

Số: ~~124~~/TSC
No: ~~124~~/TSC

Hà Nội, ngày ~~17~~ tháng 6 năm 2026
Ha Noi, ~~17~~ / .. ~~6~~ / 2026

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA
SỞ GIAO DỊCH CHỨNG KHOÁN HÀ NỘI
DISCLOSURE OF INFORMATION ON HANOI STOCK EXCHANGE PORTAL**

Kính gửi: - Ủy ban Chứng khoán Nhà nước
To: *State Securities Commission of Vietnam*
- Sở giao dịch Chứng khoán Hà Nội
The Hanoi Stock Exchange

**1. Tên tổ chức/Name of company: CÔNG TY CỔ PHẦN DU LỊCH DỊCH VỤ HÀ NỘI
HANOI TOURIST SERVICE JOINT STOCK COMPANY**

- Mã chứng khoán/Stock symbol: TSJ
- Trụ sở chính/Address of Head Office: Số 273 phố Kim Mã, phường Giảng Võ, Thành phố Hà Nội/No. 273 Kim Ma Street, Giang Vo Ward, Hanoi City
- Điện thoại/Telephone: (024) 3726 2626 Fax: (024) 3726 2571
- Website: www.hanoitoserco.com.vn; www.tosercohanoi.com
- Loại thông tin công bố/Type of Disclosure: ☒ Bất thường ☒ Extraordinary

2. Nội dung thông tin công bố/Content of Disclosure:

Công ty cổ phần Du lịch Dịch vụ Hà Nội công bố về việc ban hành Điều lệ tổ chức và hoạt động của Công Ty, Quy chế hoạt động của HĐQT, Quy chế nội bộ về quản trị của Công Ty và Quy chế hoạt động của Ban kiểm soát Công Ty (Nghị quyết Hội đồng quản trị, Biên bản họp Ban kiểm soát, Điều lệ, các Quy chế đính kèm).

Hanoi Tourist Service Joint Stock Company announces the disclosure of information on the Company's Charter, the Operational Regulations of the Board of Directors, the Internal Corporate Governance Regulations, and the Operational Regulations of the Supervisory Board (together with the Board of Directors' Resolution, the Minutes of the Supervisory Board Meeting, and the attached documents).

**3. Thông tin nêu trên đã được đăng tải trên website của Công ty tại đường dẫn
<http://hanoitoserco.com.vn/quan-he-co-dong/>**

This Information has been issued on the Company's Website at the link:
<http://hanoitoserco.com.vn/quan-he-co-dong/>.

Chúng tôi cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

It commits that the Information issued above is true and held legally accountable for Disclosure of Information.

Nơi nhận:

- Như trên;
- CBTT: cims, web;
- Lưu: VT.

Recipients:

- As above;
- DOI: CIMs, Web;
- Archive: Clerical Office.

CHỦ TỊCH HĐQT
CHAIRMAN OF BOARD OF DIRECTORS



Nguyễn Mạnh Hùng
Nguyen Manh Hung

Số: 92/2026/NQ-HĐQT

Hanoi, dated 17 June 2026

BOARD OF DIRECTORS' RESOLUTION

**BOARD OF DIRECTORS OF
HA NOI TOURIST SERVICE JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises 2020 and guiding documents for implementation;
- Pursuant to the Charter of Hanoi Tourist Service Joint Stock Company ("the Company");
- Pursuant to the General Meeting of Shareholders of the Company dated May 20, 2026;
- Pursuant to the written consultation of the Board of Directors under Written Opinion Form No. 91/2026/PYK-HĐQT dated 12/6/2026 regarding the approval and promulgation of the Company's Charter, Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations of the Company,

RESOLUTION

Article 1. The Board of Directors ("BOD") of the Company resolves the following matters:

1. The BOD approves and promulgates the Company's Charter (attached documents), effective from 17/6/2026.
2. The BOD approves and promulgates the Regulations on the Operation of the Board of Directors and the Internal Corporate Governance Regulations of the Company (attached documents), effective from 17/6/2026.

Article 2. This Resolution takes effect from the signing date. Members of the Board of Directors, the Supervisory Board, the General Director, and all relevant individuals shall be responsible for implementing this Resolution./.

Recipients:

- As stated in Article 2 (for implementation);
- save: archives.

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



NGUYỄN MẠNH HÙNG



HA NOI TOURIST SERVICE
JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No. 04/2026/BBH-BKS

MEETING MINUTES OF THE SUPERVISORY BOARD

I. Company Details

- Company Name: HA NOI TOURIST SERVICE JOINT STOCK COMPANY ("Company")
- Head office: No. 273, Kim Ma Street, Giang Vo Ward, Hanoi City, Vietnam.
- Enterprise code: 0100107155.

II. Time and place of the meeting

- Time: 09:00...17:00, 2026.
- Meeting Location: Meeting Room - No. 273, Kim Ma Street, Giang Vo Ward, Hanoi City, Vietnam.

III. Purpose and contents of the meeting

- Approves and promulgates the Operational Regulation of the Company's Supervisory Board of the Company

IV. Ingredients:

- | | |
|--------------------------|---|
| - Mr. Tran Xuan Son | - Head of the Supervisory Board - Chairing; |
| - Mr. Nguyen Tri Trung | - Member of the Supervisory Board; |
| - Mr. Nguyen Thanh Tuyen | - Member of the Supervisory Board; |
| - Mr. Ta Duc Bao | - Meeting Secretary |

With the presence of the above members, the Supervisory Board ("Supervisory Board") meeting of the Company is eligible to conduct a valid meeting.

V. Contents approved by the Supervisory Board: After discussion, the members of the Supervisory Board voted to approves and promulgates the Operational Regulation of the Company's Supervisory Board of the Company, effective from 12/5/2026.

VI. End of Meeting: The meeting ends at 10 h. 00' on the same day. This record is made into 02 originals with the same legal validity. The minutes were read to the participants and unanimously approved.

Mr. Tran Xuan Son

Head of the
Supervisory Board

Mr. Nguyen Tri Trung

Member of the
Supervisory Board

Mr. Nguyen Thanh Tuyen

Member of the
Supervisory Board

Mr. Ta Duc Bao

Meeting Secretary

ARTICLES OF ASSOCIATION

HA NOI TOURIST SERVICE JOINT STOCK COMPANY

- ❖ **Approved by the first General Meeting of Shareholders on December 26, 2015.**
- ❖ **First amendment: According to the Resolution of 2017 Annual General Meeting of Shareholders on June 26, 2017**
- ❖ **Second Amendment: According to the Resolution of 2026 Annual General Meeting of Shareholders on May 20, 2026**

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INTRODUCTION

The Company's Articles of Association, amended for the second time, were adopted by Resolution of the General Meeting of Shareholders.

