000
- Issuance Price : VND 10,000/share
- Eligible Participants : Members of the Board of Directors; members of the Internal Audit Committee; members of the Executive Board; Middle-level management; and employees of Vietravel – Vietnam Travel and

Marketing Transport Joint Stock Company who have signed labor contracts and have worked for three (03) years or more, and who are still employed by the Company at the time of issuance.

- Allocation Standard

: - For individuals who are not subject to performance evaluation in 2024: they must not have violated the law and must not be subject to any form of labor disciplinary action.

- For individuals who are subject to performance evaluation in 2024: they must receive a performance rating of "meeting expectations" or higher. They must not have violated the law and must not be subject to any form of labor disciplinary action.

The list of employees eligible to participate in the program, as well as the principles for determining the number of shares to be issued to each individual and the implementation timeline, shall be decided by the Board of Directors under the authorization of the General Meeting of Shareholders.

Issuance Method

: Direct sale to eligible employees.

Purpose

: To attract and retain key talents for continuing support for the organization.

Transfer Restriction

: The shares issued under the employee stock option program (ESOP) in 2025 will be subject to a transfer restriction for one (01) year from the closing date of the issuance.

In the event that an employee resigns during the transfer restriction period, the issued shares will be repurchased according to the Board of Directors' (BOD) plan at a repurchase price of VND 10,000 per share.

The General Meeting of Shareholders authorizes the BOD to determine the plan for repurchasing ESOP shares from employees who resign, including but not limited to the Company repurchasing shares as treasury shares and/or the Company's Trade Union repurchasing shares as a bonus source for employees, and/or other forms in accordance with legal regulations.

- Purpose of Fund Usage : The total proceeds expected from issuing shares under the employee stock ownership program (ESOP) will be allocated to supplement the Company's working capital for business operations.
 - Compliance with Foreign Ownership Limits : The General Meeting of Shareholders authorizes the Board of Directors to approve the plan, ensuring that the share offering complies with regulations on foreign ownership limits.
 - Expected Time of Issuance : By 2025, the specific issuance timing will be decided by the Board of Directors after obtaining approval from the competent state authorities.
- For clarification, the issuance of shares under the Employee Stock Ownership Plan (ESOP) will be carried out concurrently with the issuance of shares to increase charter capital from owners' equity. Accordingly, the additional ESOP shares issued will not be entitled to receive shares under the plan for issuing shares from owners' equity.

5. Additional Registration and Listing

All shares from this issuance (both owner's equity issuance and ESOP) will be additionally registered with the Vietnam Securities Depository (VSDC) and listed on the Hanoi Stock Exchange (HNX) as dictated in the regulation.

6. Authorization to the Board of Directors

The GMS authorizes the BOD to:

- Implement the issuance and distribution of shares according to the plans approved by the General Meeting of Shareholders;
- Decide on the detailed contents of the share issuance plan and/or amend, supplement, or adjust the issuance plan as necessary, based on the Company's actual situation or at the request of competent authorities, to ensure the success of the issuance and compliance with legal regulations on capital raising activities;
- Authorize the Board of Directors to determine the actual number of shares to be issued based on the exercise ratio (issuance of shares to increase charter capital from owners' equity) and the issuance ratio under the Employee Stock Ownership Plan (ESOP) as mentioned above;

- Select an appropriate time for the share issuance after obtaining approval from the State Securities Commission of Vietnam;
- Approve plans to ensure that the share issuance complies with regulations on foreign ownership limits;
- Handle fractional shares and shares not fully distributed;
- Decide on the plan for repurchasing ESOP shares from employees who resign, including but not limited to the Company repurchasing shares as treasury shares and/or the Company's Trade Union repurchasing shares as a bonus source for employees and/or other forms in accordance with legal regulations.
- Balance and determine the funding sources for the issuance of shares to increase charter capital from owners' equity;
- Decide on the specific use of the proceeds and flexibly adjust the allocation of capital, the timing of fund disbursement, and the purpose of fund usage as necessary, in line with the Company's actual business needs;
- Carry out necessary procedures to amend and supplement the Company's Charter to record the increase in charter capital resulting from the share issuance;
- Approve the charter capital increase and perform all necessary legal procedures to update the Enterprise Registration Certificate to reflect the total par value of the shares issued after the completion of the offering;
- Complete the necessary procedures for additional registration of the newly issued shares with the Vietnam Securities Depository (VSD) and register for additional listing on the Hanoi Stock Exchange (HNX) under applicable regulations.

