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REPORT OF THE BOARD OF DIRECTORS Presented at the 2025 Annual General Meeting of Shareholders

To: The General Meeting of Shareholders of Vietravel

I. OVERVIEW OF THE SOCIO-ECONOMIC CONTEXT AND TOURISM INDUSTRY IN 2024

- The year 2024 witnessed a strong global recovery in the tourism industry following the COVID-19 pandemic. In Vietnam, the Government continued to implement supportive policies to stimulate tourism, such as visa exemptions, expansion of international flight routes, and support for travel businesses. These favorable conditions enabled Vietravel to enhance its domestic and international business operations.
- Additionally, trends such as **Free & Easy travel**, **Bleisure (business + leisure)**, and **sustainable tourism** continued to rise, requiring travel businesses to adapt by innovating products and customer service models.
- In this context, with the concerted efforts of all staff, Vietravel achieved notable accomplishments in 2024.

Below is a detailed report on the activities and responsibilities carried out by the Board of Directors in 2024.

II. PERFORMANCE OF TASKS ASSIGNED BY THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The 2024 Annual General Meeting of Shareholders of Vietnam Tourism and Transport Marketing Joint Stock Company – Vietravel was held on May 11, 2024. Pursuant to the resolutions passed, the Board of Directors (BoD) was assigned to implement the decisions of the Meeting. The results are summarized as follows:

1. Business Performance Results

- **2024 Business Plan:**
 - Revenue target: VND **6,921 billion**
 - Profit before tax: VND **68 billion**
- **Actual 2024 Performance:**
 - Revenue: VND **6,735 billion** (achieving 97% of the target)
 - Profit before tax: VND **56 billion** (achieving 82% of the target)

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.

2. Amendments to the Charter and Company Regulations

- Amendment and publication of the Company Charter: Completed and disclosed on **May 13, 2024**
- Revised Internal Corporate Governance Regulation: Completed and disclosed on **May 13, 2024**
- Revised Regulations on Board of Directors' Operation: Completed and disclosed on **May 13, 2024**

3. Remuneration and Salaries for the Board of Directors

- **2024 Plan:** VND 4,850,000,000
- **Actual disbursement:** VND 5,138,062,885 (exceeding the plan by VND 288,062,885)
- **2025 Plan:** VND 5,200,000,000

4. Implementation of the Share Issuance Plan

According to the 2024 AGM Resolution, the Company was approved to issue **40,121,545 shares** under three methods:

- Offering to existing shareholders
- Employee Stock Ownership Plan (ESOP)
- Bonus share issuance from owners' equity (per Proposal 168-TTr/BoD – VP dated May 11, 2024)

Following approval:

- The BoD prepared and submitted the application to the State Securities Commission (SSC) for the issuance of **28,658,247 shares** to existing shareholders.
 - Due to objective delays in dossier review and compliance requirements, the SSC on **April 14, 2025** requested the inclusion of updated Q1/2025 financial data in the prospectus.
 - Six updated prospectuses and Q1/2025 financial reports have since been submitted.
 - The Company will proceed with the share issuance immediately upon receiving the SSC's certificate and report the results to the next AGM.
- Regarding the remaining two issuance methods (ESOP and bonus shares), the BoD requests shareholder approval to proceed after the first offering is complete and to report the results at the next AGM.
- Additionally, although the 2024 AGM approved a **private convertible bond offering**, this has not yet been implemented pending completion of the share issuance procedures.

5. Cancellation of 55,743 Repurchased Shares and Corresponding Charter Capital Reduction

- In 2024, the Company cancelled **55,743 repurchased shares** and reduced its charter capital accordingly.
 - These shares were repurchased from employees after the Securities Law 2019 took effect and were subject to mandatory cancellation under current regulations.

6. Appointment of Auditor for the 2024 Financial Statements

- The BoD appointed **AFC Vietnam Auditing Company Limited** – a member of **PKF International** – to audit the 2024 financial statements.
- This firm was included in the list of approved auditors endorsed by the 2024 AGM.

