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REGULATIONS ON ORGANIZATION ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025 VIETNAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK COMPANY – VIETRAVEL

- Pursuant to the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- Pursuant to the current Charter of Vietravel;
- Pursuant to the Internal Corporate Governance Regulations of Vietravel.

CHAPTER I GENERAL PROVISIONS

Article 1. Scope and Subjects of Application

1. These Regulations apply to the organization and operation of the 2025 Annual General Meeting of Shareholders (“AGM”) of Vietravel.
2. They specify the rights and obligations of shareholders, authorized representatives, and other participants; as well as the conditions and procedures for convening the AGM and passing resolutions.
2. All participants must comply with these Regulations.

Article 2. Objectives

1. Ensure transparency and publicity.
2. Facilitate a successful and legally compliant Meeting.

Article 3. Effectiveness

These Regulations take effect from the date of signing unless annulled or replaced by resolution of the AGM or a competent authority.

CHAPTER II

CONDITIONS FOR PARTICIPATION, RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS

Article 4. Conditions for Attending the Meeting

Shareholders whose names are on the list as of the record date have the right to attend the AGM directly or authorize one or more individuals or organizations in writing to attend the Meeting as per this Regulation, the Company Charter, and applicable laws.

Article 5. Shareholder Rights at the Meeting

1. Shareholders are entitled to discuss and vote on all matters within the competence of the General Meeting of Shareholders (GMS) in accordance with the Company Charter, the Law on Enterprises No. 59/2020/QH14, and other relevant legal documents.
2. Shareholders or their authorized representatives (for institutional shareholders) may attend the Meeting in the following forms:
 - 2.1. Attend the AGM in person;
 - 2.2. Authorize one or more individuals or organizations to attend the AGM on their behalf.Authorization must be made in writing using the Company's template or another form approved by the Company, notarized or sealed (for staff shareholders under subsidiary units). For institutional shareholders, the authorization must be signed by the legal representative and sealed. The authorized individual or organization must present the authorization letter for verification.
3. Be publicly informed of the agenda and content of the Meeting.
4. Upon registration with the Shareholder Eligibility Verification Committee, each shareholder or authorized representative shall receive a Voting Card containing their registration number, full name, and number of voting shares.
5. The voting power of each Voting Card corresponds to the shareholder's or proxy's ownership ratio among total voting shares present at the Meeting.
6. Shareholders or proxies arriving after the Meeting begins may still register, participate, and vote. However, the Chair is not obliged to pause the Meeting to accommodate late arrivals. Votes passed prior to their arrival remain effective. The Vote Counting Committee will add their voting shares to the total when calculating subsequent voting results.
7. Exercise other rights in accordance with the Company Charter, the Law on Enterprises, and other relevant legal documents.
8. Shareholders must comply with this Regulation, the Chair's instructions, and respect the decisions of the Meeting.

Article 6. Obligations of Shareholders

1. Shareholders or authorized representatives must bring the following documents:
 - 1.1. Invitation letter (if any);

1.2. ID Card/Citizen ID/Passport or valid personal identification; Business Registration Certificate or equivalent legal document (for institutions);

1.3. Authorization documents (if applicable):

- a. Appointment of a proxy for institutional shareholders;
- b. Civil law-based authorization stating clearly the shareholder's name, proxy's name, authorized number of shares, scope and term of authorization, and signatures of both parties.

Shareholders may only vote upon successful registration and eligibility verification.

2. If a shareholder revokes a proxy without informing the Company in writing before the Meeting starts (or reconvenes), the proxy may still vote, and the shareholder will not be issued a Voting Card.
3. During the Meeting, shareholders and proxies must comply with the rules, follow the Chair's direction, behave respectfully, and maintain order.
4. Violations of these Regulations may result in disciplinary measures per Clause 7, Article 146 of the Enterprise Law.
5. If a shareholder or proxy must leave the Meeting before voting, they must notify the Vote Counting Committee of their votes in writing.

Article 7. Rights and Responsibilities of the Presidium

1. The Presidium consists of a Chairperson and several members elected by the Meeting, responsible for presiding over the Meeting.
2. The Chairperson of the Meeting shall be the Chairman of the Board of Directors. The Chairperson has the authority to make final decisions regarding the order, procedures, or any arising issues not included in the agenda.
3. The Presidium shall take all necessary actions to properly and orderly conduct the Meeting, ensuring that it reflects the collective will of the majority of shareholders present.
4. The Chairperson may postpone the Meeting or change the venue despite the required number of shareholders being present in the following cases:
 - a. The venue does not accommodate all attendees comfortably;
 - b. Communication facilities at the venue are inadequate for discussion and voting;
 - c. There are disruptions or acts that could hinder the fair and lawful conduct of the Meeting.
 - d. The postponement must not exceed 03 working days from the scheduled start date.