Ho Chi Minh City, Date Month Year 2025

Recipients:

- Shareholders;
- Office Archives.

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



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No: 24-TTr/HQT-VP

PROPOSAL

May 7 2025

*Regarding the Dismissal of a Board Member and Nomination of a New Member
for the 2024–2029 Term*

TO: THE GENERAL MEETING OF SHAREHOLDERS OF VIETRAVEL

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 and the Law on Securities No. 54/2019/QH14;*
- *The Charter on the organization and operation of Vietravel – Vietnam Travel and Marketing Transports Joint Stock Company;*
- *The resignation letter submitted by Mr. Lê Kiên Thành, Independent Member of the Board of Directors for the 2024–2029 term, received by the Company on April 25, 2025;*

The Board of Directors respectfully submits the following for consideration and approval by the General Meeting of Shareholders:

1. Dismissal of Mr. Lê Kiên Thành from the Board of Directors for the 2024–2029 term

The Board recommends accepting the resignation of Mr. Lê Kiên Thành and respectfully requests the General Meeting of Shareholders to officially approve the termination of his rights and responsibilities as a Member of the Board of Directors, effective immediately upon approval

2. Nomination of a new Board Member for the 2024–2029 term

The Board proposes the appointment of the following candidate:

Mr. Tran Du Lich

- Date of Birth: August 19, 1952
- Place of Birth: Cát Tài Commune, Phù Cát District, Bình Định Province
- Education:
 - Ph.D. in Economics, Leningrad Institute of Economics and Finance (1987)
 - Licensed Attorney, Ho Chi Minh City Bar Association (1989–2004)
- Professional Background: Please refer to the attached curriculum vitae for full details.

We respectfully submit this proposal for review and approval at the 2025 Annual General Meeting of Shareholders..

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN QUOC KY

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GREEN LEAF CENTER VIETNAM - TOUR GUIDE OPERATION - VIETNAM MANPOWER CENTER - VIETRAVEL ACADEMY.

CURRICULUM VITAE

Full name: TRAN DU LICH

Date of Birth: August 19, 1952, at Binh Dinh Province, Vietnam.

Current Residence: Apartment T.2.15.02, Estella Heights, No. 88/2 Song Hanh Street, An Phu Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

Current Positions:

- Member of the National Financial and Monetary Policy Advisory Council to the Government
- Member of the Scientific Council of Ho Chi Minh City
- Chairman of the Advisory Council for the Implementation of Resolution No. 98 by the National Assembly.

Career History:

- 1998–2008: Director, Ho Chi Minh City Institute of Economics
- 1995–2005: Concurrent Member of the Board of Directors, Vietnam Posts and Telecommunications Group (VNPT)
- 1992–1997: Member of the National Assembly, 9th Legislature
- 2007–2011: Member of the National Assembly, 12th Legislature
- 2011–2016: Member of the National Assembly, 13th Legislature
- 1989–2004: Lawyer, Ho Chi Minh City Bar Association
- 2006–2016: Member, Central Theoretical Council
- 1994–2012: Lecturer in postgraduate programs at Ho Chi Minh City Open University and Ho Chi Minh City University of Technology
- Member of the Economic Committee of the National Assembly; Vice Head of the Delegation of National Assembly Deputies for the 12th and 13th Legislatures
- 2016–2021: Member of the Prime Minister's Economic Advisory Group.



Academic Qualifications:

- Bachelor of Laws, University of Saigon, 1974 (majoring in Law and Economics)
- Ph.D. in Economics, University of Economics and Finance, Leningrad, USSR, 1987
- Graduate of the Market Economy Training Program, Georgetown University, Washington D.C., 1994
- Has been engaged in scientific research in the fields of economics and law since 1976. Over 100 academic works have been published, including books, journals, conference proceedings, and articles in both domestic and international publications.