III. PERFORMANCE REVIEW OF THE BOARD OF DIRECTORS IN 2024

In 2024, the Board of Directors convened all regular meetings on a monthly, quarterly, and annual basis, as well as extraordinary sessions, in accordance with the Company's Charter. These meetings focused on planning, strategizing, and implementing measures to fulfill the tasks assigned by the General Meeting of Shareholders and to exercise the Board's rights and responsibilities.

1. Organization of Meetings and Issuance of Documents

In 2024, the Board of Directors issued a total of **465 documents**, including:

- 35 Meeting Minutes
- 35 Resolutions
- 11 Extracts of Resolutions
- 04 Regulations
- 03 Reports
- 52 Public Disclosures
- 90 Decisions
- 34 Official Letters
- 26 Announcements
- 175 Other Documents

2. Organizational Structure and Human Resources

- In 2024, the Board implemented organizational restructuring and established new units/departments, including:
 - Restructuring the Board Office and the Product & Service Division
 - Establishing a joint venture in India (Viet India Travel Private Limited) with Vietravel holding 51% of charter capital
 - Renaming branches to reflect provincial identification:
 - Vietravel Nha Trang → Vietravel – Khanh Hoa Branch
 - Vietravel Rach Gia → Vietravel – Kien Giang Branch
 - Vietravel Quy Nhon → Vietravel – Binh Dinh Branch
 - New branches and business locations:
 - Vietravel Caravan Center
 - Retail offices in Phan Rang (under Nha Trang), Tuy Hoa (under Quy Nhon), Bac Ninh and Nam Dinh (under Hanoi)
 - Dissolution of Vietravel Investment and Development Co., Ltd. (effective January 8, 2025), as a joint-stock company was established in its place.
- Regarding human resources:

The Board issued several decisions on appointments, including:

- 43 new/dual-role/reassignment decisions
- 10 reappointments of mid-level management (Directors and Deputy Directors)

3. Information Disclosure

The Company fully complied with public disclosure obligations in accordance with the law. Major disclosures included:

- Semi-annual and annual Corporate Governance Reports
- Quarterly, semi-annual, and annual Financial Statements
- Transactions involving the Company and internal parties
- Establishment/dissolution of Company-affiliated units

4. Internal Transactions

In 2024, the Board approved internal transactions with related parties, including:

- Agreement to extend payment terms with Vietravel Holdings for debt from the transfer of shares in:
 - Vietravel Airlines
 - CDIMEX
 - The Gioi Transport
(as part of the restructuring plan approved at the 2021 AGM)
- Trademark licensing agreement allowing Vietravel Airlines to use "Vietravel" in its brand name for a period of 5 years from January 24, 2025

5. Oversight of the CEO and Executive Management

The Board of Directors, directly or via the Audit Committee, monitored the performance of the CEO and executive team throughout 2024.

- Regular engagement ensured that the Board remained updated and provided timely solutions aligned with domestic and global socioeconomic changes.
- The Executive Board attended all Board meetings, submitted reports, and proposed policies to improve business efficiency.
- Board representatives participated in important executive meetings to stay informed and assist with decision-making.
- While the Executive Board managed implementation, the Board of Directors played a vital role in strategic planning, consultation, and supervision to ensure that business activities stayed on track and achieved desired outcomes.

6. Investment in Vietravel Airlines

- Before the 2021 AGM, Vietravel Airlines was a wholly owned subsidiary of Vietravel. Following shareholder approval at the 2021 AGM, Vietravel's capital contribution was transferred to Vietravel Holdings (85.79% ownership).

- Due to the aviation sector's vulnerability post-COVID-19 and its high capital needs, 75% of Vietravel Airlines' shares were transferred to T&T Group affiliates to attract strategic investment. After the transaction, Vietravel Holdings and Vietravel retained 25% ownership.
- As part of its group restructuring, the Board has prioritized focusing resources on core businesses such as tourism and travel services. Divestment from Vietravel Airlines reduces financial strain and enables capital reallocation toward more profitable ventures.
- Moving forward, the Board will continue reviewing and optimizing the Company's investment portfolio and strengthening partnerships with capable strategic investors to maximize shareholder value and ensure sustainable growth.