Article 8. Rights and Responsibilities of the Shareholder Eligibility Verification Committee

1. The Committee consists of 07 members appointed by the Board of Directors and introduced to the Meeting, with duties as follows:
 - a. Verify shareholder eligibility based on submitted documents: ID card/Citizen ID/Passport or valid identification; Business Registration Certificate or equivalent;

- Invitation letter; Power of Attorney (if applicable); and other supporting documents.
- b. Distribute Voting Cards/Ballots and Meeting materials to shareholders.
- c. Report the verification results to the Meeting.
- 2. The Committee may establish a support team to fulfill its responsibilities.
- 3. If an attendee fails to meet eligibility requirements, the Committee has the right to deny participation and refuse to issue a Voting Card.

Article 9. Rights and Responsibilities of the Vote Counting Committee

1. The Chairperson nominates the Vote Counting Committee, which is elected by the Meeting. Members must meet the conditions as per the Company's internal governance regulations.
2. The Committee's duties include:
 - a. Guide shareholders/authorized representatives in using Voting Cards and Ballots;
 - b. Collect Voting Cards after the Meeting concludes;
 - c. c. Announce and explain voting procedures for the election of the Board of Directors/Supervisory Board;
 - d. Conduct vote counting and prepare vote counting minutes;
 - e. Report voting results and election outcomes to the Meeting, as regulated by the Enterprise Law and the Company Charter.
3. The Committee may form a support team to carry out its tasks.

Article 10. Rights and Responsibilities of the Secretariat

1. The Secretariat includes one Head and one Member nominated by the Chairperson and approved by the Meeting.
2. The Secretariat supports the Chairperson by recording the Meeting minutes, accurately reflecting the discussion and resolutions adopted. It may also present the Meeting Minutes and Resolutions before the Meeting.
3. The Secretariat has the right to form a supporting team to assist in documenting Meeting proceedings, shareholder questions, and responses.

CHAPTER III MEETING PROCEDURES

Article 11. Conditions and Procedures for Convening the Meeting

1. Each shareholder attending the AGM must present their Citizen ID/ID Card/Passport; for institutional shareholders, a copy of the Business Registration Certificate is also required, along with a Power of Attorney if attending as a proxy, for verification by the Shareholder Eligibility Committee.
2. The Meeting shall be convened when shareholders attending represent more than 50% of the total voting shares. After verifying eligibility, the Committee shall report the

- number of attending shareholders, total voting shares represented, and the attendance ratio, confirming the quorum for proceeding.
3. The Meeting will sequentially discuss and approve agenda items. Voting on each item shall follow the voting procedures and be decided in accordance with the regulations of the AGM.

Article 12. Code of Conduct at the Meeting

Participants are required to:

- a. Dress appropriately and formally.
- b. Follow the arrangements of the Organizing Committee and directions from the Presidium.
- c. Refrain from smoking (except in designated areas), silence mobile phones, avoid private conversations, and refrain from using phones during the Meeting.

Article 13. Agenda and Meeting Content

1. The agenda and content must be approved by the AGM at the opening session. The program must clearly specify the timeline for each item.
2. Any changes to the agenda from what was previously published (e.g., on the company website) must be approved by the AGM.

Article 14. Discussion and Q&A at the AGM

1. Depending on the number of shareholders and available time, the Chair may select the most suitable discussion format. Shareholders or their proxies may express opinions or ask questions by raising their hand (with the Chair's approval) or by submitting written questions to the Presidium. Only one person may speak at a time; in the case of multiple requests, the Chair will invite speakers in order.
2. Comments must be concise, focused, and relevant to the agenda. Shareholders may not raise personal or unlawful issues, or matters beyond the authority of the company. The Chair may remind participants to stay on-topic to maintain efficiency and discussion quality.
3. For questions raised, the Presidium may respond immediately or note them down for written replies from the Board of Directors within 5 working days of the Meeting's conclusion.

Article 15. Voting Methods at the AGM

1. **Voting Principles:**
 - a. All matters on the agenda must be publicly discussed and voted upon by raising the Voting Card, simultaneously with marking an "X" in the appropriate box on the Ballot.

- b. The Company will print and distribute Voting Cards and Ballots to shareholders during eligibility verification procedures.
- c. Voting Cards and Ballots may contain encrypted data for computerized vote counting.
- d. Each shareholder receives one set of Voting Card and Ballot. Both documents show the shareholder code, full name, number of voting shares owned, shares held by proxy, and the total represented votes.
- e. Shareholders vote directly by raising the Voting Card and marking an "X" in the box indicating **Agree**, **Disagree**, or **No opinion** for each matter on the Ballot issued and signed.
- f. Shareholders arriving after a vote has concluded may still register and vote on subsequent matters, but cannot vote on decisions already made. Previous voting results remain effective.