CHAPTER I. GENERAL PROVISIONS

Article 1. Definitions

1. In these Articles of Association, the following terms shall be construed as follows:
 - a) *Charter capital* means the total par value of shares sold or subscribed for at the time of incorporation of the Joint Stock Company and as provided for in Article 7 of these Articles of Association;
 - b) *Voting capital* means the share capital, the holder of which has the voting rights on matters within the competence of the General Meeting of Shareholders;
 - c) *Law on Enterprises* means the Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and the Law No. 76/2025/QH15 amending and supplementing a number of articles of The Law on Enterprises No. 59/2020/QH14, as may be amended and supplemented from time to time;
 - d) *Law on Securities* means the Law on Securities No. 54/2019/QH14, enacted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and any amendments or supplements thereto;
 - đ) *Viet Nam* means The Socialist Republic of Vietnam;
 - e) "Establishment date" means the date on which the Company was first granted its Enterprise Registration Certificate and other equivalent documents;
 - g) *Executive* means the General Director, Deputy General Director, Chief Accountant, and other managers as determined by the Board of Directors from time to time;
 - h) *Manager* means the person managing the company, including the Chairperson of the Board of Directors, members of the Board of Directors, the General Director, and individuals holding other management titles as determined by the Board of Directors from time to time;
 - i) *Related parties* means individuals or entities as defined in Clause 46, Article 4 of the Law on Securities;
 - k) *A shareholder* means any individual or organization that owns at least one share of the Joint Stock Company;
 - l) *A founding shareholder* means a shareholder who owns at least one common share and whose signature is recorded in the list of founding shareholders of the joint-stock company;
 - m) *Major Shareholder* means shareholder as defined in Clause 18, Article 4 of the Law on Securities;
 - n) *The term of operation* means the duration of the Company's operation as stipulated in Article 2 of these Articles of Association and any extension thereof as approved by the Company's General Meeting of Shareholders;
 - o) *The stock exchange* means the Vietnam Stock Exchange and its subsidiaries.
2. In this Charter, references to any provision or other document shall include any amendment, supplement or replacement thereof.
3. The headings (Articles and Sections of this Charter) are used for convenience only and shall not affect the meaning or interpretation of this Charter.

Article 2. Name, form, headquarter, branches, representative offices, business address, term of operation of the company

1. Company Name and headquarter

- Company Name in Vietnamese: CÔNG TY CỔ PHẦN DU LỊCH DỊCH VỤ HÀ NỘI
- Company Name in English: HA NOI TOURIST SERVICE JOINT STOCK COMPANY
- Abbreviation: HANOI TOSERCO
- Head office Address: No. 273, Kim Ma Street, Giang Vo Ward, Hanoi City, Vietnam
- Tel: (024) 3726 2626
- Fax: (024) 3726 2728

E-mail: hanoitoserco@tosercohanoi.com

- Website: www.tosercohanoi.com; www.hanoitoserco.vn; www.hanoitoserco.com.vn

- Icon:



Color: Dark ocean blue, dark red, white.

Logo: The circle is divided by the letters TSC, and these three letters are neatly contained within the circle.

The name Hanoi Toserco is written in the VN Helvetins font.

2. The company is a joint-stock company with legal personality in accordance with current Vietnamese law.
3. The Company may establish branches and representative offices both domestically and internationally in accordance with the laws of Vietnam and the host country to carry out the Company's business objectives, in compliance with resolutions of the Board of Directors and within the scope permitted by law.

Article 3. The Company's Legal Representative

1. The company has two legal representatives: The Chairman of the Board of Directors and the General Director.
2. The Company shall always have at least one legal representative residing in Vietnam. In the event that a legal representative is absent from Vietnam for more than thirty (30) days, he/she must authorize another person in writing to exercise the rights and perform the obligations of the Company's legal representative. Legal representatives shall have the rights and obligations as prescribed by law and the Company's Articles of Association.
3. The rights and obligations of the Company's legal representatives are as follows:
 - a. The Chairman of the Board of Directors shall be responsible for handling matters within the authority or as decided by the Company's Board of Directors and for signing documents within the authority or as resolved by the Company's Board of Directors.
 - b. The General Director shall be legally responsible for the following tasks:
 - Manage and make decisions regarding the business, trade, and service activities, and matters related to the Company's daily business operations, in accordance with the law and the Company's regulations.
 - Approve, decide on the content, and sign off on transactions and documents for:

- + Daily business operations under the authority of the General Director, as assigned/authorized by the Board of Directors or the Chairman of the Board of Directors;
- + Other matters as decided by the Board of Directors.

Article 4. Company Objectives

1. The Company business line: The Company's business lines and activities are updated, amended, and supplemented according to the decisions of the GMS and the legal regulations in effect at each given time. The Company's business lines and activities are recorded and applied according to the detailed list after being recorded in the National Database on Business Registration by the Business Registration Authority or other competent state agencies and published on the National Business Registration Portal at each given time.

2. Company Objectives:

Ha Noi Tourist Service Joint Stock Company is established with the following objectives:

- a) Enhance business value;
- b) Continuously improve the benefits for the State, the Company, shareholders, and employees;
- c) Increase capital accumulation and develop the Company's production and business activities;
- d) Create a practical contribution to the implementation of socio-economic development tasks of Hanoi City and the whole country.

Article 5. Operation Term

1. Hanoi Tourist Service Joint Stock Company officially commences its operations from the date of issuance of the Enterprise Registration Certificate.
2. The company's operating period is determined by the General Meeting of Shareholders and implemented in accordance with the Law on Enterprises and current regulations of the State.

Article 6. Political organizations and socio-political organizations within the Company

1. Political organizations and socio-political organizations within enterprises operate within the framework of the Constitution, laws, and the Company's Articles of Association, in accordance with legal regulations.
2. The Company has the obligation to respect and facilitate employees in establishing and participating in the organizations specified in Clause 1 of this Article.

CHAPTER II. CHARTER CAPITAL, SHARES AND SHAREHOLDERS

Article 7. Charter Capital and Shares

1. The company's charter capital is **748,000,000,000 VND** (in words: Seven hundred and forty-eight billion Vietnamese dong)

The total charter capital is divided into **74,800,000 ordinary shares** with a par value of 10,000 VND per share.

2. The Company may amend its charter capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The company may issue other types of preferred shares after obtaining the approval of the General Meeting of Shareholders and in accordance with the provisions of the law.
4. Common shares shall be offered first to existing shareholders in proportion to their respective holdings of common shares in the Company, unless otherwise decided by the General Meeting of Shareholders. Any remaining unsubscribed shares shall be disposed of as determined by the Board of Directors. The Board of Directors may distribute such shares to shareholders and other persons, provided that the terms and conditions are not favorable than those offered to the current shareholders, except other approvals of the General Meeting.
5. The Company may purchase shares previously issued by the Company in the manner prescribed by these Articles of Association and applicable law.
6. The Company may issue other types of securities as prescribed by law.