IV. ORIENTATION FOR THE BOARD OF DIRECTORS' ACTIVITIES IN 2025

1. Business Plan and Strategy

1.1 Business Plan

Amidst market shifts and technological advancements, Vietravel has set its 2025 business plan under the spirit of "**Acceleration – Breakthrough – Efficiency**":

- **General Objective:** Scale growth and operational efficiency. Specific goals include expanding domestic market share, significantly increasing inbound revenue, and strengthening online sales channels. The Company also aims to continue controlling costs, reinforcing financial stability, and achieving sustainable profit growth.

Key targets for 2025:

- Total number of travelers served: **1,183,700** (up 31% vs. 2024), including ~950,000 domestic & outbound and 233,000 inbound.
- Revenue: **VND 9,549 billion** (~USD 400 million, nearly 40% growth vs. 2024).
- Gross profit: **VND 813 billion**, with improved margin through product optimization and cost control.
- Profit before tax: **VND 50 billion**.
- Revenue structure: Online channel to account for 12–15% of FIT & inbound revenue; international markets (inbound + overseas branches) to reach at least 10% of total revenue (up from ~5% in 2024).

1.2 Strategy

To realize these goals, the Executive Board has proposed the following strategic directions for 2025:

- **Expand business scale & market share:** Vietravel will center operations on two pillars: Business and Finance, prioritizing revenue scale and diversified income through new business lines, while optimizing operational and financial efficiency.
- **Strengthen financial resources:** With reduced financial pressure from Vietravel Airlines (as it stabilizes and attracts investors), capital will be redirected toward tour services. A bulk-purchase strategy

will secure competitive pricing (e.g. bulk hotel & transport booking). Efforts will focus on reducing debt and interest costs.

- **Enhance sales & distribution networks:**

- **Domestic:** Restructure by region, open new offices in high-potential provinces, especially in the North and Central Vietnam, to ensure presence wherever customers are.
- **International:** Invest in inbound and overseas offices (e.g. China, Japan, Korea, Europe, USA, Middle East). These offices will serve dual functions: bring tourists to Vietnam and sell outbound tours to local residents.
- **Partnerships & M&A:** Explore strategic alliances or acquisitions in major tourism markets (e.g. EU, Dubai, Japan, Korea). Expand agent and affiliate sales networks, including collaborations with online travel agencies (OTA).

- **Reorganize business units for performance:**

- Replace underperforming leaders; promote young, capable talents.
- Restructure business processes, focus on high-potential segments, cut fixed costs.
- Apply clear KPIs by unit/department, implement performance-based rankings and corrective actions for underachievers.

- **Restructure by market segment:**

- **FIT:** Establish FIT Center focused on volume (domestic) and revenue (outbound). Principle: "One market – One system – Multi-channel access".
- **GIT:** Reorganize by industry/geography; create dedicated super sales teams by enterprise group and region. Apply flexible bonus structures.
- **Inbound:** Develop into Vietravel's third key business pillar with a 2025 target of at least 5% of total revenue. Focus on B2B and B2C inbound via multilingual websites/apps and local market reps.
- **Overseas offices:** Reposition to function as outbound sellers, inbound promoters, and local tour operators. Integrate into a global Vietravel sales ecosystem.

- **Online Sales (OTA) Breakthrough:**

2025 marks the pivotal year for digital transformation.

- Goal: 30%+ of FIT revenue from online sales by end-2025.
- Upgrade website and app with full features: flight, hotel, tour, combo booking, online payment.
- Support multilingual & multicurrency platforms.
- Offer diverse payment methods (credit, e-wallets, QR, installment).
- Launch major digital marketing campaigns targeting young users and office workers.
- Integrate OTA with service partners (via APIs) to expand product supply and pricing efficiency.