Area of specialization:

- Economic policy and institutional economics.

Publications and Research Projects:

- Development of the Non-State Economy (Book, 1991)
- Vietnam's Economy: A Transitional Economy (Book, 1996)
- Economic Restructuring in Ho Chi Minh City (2001)
- 30 Years of Socio-Economic Development in Ho Chi Minh City (Book, 2005)
- Lead Author of the Proposal "Pilot Model of Urban Government for Ho Chi Minh City" (2007)
- Improving Vietnam's Economic Institutions (National Program KX.01.06, 2010)
- Public Investment Restructuring
- New Insights on the Relationship Between Economic Growth and Social Equity (Contributed to the Central Theoretical Council)
- Lead Researcher of the Project: "Key Mechanisms and Policies to Stimulate Socio-Economic Development in Da Nang City"
- Ho Chi Minh City: Toward Becoming an International Financial Center.



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Website: www.vietravel.com

No: 26 - QC
May 07 2025

ELECTION REGULATIONS AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS VIETNAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK COMPANY - VIETRAVEL

- Under the Law on Enterprises No. 59/2020/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Under the Law on Securities No. 54/2019/QH14 passed by the 14th National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Under the Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;
- Under the Charter on the Organization and Operation of Vietnam Travel and Marketing Transports Joint Stock Company - Vietravel.

To ensure compliance with legal regulations and the Company's Charter; to uphold transparency, democracy, and the lawful rights of all Shareholders; and to maintain order and focus during the General Meeting of Shareholders.

At the 2025 Annual General Meeting of Shareholders of Vietnam Travel and Marketing Transports Joint Stock Company - Vietravel, the Election Regulations for the additional election of Members of the Board of Directors for the 2024–2029 term is hereby approved as follows:

1. Qualifications of Candidates and Number of Board Members to be Elected:

Candidates nominated or self-nominated for the Board of Directors must meet the requirements stipulated by law and the Company Charter. The number of members to be elected shall be in accordance with the resolution of the General Meeting of Shareholders.

2. Voting Method:

Each shareholder will receive one ballot for electing members of the Board of Directors. Voting shall be conducted by secret ballot using the cumulative voting method, whereby each shareholder's voting rights are calculated by multiplying the number of shares held by the number of positions to be elected. Shareholders may allocate all or part of their total votes to one or more candidates. (See Appendix 1: Instructions for Cumulative Voting).

OVERSEAS OFFICES:

USA - FRANCE - AUSTRALIA - SINGAPORE - THAILAND - CAMBODIA.

VIETNAM BRANCHES:

HA NOI - QUANG NINH - THAI NGUYEN - HAI PHONG - VINH - HUE - DA NANG - QUANG NGAI - QUY NHON - BUON MA THUOT - NHA TRANG - DA LAT - VUNG TAU
DONG NAI - BINH DUONG - CAN THO - LONG XUYEN - RACH GIA - PHU QUOC - CA MAU.

TRAVEL BOOKING OFFICES IN HCMC: CONG HOA - GO VAP - PHU MY HUNG.

MEMBERS OF VIETRAVEL:

VIETRAVEL AIRLINES - WORLDTRANS - VIETRAVEL INVEST - TRIPU - BEEVENT JSC - CDIMEX - AISIA EXPRESS TRANSPORT SERVICE ENTERPRISE
GREEN LEAF CENTER VIETNAM - TOUR GUIDE OPERATION - VIETNAM MANPOWER CENTER - VIETRAVEL ACADEMY.

3. Ballot Distribution and Voting Procedure:

Ballots, bearing the Company's seal and issued by the Election Committee, must specify the number of shares represented by the shareholder, corresponding to their voting rights. Shareholders shall record the number of votes allocated to each selected candidate in the "Number of Votes" box. The total votes allocated must not exceed the shareholder's total allowable votes.