Article 8. Management of State Capital in the Company

1. The People's Committee of Hanoi is the owner of the State capital in the Company.
2. Hanoitourism Corporation - representing the state-owned capital in the Company, with the state-owned capital accounting for 45.19% of the charter capital, exercises the rights and obligations of the state-owned capital representative in the Company in accordance with current state regulations.

Article 9. Stocks

1. Shareholders of the Company shall be issued share certificates corresponding to the number and type of shares they own.
2. Shares are securities evidencing the lawful rights and interests of the holder in a portion of the charter capital of the issuing organization. Shares must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date of submission of a complete dossier requesting the transfer of share ownership in accordance with the Company's regulations, or within two (2) months from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as stipulated in the issuance terms), the holder of such shares shall be issued share certificates. Shareholders shall not be required to pay the company for the cost of printing shares.
4. In the event that shares are lost, destroyed, or damaged in any other manner, shareholders shall be entitled to a replacement from the company upon request. Shareholders must pay a share reissuance fee as stipulated by the Company.

The shareholder's request must include the following information:

- a) The shares have actually been lost, burned, or otherwise destroyed; in the case of loss, further assurance that every effort has been made to find them and, if found, they will be submitted to the Company for destruction in accordance with regulations.
- b) The shareholder shall be liable for any disputes arising from the issuance of replacement shares

For shares with a total par value exceeding 10 (ten) million Vietnamese Dong, before accepting a request for new shares, the legal representative of the Company may request the shareholder to publish a notice regarding the loss, destruction, or other damage to the shares, and after 15 (fifteen) days from the date of publication of the notice, request the Company to issue new shares.

Article 10. Other securities certificates

Bond certificates or other securities certificates issued by the Company shall bear the signature of the Company's legal representative and the Company's seal.

Article 11. Organization structure, management and control

Organization structure, management and control of the Company includes:

1. The General Meeting of shareholders;
2. The Board of Directors
3. The Board of Supervisors
4. General director

Article 12. Rights of Shareholders

1. Common shareholders shall have the following rights:

- a) To attend and speak at the General Meeting of Shareholders and exercise voting rights directly or through an authorized representative. Each common share shall carry one voting right;
- b) To receive dividends at the level decided by the General Meeting of Shareholders;
- c) To have the preferential right to purchase newly offered shares in proportion to the number of common shares held by each shareholder in the Company;
- d) To freely transfer their shares to others, except as provided for in Clause 3, Article 120, Clause 1, Article 127 of the Law on Enterprises and other relevant laws;
- đ) To review, search, and extract information in the Shareholder Register and to request the correction of any inaccurate information;
- e) To review, search, extract, or copy the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
- g) To be entitled to a portion of the remaining assets in proportion to their shareholding in the company when the company is dissolved or goes bankrupt;
- h) To require the Company to repurchase shares in the cases stipulated in Article 132 of the Law on Enterprises;
- i) To be treated equally. Each share of the same class shall grant its holder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;
- k) To have full access to regular and extraordinary information disclosed by the Company in accordance with the law;
- m) Other rights as prescribed by law and by the Company's Articles of Association.

2. Shareholders or a group of shareholders holding 05% or more of the total number of the Company's common shares shall have the following rights;

- 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 Enterprise Law;
- b) To review, search, and extract minutes and resolutions of the Board of Directors, interim and annual financial statements, the reports of the Board of Supervisors, contracts, transactions that

must be approved by the Board of Directors, and other documents related to the Company's trade secrets and business secrets;

c) To request the Board of Supervisors to inspect specific issues related to the management and operation of the Company when deemed necessary. The request must be in writing and must include the following information: full name, contact address, nationality, and the individual's legal document number for shareholders who are individuals; the name, enterprise identification number or legal document number of the organization, and the head office address for shareholders that are organizations; the number of shares and the timing of share registration of each shareholder, the total number of shares of the group of shareholders and the ownership percentage in the total shares of the Company; the matters to be inspected, and the purpose of the inspection;

d) To propose the issue 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 3 working days prior to the opening day of the General Meeting. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda;

d) To request the Court or Arbitration Tribunal to review and annul the resolution or part thereof of the Shareholders' General Meeting resolution in accordance with the law;

e) Other rights as prescribed by law and by the Company's Articles of Association.

3. Shareholders or groups of shareholders holding 5% or more of the total number of common shares have the right to nominate candidates for the Company's Board of Directors and the Board of Supervisors. The nomination for the Board of Directors and the Board of Supervisors shall be implemented as follows:

Common shareholders forming a group that satisfies the prescribed conditions for nominating candidates to the Board of Directors and the Board of Supervisors shall notify the Company of their group meeting prior to the opening of the General Meeting of Shareholders;

b) Common shareholders shall have the right to aggregate their voting rights to nominate candidates to the Board of Directors and the Board of Supervisors. Shareholders or groups of shareholders holding from 5% to less than 10% of the voting shares shall be entitled to nominate one (01) candidate; from 10% to less than 25% shall be entitled to nominate a maximum of two (02) candidates; from 25% to less than 40% shall be entitled to nominate a maximum of three (03) candidates; from 40% to less than 50% shall be entitled to nominate a maximum of four (04) candidates; from 50% or more shall be entitled to nominate a maximum of five (5) candidates.

c) Where the number of candidates nominated or self-nominated by shareholders or a group of shareholders is less than the number of candidates they are entitled to nominate in accordance with a resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and/or the Board of Supervisors and/or other shareholders.

Article 13. Obligations of Shareholders

Common shareholders shall have the following obligations:

1. To pay in full and on time for the committed shares. To provide accurate and complete address information to the Company when registering to purchase shares and/or when changing address information.

2. To not withdraw, in any form, the common shares contributed to the Company's capital, except in cases where the shares are purchased by the Company or another party. In the event a shareholder withdraws, in part or in full, their contributed common shares in violation of this provision, such shareholder and any related party of the Company shall be jointly and severally

liable for the Company's debts and other liabilities to the extent of the value of the withdrawn shares and for any resulting damages.

3. To comply with the Company's Articles of Association and the Internal Management Regulations.

4. To implement the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.

5. To keep confidential all information provided by the Company as prescribed in the Company's Charter and the law; to use the provided information only to exercise and protect one's lawful rights and interests; strictly prohibit the dissemination or copying, sending of information provided by the Company to other organizations or individuals

6. To attend the General meeting of Shareholders and exercise voting rights through the following methods:

a) To attend and vote directly at the meeting;

b) To authorize another individual or organization to attend and vote at the meeting;

c) To attend and vote through online conferences, electric voting or other electronic forms;

d) To send voting ballots to the meeting via mail, fax or email;

7. To be personally liable if, in the name of the Company, engage in any of the following acts:

a) Violating the law;

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

c) Paying off undue debts in the face of financial risks to the Company.

8. To fulfill other obligations according to the provisions of current labor law.

Article 14. Shareholder Register

1. The shareholder register shall be established immediately after the company is granted its enterprise registration certificate.