- **Human Resource Development & Performance Culture:**

- **Evaluate & retrain:** Assess staff capabilities, train and promote high-potential talents; reassign or replace unsuitable personnel.
- Ensure 100% frontline staff are trained in professional and soft skills; all employees to receive systems training.
- **Talent retention:** Apply clear KPI-based pay and bonus; introduce special rewards for high-tech, marketing, product innovation staff.
- **Expand partnerships:** Build affiliate networks with freelancers, KOLs, travel bloggers, even bank or insurance staff.

- **Performance culture:** Encourage innovation, reward excellence, enforce accountability, and foster a competitive, unified environment.

Startup spirit – Breaking out of the comfort zone:

2025 marks the start of a new phase. Every unit and individual must break out of their comfort zone, renew their mindset, and embrace innovation to seize market opportunities and elevate Vietravel.

2. Investment and Partnership Strategy

Vietravel is committed to fostering partnerships across and beyond the tourism industry, aiming to build a sustainable circular economy ecosystem. Partnerships are based on **balance, sharing, and long-term growth**, creating "win-win" alliances that generate value for Vietnam's economy and society.

3. Capital Increase Plan and Strategic Cooperation

- Continue implementing capital raising plans via share issuance as approved by the 2024 AGM.
- Seek strategic investors (domestic & international) and submit a new capital issuance plan to the AGM for approval. Funds raised will support 2025 and mid-term plans and attract investors to support Vietravel's sustainable growth.

4. Organizational Restructuring and Governance Reform

- In line with AI advancements, the Board has issued a resolution requiring a **restructuring plan** in 2025 toward a streamlined, professional, and efficient structure for 2025–2035. This includes:
 - FIT Division
 - GIT Division
 - International Markets Division
 - Functional departments and HQ
 - Operations Division
 - Xuyen A Transport Services Units (HCMC and Hanoi)
- Leadership quality is a priority — criteria will include work attitude and performance.
- Institutional Reform: Review and revise all internal policies and regulations (e.g. governance, HR, finance, salary policies...).

5. Compliance with Laws, Charter, and AGM Resolutions

The Board of Directors will implement all contents of AGM 2023 Resolutions in strict compliance with regulations and deadlines. The Company and the Board will operate in accordance with the Charter, Corporate Governance Regulations, and the law.

Tasks will be clearly delegated among BoD members to maximize their role in strategic planning and oversight of the Executive Board's performance.

V. STRATEGIC ORIENTATION FOR THE 2025–2035 PERIOD

Looking beyond 2025, the Company has developed a long-term strategy for the 2025–2035 period, with clear vision and goals. This strategy guides all of Vietravel's activities over the next decade, aiming to position the Company as a leading travel enterprise in the region and a **LIFE VALUE** to society, with a focus on:

- **Becoming a Green Enterprise, Digital Enterprise, and Connected Enterprise:**
Vietravel aspires to be a green enterprise, fully digitalized and deeply integrated into its ecosystem.
- **Green Enterprise:** This entails sustainable and environmentally friendly growth, pioneering green tourism initiatives (reducing emissions, conserving culture and nature...).
Key targets include: Cutting 600,000 plastic bottles (~97.2 tons CO₂), planting 1.2 million trees (1 tree per guest), equivalent to absorbing 2,400 tons CO₂, **Total carbon offset: 2,497.2 tons of CO₂, rounded to 2,500 carbon credits**
- **Digital Enterprise:** Digital transformation will underpin every aspect of operations — from governance to customer experience (OTA). Vietravel aims to become a data-driven, high-tech travel company leveraging big data, artificial intelligence (AI), and analytics to guide its strategy and operations.
- **Connected Enterprise:** Vietravel will build a multi-sector service ecosystem where it acts as a hub, closely collaborating with strategic partners (aviation, hotels, transport, banking, insurance, tech...) to provide a comprehensive, value-added service chain. This **Green – Digital – Connected** model is Vietravel's long-term competitive advantage.
- **Focusing on Digital Transformation as the Strategic Breakthrough : Digital transformation is not just a project but the backbone of the 2025–2035 decade. Technology is seen as the key growth driver and service innovation enabler. Vietravel's strategy includes:**
 - Investing in a robust Vietravel Super App to become a leading OTA in Southeast Asia
 - Applying AI and big data analytics via a centralized data center to personalize products and optimize marketing
 - Automating operations via ERP and intelligent management systems**Goal by 2030:** Over 70% of revenue to come from digital channels, allowing Vietravel to scale without proportionally increasing manpower.
Digitalization also enables global service availability 24/7 and seamless integration with international partners.
- **Mindset – Structure – Breakthrough: This will be the guiding principle of Vietravel's management:**
 - **Mindset Shift:** Encourage open-mindedness, continuous learning, acceptance of change, customer-centric thinking, centralized governance, and digital thinking across all staff levels.
 - **Structural Change:** Continuous restructuring to adapt to the market. A flexible platform-based model will replace silos, allowing agile, cross-functional project teams