2. Voting Methods:

a. Voting by Raising the Voting Card:

- Shareholders raise the Voting Card to express their opinion. The Presidium will ask sequentially: Agree – Disagree – No opinion.
- The front of the Voting Card (showing full info) should be raised toward the Presidium.
- If a shareholder does not raise their card for a matter, it will be deemed as having no opinion.
- If the card is raised more than once, the final raise is counted.
- A decision is approved if the majority votes **Agree**.

b. Voting by Filling the Ballot:

- Even after approval by card, shareholders must mark their vote on the Ballot and sign it for archiving. Each item will have three boxes:
 - Agree
 - Disagree
 - No opinion
- Mark an "X" in the chosen box, sign and write full name, then return to the Vote Counting Committee. If a mistake is made, cross out the incorrect mark, sign again next to the corrected choice (no erasures or overwriting).
- If the shareholder leaves a section blank or selects multiple boxes for one issue, that section is invalid.
- A ballot is valid if:
 - It is issued by the Company
 - It is signed and has the shareholder's full name
 - It is intact, not erased, altered, or torn
 - Each decision has only one box marked

- Valid ballots with some invalid items will still count valid items toward voting results.

Invalid Ballots include:

- Non-standard forms not issued by the Company
- Missing signatures or full names
- Torn, erased, altered ballots
- All marked items are invalid
- Ballots not submitted per instructions from the Vote Counting Committee

3. Voting Results:

- The Vote Counting Committee will determine the result based on ballots received.
- Voting outcomes must be publicly announced at the AGM after vote counting is completed.

Article 16. Election Methods at the AGM

The election of members to the Board of Directors and the Supervisory Board shall be conducted in accordance with the Election Regulations.

Article 17. Adoption of AGM Resolutions

1. A resolution of the General Meeting of Shareholders (GMS) shall be passed at the Meeting if the following conditions are met:
 - a. The resolution is approved by shareholders representing more than 50% of the total voting shares of all shareholders attending the Meeting, except as provided in Clause 1.b, Clause 2, Clause 3 of this Article, and Clause 1, Article 17 of the Company Charter.
 - b. Resolutions related to changes in business lines or industry sectors; types and total number of shares of each class; organizational structure; reorganization or dissolution of the Company; investment projects or asset sales with a value equal to or greater than 50% of the total asset value recorded in the latest financial statement must be approved by shareholders representing at least 65% of the total voting shares of all shareholders attending the Meeting.
 - c. For resolutions adopted by written consultation, they shall be deemed passed if approved by shareholders holding more than 50% of total voting shares.
2. The election of members to the Board of Directors shall comply with Clause 3, Article 148 of the Law on Enterprises.
3. Resolutions passed by unanimous consent (100%) of the voting shares are legally valid and effective even if the formal procedures were not fully followed.
4. The resolution must be notified to shareholders entitled to attend the Meeting within 15 days from the date of adoption. Notification may be replaced by publication on the Company's official website.

Article 18. Minutes and Resolutions of the AGM

1. The approval of the Meeting Minutes and Resolutions is based on the voting results for each item and/or election results as provided in the Election Regulations and the Company Charter.
2. The proceedings of the AGM must be recorded in Minutes and/or other lawful formats. The Minutes must be in Vietnamese and contain all legally required contents. They shall be posted on the Company's website and finalized before the end of the Meeting. The Minutes, Resolutions, list of attending shareholders, and related documents must be archived at the Company.
3. The Presidium and the Secretariat are jointly responsible for the accuracy and integrity of the Meeting Minutes.

CHAPTER IV OTHER PROVISIONS

Article 19. Cases in Which the AGM Cannot Be Held

1. If the first AGM cannot be held due to not meeting quorum conditions under Article 10 of this Regulation, a second AGM must be held within 30 days from the originally scheduled date. The second AGM may proceed if shareholders attending represent at least 33% of total voting shares.
2. If the second AGM still cannot be held due to insufficient quorum as stated above, a third AGM must be convened within 20 days from the second scheduled date. In this case, the third AGM may proceed regardless of the number of voting shares represented and shall be deemed valid and authorized to decide on all matters proposed at the first AGM.

CHAPTER V GENERAL PROVISIONS

Article 20. General Provisions

1. This Regulation includes 5 Chapters and 20 Articles and was adopted on ... day ... month ... year 2025.
2. The Chairperson is responsible for conducting the AGM in accordance with this Regulation.
3. Shareholders and all participants are responsible for complying with the provisions of this Regulation.

ON BEHALF OF THE BOARD OF DIRECTORS 
CHAIRMAN


NGUYEN QUOC KY

C.P. ★ H.H.