2. The shareholder register shall be kept at the Vietnam Securities Depository and Clearing Corporation or other agency as decided by the competent State agency. Shareholders of the Company shall have the right to request to check, search, or extract and copy the names and contact addresses of company shareholders in the shareholder register in accordance with current regulations.

3. The shareholder register must contain the following principal contents:

a) The Company's name and Head office address;

b) Total number of shares authorized for issuance, type of shares authorized for issuance, and number of shares authorized for issuance of each type;

c) Total number of shares issued of each type and total amount of contributed equity.

d) Full name, contact address, nationality, and legal document number of the individual shareholder; name, business registration number or legal document number of the organization, and head office address of the institutional shareholder.

đ) The number of shares of each type held by each shareholder and the date of registration of the shares.

4. If a shareholder changes their contact address, they must promptly notify the Company and/or the shareholder must update their information in accordance with securities laws, so that it may be updated in the shareholder register. The Company shall not be liable for any failure to contact a shareholder due to the shareholder's failure to notify the Company of a change of address.
5. A shareholder holding five percent (5%) or more of the voting shares in circulation of the Company, or such other threshold as prescribed by law, from the time of becoming or ceasing to be a major shareholder, must disclose information and report on share transactions in accordance with the Company's regulations and applicable laws from time to time.

Article 15. Offering and transfer of shares

1. The Board of Directors shall decide on the timing, method and offering price of shares within the number of shares authorized for offering. The offering price of shares shall not be lower than the market price at the time of offering or the book value of the shares at the most recent valuation, except in the following cases:
 - a) Shares offered for the first time to persons who are not founding shareholders;
 - b) Shares offered to all shareholders in proportion to their existing shareholdings in the Company;
 - c) Shares offered to brokers or underwriters, in which case the specific discount amount or discount rate must be approved by shareholders representing at least 75% (seventy-five percent) of the total voting shares;
 - d) Other cases and the applicable discount levels as prescribed by the Company's Charter or by a resolution of the General Meeting of Shareholders.
2. Shares shall be deemed sold or transferred upon the proper and complete recording of the shareholder's name, address, number and class of shares held by each shareholder, and the date of share registration in the shareholder register in accordance with Clause 2, Article 122 of the Law on Enterprises. From that time, the purchaser or transferee of shares shall become a shareholder of the Company
3. After shareholders pay in full for the registered shares, the company shall issue the shares as requested. The company may sell shares without issuing stock certificates in accordance with the company's regulations and applicable laws.
4. The procedures and process for offering shares shall be carried out in accordance with the provisions of the law and the Law on Securities.
5. All shares shall be freely transferable unless otherwise provided for by these Articles of Association and by law. Shares listed and traded on the Stock Exchange shall be transferred in accordance with the regulations of the Law on Securities and the Securities Market.
6. Where permitted by law, shareholders of the Company shall have the right to sell part or all of their shares to foreign individuals or legal entities.
7. In the event that the Company issues additional common shares and offers those shares to all common shareholders in proportion to their existing shareholdings in the Company, the following regulations must be followed:
 - a) Within 07 (seven) working days from the effective date of the certificate of registration for public offering of securities, the Company must publish the Notice of Publication in 01 (one) electronic or print newspaper with nationwide circulation for 03 (three) consecutive issues. The offering notice and the final prospectus shall also be posted on the Company's website and the website of the Hanoi Stock Exchange;
 - b) The notice must include the full name, permanent address, nationality, Citizen Identity Card number, Passport number, or other legally valid personal identification of the individual

shareholder; the full name, permanent address, nationality, establishment decision number or business registration number of the institutional shareholder; the number of shares and the percentage of shares currently held by the shareholder in the Company; the total number of shares expected to be issued and the number of shares shareholders are entitled to purchase; the offering price of the shares; the subscription period; and the full name and signature of the legal representative of the Company. The subscription period stated in the notice must be reasonable to allow shareholders sufficient time to subscribe for shares. The notice shall be accompanied by a share subscription form issued by the Company;

- c) Shareholders shall have the right to transfer their preferential right to purchase shares to another person.
 - d) If the share subscription form is not submitted to the Company by the deadline as announced, the relevant shareholder shall be deemed to have forfeited their preferential right to purchase shares. If the number of shares intended to be issued is not fully subscribed by shareholders and those entitled to preferential rights, the remaining shares shall be handled by the Board of Directors at their discretion. The Board of Directors may allocate such shares to existing shareholders or other persons in a reasonable manner, provided that the terms are not more favorable than those offered to shareholders, unless otherwise approved by the General Meeting of Shareholders or where the shares are sold through the Hanoi Stock Exchange. All shares shall be freely transferable unless otherwise provided by these Articles of Association and the law; listed shares and shares registered for trading on the stock exchange are transferred in accordance with the provisions of the law on securities and the securities market.
8. Shares that have not been fully paid up shall not be transferred and shall not be entitled to related rights such as the right to dividends, the right to receive shares issued to increase the company's equity, the right to subscribe for newly issued shares, and other rights as prescribed by law.

Article 16. Inheritance of shares

- 1. In the event of a shareholder's death, the shares owned by the deceased shareholder shall be disposed of in accordance with the provisions of the Law on Inheritance. The company shall not handle disputes between legal heirs.
- 2. In the event that a shareholder, whether a legal entity or other organization, undergoes a conversion, merger, consolidation, split, or dissolution, the new organization or legal entity inheriting the rights and obligations of the former shareholder must submit to the Company's Board of Directors the legal documents regarding the conversion and appoint a representative in writing.
- 3. The legal heir must complete all registration procedures to become a new shareholder, enjoying all the rights and fulfilling all the obligations of the shareholder they inherit. Shares held by members of the Board of Directors, the Board of Supervisors and other managers may be inherited; however, the heir to such shares shall not automatically inherit the corresponding positions as a member of the Board of Directors, the Board of Supervisors or other managerial positions.
- 4. If a shareholder passes away without an heir, their shares shall be handled according to the provisions of the law.
- 5. Upon legally acquiring or inheriting ownership, new shareholders shall be entitled to all the rights and obligations of the shareholders they inherit, as recorded in the Shareholder Register.

Article 17. Issuance of bond

- 1. The Company shall have the right to issue bonds, convertible bonds, and other types of bonds in accordance with the law and the Company's Articles of Association.

2. The company shall not be permitted to issue bonds in the following cases, unless otherwise provided by the Law on Securities:
 - a) Failure to fully repay both the principal and interest of issued bonds, or failure to pay or insufficient payment of due debts in the three (3) consecutive years prior to this.
 - b) The average after-tax profit margin of the three (3) consecutive years preceding the issuance is not higher than the expected interest rate payable on the bonds to be issued.

The issuance of bonds to selected financial institutions as creditors shall not be restricted by the provisions in points a and b of this paragraph.
3. The Board of Directors shall have the right to decide on the type of bonds, the total value of the bonds, and the timing of issuance, but must report to the General Meeting of Shareholders at the next meeting. The report must include documentation and records explaining the Board of Directors' decision to issue bonds.