and enabling connection among business units and partners under Vietravel's orchestration.

- **Breakthrough Results:** With new thinking and structure, the goal is exponential business growth: revenue and profit, rapid market expansion, and regional brand elevation. Vietravel aims for significant growth every 3–5 years.
- **Vision 2035 – Top Travel Enterprise in Asia: By 2035, Vietravel aims to become one of Asia's leading travel enterprises in both scale and impact:**
- **Target revenue by 2030:** Over **USD 1 billion** (~VND 24,000 billion at current rates)
- **Business model:** Strong OTA + multi-sector integrated ecosystem

Strong OTA:

Vietravel aims to be a top online travel agency in Southeast Asia and beyond. The Vietravel app will rank among the most downloaded and used travel apps, becoming a **super app** offering everything from bookings and AI-based consulting to social travel sharing.

Multi-sector Ecosystem:

Beyond a traditional tour operator, Vietravel will grow into an integrated travel services group. By 2035, the ecosystem will include:

- Airlines (Vietravel Airlines and others)
 - Ground transport providers
 - Linked hotel/resort chains
 - MICE event organizer (Beevent)
 - Travel tech company (TripU)
 - Airport support services
 - Other strategic partners
- These will be tightly connected and strategically coordinated to offer seamless travel solutions for all customer needs (leisure, flights, hotels, conferences, study tours...).

Global Brand:

By 2030, Vietravel aims to become an internationally recognized Vietnamese tourism brand – a symbol of quality and innovation in Asian travel. The Company aspires to win prestigious global tourism awards and be listed in major international tourism rankings.

In summary, from 2025 to 2035, Vietravel will undergo a strong transformation from a traditional travel company to a modern, sustainable, and regionally scaled travel group. With a clear strategic direction — **Green – Digital – Connected** — and an ambition to lead Asia, Vietravel is committed to delivering sustainable value to shareholders, employees, customers, and the community, becoming a **LIFE VALUE** to society.

This strategy, when synchronously implemented, will help Vietravel realize its 2035 vision and contribute significantly to the international advancement of Vietnam's tourism industry.

VI. CONCLUSION

The above is the report of the Board of Directors on the implementation of assigned functions and responsibilities in 2024, as well as the orientation for operations in 2025 and the 2025–2035 period.

Based on the remarkable business results achieved in 2024, Vietravel is determined to implement a breakthrough development strategy in 2025, focusing on three pillars: Green Economy – Green Enterprise, Digital Economy – Digital Enterprise, and Circular Economy – Deeply Connected Enterprise. At the same time, the Company is accelerating its restructuring efforts and streamlining its organizational apparatus to ensure swift and effective governance and execution.

With the strong leadership of the Board of Directors and Executive Board, together with the solidarity and high determination of all employees, Vietravel is committed to exceeding its business targets in 2025. These achievements will serve as a solid launchpad, propelling Vietravel to new heights, affirming its leading position during the 2025–2035 strategic period, and realizing its vision of sustainable and radiant development by 2035.

Recipients:

- Annual General Meeting of Shareholders 2024
- Board of Directors Members
- To be filed at the Company's Board of Directors Office

ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN



NGUYEN QUOC KY