4. Valid and Invalid Ballots

a. Valid Ballots:

- Must be the official printed form issued by the Election Committee and bear the Company's seal;
- Must not be erased, altered, damaged, or contain any additional content beyond the prescribed format;
- Must be signed and clearly state the full name of the attending shareholder;
- Must vote for equal to or fewer candidates than the number approved by the Meeting;
- Must only include candidates on the list approved by the Meeting.

b. Invalid Ballots:

- Not issued by the Election Committee;
- Contain erasures or modifications (if incorrectly filled, a new ballot must be requested and the old one voided);
- Exceed the number of Board members approved for election;
- Contain names of individuals not on the approved candidate list;
- Allocate more votes than the shareholder is entitled to.

5. Determining Elected Board Members

Board members shall be elected based on descending order of total votes received, until the required number of positions is filled. In case multiple candidates receive the same number of votes for the final position, a re-vote will be conducted among those candidates or a decision shall be made by the Presiding Committee through a vote.

6. Election Committee:

The General Meeting shall elect an Election Committee responsible for conducting the election in accordance with these regulations. The Committee must ensure transparency, confidentiality, and accuracy in the vote counting process. In the event of any violations, the Committee shall bear responsibility. After counting, the Committee must prepare and announce the voting results, seal the ballots, delete all digital election data, and only unseal the ballots upon a decision by the General Meeting of Shareholders.

7. Handling Complaints:

All complaints related to the election results must be raised and resolved during the General Meeting. Shareholders may not contest the results at a later time. In case of disputes concerning election procedures or results, the Election Committee shall conduct a review and submit the matter to the General Meeting for a decision.

These Election Regulations shall be publicly announced and take immediate effect upon approval at the Annual General Meeting of Shareholders on **May 17, 2025**, and shall be binding upon all attending shareholders.

ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD




NGUYEN QUOC KY

APPENDIX 1: INSTRUCTIONS FOR CUMULATIVE VOTING

(Issued together with the Election Regulations for Board Member Election at the 2025 Annual General Meeting of Shareholders of Vietnam Travel and Marketing Transports Joint Stock Company - Vietravel)

1. Regulations on Cumulative Voting

The election of Board members at the General Meeting shall follow the cumulative voting method, whereby each shareholder may allocate their total voting rights to one or more candidates. The number of votes allocated to each candidate does not need to be equal. Shareholders may choose to allocate only part of their total votes, and the remaining votes may be left unallocated.

2. Voting Method

a) Calculating Total Voting Rights of a Shareholder (or Authorized Representative):

The total voting rights are determined by the following formula:

Total Voting Rights = Number of voting shares held (or represented) × Number of Board members to be elected.

Ví dụ:

Assume that the list of candidates for the Board of Directors has been approved by the General Meeting of Shareholders, comprising **five candidates**, and the number of Board members to be elected, as approved by the Meeting, is **three**.

Mr. A is a shareholder holding **1,000 voting shares**. Accordingly, the **total number of votes** Mr. A is entitled to cast for the election of the Board of Directors is:

$$1,000 \times 3 = 3,000 \text{ votes}$$

b) Casting Votes:

In essence, the voting process involves **allocating all or part of the shareholder's (or authorized representative's) total voting rights for the Board of Directors** to one or more candidates, whereby the number of votes allocated to each candidate may vary depending on the level of trust placed in each respective candidate.



Example (continued): Mr. A may allocate his 3,000 votes as follows:

No.	Candidate name	Votes Allocated
1	Nguyen Van B	3,000
2	Nguyen Thi C	0
3	Nguyen Van C	0
4	Nguyen Van D	0
5	Nguyễn Thị E	0
Total		3,000

Notes:

- Mr. A may **choose to use either all or only a portion of his total voting rights for the Board of Directors** (in this example, his total voting rights amount to **3,000 votes**) to vote for the candidates. If he allocates **more than 3,000 votes**, his ballot will be **considered invalid**.
- **Each ballot clearly states the total number of voting rights for the Board of Directors** assigned to the ballot holder. This number varies on each ballot, depending on the number of voting shares held and/or represented by the respective shareholder or proxy. **The total number of votes allocated to candidates must not exceed the total voting rights assigned.**