Article 18. Subscription of shares and bonds

Shares and bonds of the Company may be subscribed for in Vietnamese Dong, freely convertible foreign currencies, gold, value of land use rights, value of intellectual property rights, technology, technical know-how, and other assets in accordance with applicable laws, and must be fully paid in a lump sum (at the prevailing market value from time to time).

Article 19. Repurchase of Shares at the Shareholders' Request

1. A shareholder who votes against a resolution on the reorganization of the Company or a change in the rights or obligations of shareholders as stipulated in the Company's Charter shall have the right to request the Company to repurchase their shares. Such a request must be made in writing, stating the shareholder's name, address, the number of shares of each class, the proposed selling price, and the reason for the request. The request shall be submitted to the Company within ten (10) working days from the date on which the General Meeting of Shareholders adopts the relevant resolution.
2. The company shall repurchase shares at the request of a shareholder as prescribed in Clause 1 of this Article at market price or at a price determined in accordance with the principles stipulated in the Company's Charter within 90 (ninety) days from the date of receipt of the request. Where the parties cannot reach agreement on the price, the shareholder may transfer the shares to another person, or the parties may request a professional valuation organization to determine the price. The company shall introduce at least 03 (three) professional valuation organizations for shareholders to choose from, and that choice shall be final.

Article 20. Repurchase of Shares at the Company's Decision

1. The company shall have the right to repurchase no more than 30% (thirty percent) of the total number of outstanding common shares under the following principle: The repurchase of no more than 10% (ten percent) of the total number of shares of each class sold within a 12-month period shall be decided by the Board of Directors; the repurchase of 10% (ten percent) or more of the total number of shares sold of each class shall be decided by the General Meeting of Shareholders.
2. The Board of Directors shall determine the purchase price of the shares. For common shares, the purchase price shall not exceed the market price at the time of purchase, except as provided in Clause 3 of this Article. For other classes of shares, unless otherwise provided in these

Articles of Association or agreed between the Company and the relevant shareholder, the repurchase price shall not be lower than the market price.

3. The Company may purchase shares from individual shareholders in proportion to their shareholdings in the Company. A decision on share repurchase shall be notified to all shareholders within thirty (30) days from the date of its approval. The notice shall include the Company's name, registered office address, the total number and type of shares to be repurchased, the purchase price or the pricing principles for the repurchase, the procedures and deadline for payment, and the procedures and deadline for shareholders to offer their shares to the Company.

Shareholders agreeing to sell their shares shall send their offers to the Company by a method ensuring receipt within thirty (30) days from the date of the notice. The offer to sell shares shall include: full name, permanent address, and identification number (Citizen Identity Card, ID card, passport or other lawful personal identification) for individual shareholders; name, head office address, nationality, establishment decision number or enterprise registration number for institutional shareholders; number of shares held and number of shares offered for sale; payment method; and the signature of the shareholder or its legal representative. The Company shall only repurchase shares offered within the aforesaid time limit.

4. The Company's repurchase of shares shall only be permitted if it does not adversely affect the Company's ability to pay its debts.

Article 21. Payment Terms and Handling of repurchased shares

1. The Company may only pay for the repurchased shares to shareholders as prescribed under Articles 132 and 133 of the Enterprise Law if, immediately after full payment for the repurchased shares, the Company is still able to ensure full payment of all debts and other property obligations.
2. Shares repurchased in accordance with Articles 19 and 20 of these Charters shall be considered as acquired shares and shall be included in the number of shares authorized for offering.
3. Shares confirming the ownership of repurchased shares shall be destroyed immediately upon full payment for the corresponding shares. The Chairman of the Board of Directors and the General Director shall be jointly and severally liable for any damages caused by the failure to destroy or the delay in destroying the shares.
4. After full payment for the repurchased shares, if the total value of the assets recorded in the Company's accounting books decreases by more than 10% (ten percent), the Company shall notify all creditors within 15 (fifteen) days from the date of full payment for the repurchased shares.

Article 22. Dividend Payment

1. Dividends on common shares shall be determined based on the net profit earned and the amount of dividends to be paid from the Company's retained earnings. The Company shall only pay dividends to shareholders after it has fulfilled its tax obligations and other financial obligations in accordance with law and these Articles of Association; and immediately after payment of all declared dividends, the Company shall still ensure full payment of all due debts and other property obligations.

Dividends shall be paid in Vietnamese Dong and may be paid in cash, by bank transfer, by check, or by order to the dividend payment address registered by the shareholder with the Company.

2. The Board of Directors shall prepare a list of shareholders entitled to receive dividends, determine the dividend amount per share, the payment deadline, and the payment method at least 30 (thirty) days prior to each dividend payment. Notices regarding dividend payments shall be sent by a reliable method to the registered addresses of all shareholders no later than 15 (fifteen) days prior to the payment date. The notice must clearly state the company name; the full name, permanent address, nationality, Citizen Identification Card number, Passport number, or other legally valid document of the individual shareholder; the full name, permanent address, nationality, establishment decision number or business registration number of the institutional shareholder; the number of shares of each class held by the shareholder, the dividend rate for each share, and the total dividend to be received by that shareholder, the time and method of dividend payment; the full name and signature of the Chairman of the Board of Directors and the legal representative of the company.
3. Where a shareholder transfers their shares during the period between the record date and the dividend payment date, the transferor shall be entitled to receive the dividend from the Company, unless otherwise agreed by the parties.

Article 23. Recovery of Payment for repurchased Shares or Dividends

Where payment for repurchased shares or the payment of dividends is made in violation of applicable laws or these Articles of Association, the shareholders shall return to the Company the amounts of money or other assets received. Where a shareholder fails to make such return, that shareholder and all members of the Board of Directors shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the amounts or assets paid to the shareholder that have not been returned.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

Article 24. General Meeting of shareholders

1. The General Meeting of Shareholders, comprising all shareholders with voting rights, is the supreme decision-making body of the Company. The Annual General Meeting of Shareholders shall be held once a year within 04 (four) months from the end of the fiscal year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 (six) months from the end of the financial year. In addition to the annual general meeting, Extraordinary General Meetings may be convened. The location for the General Shareholders' Meeting shall be determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam.
2. The Board of Directors shall convene the annual General Meetings of Shareholders and choose the suitable meeting location. The annual general meeting of shareholders shall decide on matters in accordance with the law and the company's charter, particularly approving the audited annual financial statements. In case the company's annual financial statements have material exceptions, adverse opinions, or disclaimers, the company must invite representatives of the audit organization approved to audit the company's financial statements to attend the Annual General Meeting of Shareholders, and the approved representatives of the audit organization shall be responsible for attending the Annual General Meeting of Shareholders of the company.
3. The Board of Directors shall convene an extraordinary general meeting of shareholders in the following cases:
 - a) When the Board of Directors deems it necessary for the benefit of the Company.
 - b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum required by law;

c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 12 of the Charter; the request to convene a General Meeting of Shareholders must be in writing and must include the following contents: Full name, contact address, nationality, and legal identification number of individual shareholders; name, Enterprise Registration Number or legal identification number, and head office address of institutional shareholders; the number of shares held and the date of share registration of each shareholder; the total number of shares held by the group of shareholders and their ownership percentage in the total shares of the Company; and the grounds and reasons for requesting the convening of a General Meeting of Shareholders. Attached to the convocation request, there shall be documents and evidence of the Board of Directors' violations, the extent of such violations, or decisions exceeding their authority. Shareholders, or groups of shareholders, shall be fully responsible before the law for the accuracy and truthfulness of the documents and evidence provided to the competent authority when requesting the convening of a General Meeting of Shareholders;

d) At the request of the Board of Supervisors;

đ) Other cases as prescribed by law and the Company's Articles of Association;

4. Convening an extraordinary general meeting of shareholders.

a) The Board of Directors shall convene a General Meeting of Shareholders within 30 days from the date of occurrence of the situation specified in point b, clause 3 of this Article or upon receiving the request to convene a meeting specified in points c and d, clause 3 of this Article;

b) In case the Board of Directors fails to convene a General Meeting of Shareholders as prescribed in Item a, Clause 4 of this Article, within the following 30 days, the Board of Supervisors shall, in place of the Board of Directors, convene a General Meeting of Shareholders in accordance with the provisions 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 Item b, Clause 4 of this Article, the shareholder or group of shareholders, as regulated in Item c, Clause 3 of this Articles have the right to request the Company representative to convene a General Meeting of Shareholders in accordance with the provisions of 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 procedures for convening, conducting the meeting, and making decisions of the General Meeting of Shareholders.

d) All expenses for convening and conducting the Shareholders' General Meeting shall be reimbursed by the Company. These costs shall not include expenses incurred by shareholders in attending the General Meeting of Shareholders, including the accommodation and travel expenses.

e) The convener shall compile a list of shareholders entitled to attend the General Meeting of Shareholders, provide information and resolve complaints related to the list of shareholders, prepare the agenda and content of the meeting, prepare documents, draft resolutions of the General Meeting of Shareholders in accordance with the expected content of the meeting, a list and detailed information of candidates in the case of election of members of the Board of Directors, Supervisors, determine the time and place of the meeting, send notices of the meeting to each shareholder entitled to attend as prescribed by the Law on Enterprises and relevant documents, and other tasks to serve the meeting.

Article 25. Rights and obligations of the General Meeting of Shareholders

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

a) To approve the Company's development orientation;

b) To decide on the type of shares and the total number of shares of each type that may be offered for sale; and to determine the annual dividend rate for each type of share.

- c) To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
- d) To decide on investment projects or purchase and sales of assets with a value of at least 35% of the total assets as recorded in the Company's most recent audited financial statements;
- đ) To amend the Company's Articles of Association;
- e) To approve the annual financial statements;
- g) To approve the acquisition of more than 10% of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors and the Board of Supervisors that cause damages to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the auditing firm approved to audit the Company's operations, and to dismiss the approved supervisor when deemed necessary.

n) Other rights and obligations under the law.

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

- a) The Company's Annual business plan;
- b) Audited Annual financial statements;
- c) Report of the Board of Directors on corporate governance and the performance of the Board of Directors and each member of the Board.;
- d) Report of the Board of Supervisors on the Company's business results, the performance of the Board of Directors, and the General Director;
- đ) Self-assessment report on the performance of the Board of Supervisors and each Supervisory member;
- e) Dividend per share for each class of shares;
- g) Number of members of the Board of Directors and the Board of Supervisors;
- h) To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
- i) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve the list of approved auditing firms; to decide on the appointment of an approved auditing firm to examine the Company's operations where deemed necessary.
- l) Supplements and amendments to the Company's Articles of Association;
- m) The type of shares and the number of new shares to be issued for each type of share, and the transfer of shares by founding members within the first three years from the date of establishment;
- n) To divide, separate, merge, consolidate or transform the Company;
- o) To reorganize and dissolve (liquidate) the Company and appoint a liquidator;
- p) To decide on investments projects or purchase and sales of assets with a value of at least 35% of the total assets as recorded in the Company's most recent audited financial statements;
- q) To approve the acquisition of more than 10% of the total issued shares of each class;

- r) The Company enters into contracts and transactions with the parties specified in Clause 1, Article 167 of the Law on Enterprises with a value equal to or greater than 35% of the total value of the Company's assets as recorded in the most recent audited financial statements;
- s) To approve the transactions specified 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;
- t) To approve the Internal Regulation on Corporate Governance, the Regulation on the operation of the Board of Directors, and the Regulation on the operation of the Board of Supervisors;
- u) Other matters within the authority of the General Meeting of Shareholders as prescribed by law and these Charters.

3. All resolutions and matters on the agenda shall be discussed and voted on at the General Meeting of Shareholders.

Article 26. Authorization to Attend the General Meeting of Shareholders

1. Shareholders or authorized representatives of institutional shareholders may attend the meeting in person, or authorize one or several other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 6, Article 13 of these Articles of Association.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders under the regulations of Clause 1 of this Article must be made in writing. The power of attorney document must be prepared in accordance with the provisions of civil law, in form specified by the Company, and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of the authorization, the duration of the authorization, and the signatures of both the authorizing party and the authorized party. If the authorizing party and/or the authorized party is an organization, the signature of the legal representative or the authorized representative of the organizational shareholder (applicable to the authorizing party) must be present.

The authorized person attending the General Meeting of Shareholders must submit the power of attorney when registering to attend the meeting. In the case of sub-authorization, the meeting participant must present the original authorization document from the shareholder, or the authorized representative of the shareholder (if not previously registered with the Company).

3. The vote of a proxy within the scope of their authorization shall remain valid in one of the following cases:

- a) The principal has passed away, is limited in civil capacity, or has lost civil capacity;
- b) The principal has revoked the authorization.
- c) The principal has revoked the authority of the person authorized to act.

This clause shall not be applied in the event that the Company receives notice of any of the above events prior to the commencement of the General Meeting of Shareholders or before the meeting is reconvened.

Article 27. Changes in Rights

1. Any change or cancellation of the special rights attached to a type of preferred shares shall be effective when approved by at least 65% of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders that adversely changes the rights

and obligations of shareholders holding preferred shares shall only be passed if approved by at least 75% of the preferred shareholders of that class present at the meeting or, in the case of a resolution passed by written ballot, if approved by at least 75% of the preferred shareholders of that class.

2. A meeting of shareholders holding a type of preferred shares to approve the aforementioned changes shall be valid only if attended by at least 02 shareholders (or their legal proxies) holding at least one-third of the par value of the issued shares of that type. If there are not enough representatives as mentioned above, the meeting shall be reconvened within the following 30, days, and those holding shares of that class (regardless of the number of persons and shares) who are present in person or by proxy shall be considered to constitute the required quorum. At meetings of shareholders holding the aforementioned preferred shares, shareholders of that class present in person or by proxy may request a secret ballot. Each share of the same class shall have equal voting rights at such meetings.

3. The procedures for conducting such separate meetings shall be similar to regulations in Article 29, 30 and 31 of this Charter.

4. Unless otherwise provided in the terms of issuance of the shares, the special rights attached to a class of preferred shares with respect to any or all matters relating to the distribution of the Company's profits or assets shall not be altered by the Company's issuance of additional shares of the same class.

Article 28. Meeting convening, meeting agenda, and notice of invitation to the General Meeting of Shareholders.

1. The Board of Directors shall convene both the annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the cases prescribed in Clause 3, Article 24 of this Article of Association.

2. The convener of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare a list of shareholders eligible to attend and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be compiled no more than 10 days prior to the date of sending the notice of the General Meeting of Shareholders. The Company shall publicize information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date

b) Prepare the agenda and content of the General Meeting;

c) Prepare documents for the General Meeting;

d) Draft resolution of the General Shareholders' Meeting based on the agenda of the meeting;

đ) Determine the time and place for holding the General Meeting.

e) Notify and send the Notice of the General Meeting of Shareholders to all shareholders entitled to attend the meeting.

g) Other tasks to serve the General Meeting.

3. The notice shall be sent to all shareholders by a method that ensures delivery to the shareholders' addresses; at the same time, it shall be posted on the Company's website and the information shall be disclosed to the State Securities Commission and the stock exchange where the Company's shares are listed or registered for trading. The convener of the General Meeting of Shareholders shall send a notice of meeting to all shareholders on the list of shareholders entitled to attend the meeting at least 21 days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda for the General Shareholders' Meeting, and

documents related to the issues to be voted on at the meeting, are sent to shareholders and/or posted on the Company's website. In cases where documents are not included with the notice of the General Meeting of Shareholders, the notice must clearly state the link to all meeting documents so that shareholders can access them, including:

- a) Meeting agenda, documents to be used in the meeting;
- b) List and details of candidates in the case of electing members of the Board of Directors and members of the Board of Supervisors;
- c) Voting slip;
- d) Draft resolutions for each issue on the agenda.

4. Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of this Article of Association according to Regulations have the right 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 3 working days prior to the opening day. The proposal must clearly state the shareholder's name, the number of each type of share held by the shareholder, and the proposed issue to be included in the meeting agenda.

5. The person convening the General Meeting of Shareholders has the right to reject a proposal as stipulated in Clause 4 of this Article if it falls under one of the following cases:

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time the proposal is made, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in the Clause 2 Article 12 of these Articles of Association;
- c) The proposed matter is not within the authority of the General Meeting of Shareholders to decide;
- d) Other cases as prescribed by law and these Articles of Association.

6. The person convening the General Meeting of Shareholders must accept and include the proposal as prescribed in Clause 4 of this Article in the proposed agenda and content of the meeting, except as 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 29. The Conditions for Holding the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be held when the shareholders attending the meeting represent more than 50% of the total voting shares.

2. If the first meeting does not meet the requirements as prescribed in Clause 1 of this Article, the second invitation notice shall be sent within 30 days from the proposed date of the first meeting. The second convened General Meeting of Shareholders shall be held when the shareholders attending the meeting represent from 33% of the total voting shares;

3. If the second meeting does not meet the requirements as prescribed in Clause 2 of this Article, the third invitation notice shall be sent within 20 days from the proposed date of the second meeting. In this case, the third General meeting of shareholders shall be held regardless of the total number of votes cast by the shareholders attending the meeting.

Article 30. Procedures for Conducting the Meeting and Voting at the General Meeting of Shareholders

1. Before the commencement of the meeting, shareholder registration for the General Meeting of Shareholders must be carried out, and registration must continue until all shareholders with the right to attend the meeting have completed their registration in the following order:

a) When registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card bearing the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes of that shareholder. The General Meeting of Shareholders discusses and votes on each issue in the agenda. Voting shall be conducted by affirmative votes, negative votes and abstentions. The results of the vote count shall be announced by the chairperson before the closing of the meeting. The General Meeting shall elect those responsible for counting or supervising the vote count, upon the recommendation of the Chair man. The number of members of the vote counting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting;

b) Shareholders, authorized representatives of institutional shareholders, or authorized persons arriving after the meeting has commenced shall have the right to register immediately and subsequently shall have the right to participate and vote at the meeting immediately after registration. The chairperson shall not be responsible for stopping the meeting to allow late-arriving shareholders to register, and the validity of any previously voted-on items remains unchanged.

2. The election of the chairperson, secretary and ballot committee shall be regulated as follows:

a) The Chairman of the Board of Directors shall preside over the General Meeting of Shareholders convened by the Board of Directors. In the absence or temporary incapacity of the Chairman, the Vice Chairman shall act as the chairperson. Where both the Chairman and Vice Chairman are absent, the remaining members of the Board of Directors shall elect one of their members to act as chairperson on a majority basis; if no chairperson can be elected, the Head of the Board of Supervisors shall preside over the meeting for the General Meeting of Shareholders to elect the chairperson from among the attendees, and the person receiving the highest number of votes shall act as the chairperson;

b) Except stated in Item a of this Article, the person who signs the notice convening the General Meeting of Shareholders shall preside over the election of the chairman of the meeting, and the person with the highest number of votes shall be the chairman of the meeting;

c) The chairperson shall appoint one or more people to act as secretaries for the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the counting committee as proposed by the chairman of the meeting.

3. The agenda and content of the meeting must be approved by the General Meeting of Shareholders right at the opening session. The agenda must specify the details time allotted for each item on the agenda;

4. The chair shall have the authority to take any necessary and reasonable measures to conduct the meeting in an orderly and efficient manner, in accordance with the approved agenda, and to reflect the wishes of the majority of attendees;

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

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

c) Facilitate shareholders' attendance (or continued attendance) at the general meeting. The person convening the General Meeting of Shareholders shall have the full authority to change the aforementioned measures and apply all necessary measures. Measures that can be implemented may include issuing entry passes or using other alternative methods.

5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Voting shall be conducted by affirmative votes, negative votes and abstentions. The results of the vote count shall be announced by the chairperson before the closing of the meeting.

6. Shareholders or their authorized representatives who arrive after the meeting has commenced shall have the right to register and participate in voting immediately after registration; in this case, the validity of any previously voted-on items remains unchanged.

7. The convener of the meeting or the Chairman of the General Meeting of Shareholders shall have the right:

- a) To require all attendees to undergo inspection or other lawful and reasonable security measures;
- b) To request the competent authority to maintain order at the meeting; to expel any person who fails to comply with the presiding officer's authority, intentionally disrupts the order, obstructs the normal progress of the meeting, or fails to comply with security screening requirements from the General Meeting of Shareholders;

8. The chairperson shall have the right to postpone a General Meeting of Shareholders that has reached the maximum number of registered attendees for no more than 3 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change the meeting location in the following cases:

- a) The meeting venue does not have enough convenient seating for all attendees;
- b) The communication facilities at the meeting venue do not ensure that shareholders attending the meeting can participate, discuss, and vote.
- c) There is an attendee who obstructs, disturbs the order, and risks causing the meeting to be conducted unfairly and illegally.

9. In the event that the chairperson postpones or suspends the General Meeting of Shareholders in violation of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among those attending the meeting to replace the chairperson in presiding over the meeting until its conclusion; all resolutions adopted at such meeting shall be valid.

10. In case the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend, vote, and cast their votes through electronic voting, or other electronic forms as prescribed in Article 144 of the Law on Enterprises, the internal rules on Corporate Governance and the regulations of law.

Article 31. Conditions for the adoption of a resolution by the General Meeting of Shareholders.

1. The General Meeting of Shareholders shall approve decisions within its competence by way of a meeting or a written poll.

2. A resolution on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all shareholders attending and voting at the meeting:

- a) Classes of shares and the total number of shares of each class;
- b) Changes in business lines, sectors, and industries;

- c) Changes to the company's organizational and management structure;
 - d) Decisions on investments projects and related transactions purchase and sales of assets with a value of at least 35% of the total assets as recorded in the Company's most recent audited financial statements;
 - d) Amendments to the Company's Articles of Association;
 - e) Reorganization or dissolution of the Company;
3. Resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting rights of all shareholders attending and voting at the meeting, except as provided in Clauses 2, 4 and 5 of this Article and Clause 8 of Article 32 of these Articles of Association.
4. The voting for members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method stipulated in Clause 3, Article 148 of the Law on Enterprises, or another method approved by the General Meeting of Shareholders.
5. A resolution of the General Meeting of Shareholders that adversely affects the rights and obligations of shareholders holding a class of preferred shares shall only be adopted if approved by shareholders of that class representing at least seventy-five percent (75%) of the total number of such preferred shares present at the meeting, or by shareholders of that class representing at least seventy-five percent (75%) of the total number of such preferred shares in the case of adoption by written opinion.
6. If a resolution is adopted through a written poll, the resolution of the General Meeting of Shareholders shall be considered adopted if it is approved by shareholders holding more than 50% of the total voting shares of all shareholders entitled to vote.
7. Resolution of the General Meeting of Shareholders adopted by 100% of the total number of voting shares shall be valid and effective even if the procedures for convening the meeting and adopting the resolution violate the provisions of the Law on Enterprises and the Company's Charter.

Article 32. Authority and Procedures for Obtaining Written Consent of Shareholders to Adopt Resolutions of the General meeting of Shareholders

Authority and Procedures for Obtaining Written Consent of Shareholders to Adopt Resolutions of the General Meeting of Shareholders shall be conducted according to the following methods:

1. The Board of Directors shall have the right to obtain the Shareholders' written opinions any time on any matters within the authority of the General Meeting of shareholders for the purpose of adopting resolutions of the GMS, where it deems necessary in the interests of the Company.
2. The Board of Directors shall prepare ballots, draft resolutions of the General Meeting of Shareholders and explanatory documents for the draft resolutions and send them to all shareholders with voting rights at least 10 days before the deadline for receiving ballots. The requirements and procedures for submitting opinion forms and accompanying documents shall be carried out in accordance with the provisions of Clause 3, Article 28 of these Articles of Association.
3. The opinion poll must include the following principal contents:
 - a) Name, Head office Address and the Enterprise Registration Number;
 - b) Purpose of the poll;
 - c) Full name, contact address, nationality, and identification number of an individual shareholder; name, business registration number or identification number of an organization, address of the head office of the shareholder, or full name, contact address, nationality, and identification number

of an individual representing an organizational shareholder; number of shares of each type and number of voting rights of the shareholder;

d) The matter to be voted on for decision-making;

đ) Voting options, including affirmative votes, negative votes and abstentions for each issue;

e) Deadline for submission to the Company for receiving returned opinion ballots;

g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may submit their completed opinion ballots to the Company by mail, fax, or email in accordance with the following regulations:

a) In the case of submission by post, the completed ballot must bear the signature of the individual shareholder, their authorized representative, or the legal representative of the shareholder if it is an organization. The ballot submitted to the Company must be enclosed in a sealed envelope and may not be opened by anyone prior to the vote count.

b) In the case of sending ballots by fax or email, the ballots sent to the Company must be kept confidential until the time of vote counting;

c) Ballots returned to the Company after the deadline specified in the ballot or which have been opened in the case of a mailed ballot and disclosed in the case of a faxed or emailed ballot are invalid. Ballots that are not returned are considered as not participating in the vote;

d) Other regulations according to the Company announcements at the time of sending the ballots.

5. The Board of Directors shall organize the ballot counting and prepare a counting report under the witnessing and supervision of the Board of Supervisors or of the shareholders who do not hold any management positions in the Company. The Minutes of the vote counting shall include the following principal contents:

a) Name, Head office Address and the Enterprise Registration Number;

b) The matter to be voted on for resolution approval;

c) Number of shareholders with the total number of voting shares participating in the vote, including the distinction between valid and invalid votes, and the method of sending ballots along with an appendix listing shareholders participating in the vote;

d) Total number of affirmative votes, negative votes and abstentions for each issue;

đ) Issues that have been passed and the corresponding voting ratio.

e) Full name and signature of the Chairman of the Board of Directors, the ballot-counting supervisor, and the ballot counters.

The members of the Board of Directors, the ballot-counting supervisor, and the ballot counters shall be jointly and severally liable for the truthfulness and accuracy of the voting record; they shall be jointly and severally liable for any damages arising from decisions made based on false or inaccurate counting.

6. The vote count minutes and resolution must be sent to shareholders within 15 (fifteen) days from the date the vote count is completed. Sending the vote count minutes and resolution may be replaced by posting them on the Company's website within 24 hours from the time the vote count is completed.

7. The returned ballots, the vote counting report, the adopted resolution and related documents attached to the ballot must be kept at the Company's headquarters;

8. A resolution shall be adopted by collecting written opinions of shareholders if it is approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, and shall have the same value as a resolution adopted at a General Meeting of Shareholders.

Article 33. Resolution and Minutes of the General Meeting of Shareholders

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 drawn up in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, Head office Address and the Enterprise Registration Number;
 - b) Time and place of the General Meeting of Shareholders;
 - c) The meeting agenda and contents;
 - d) Surname, given name of the chairperson and secretary;
 - đ) Summary of the proceedings of the meeting and the opinions expressed at the General Meeting of Shareholders on each issue in the agenda;
 - e) Number of shareholders and total number of votes of shareholders attending the meeting, an appendix to the list of registered shareholders, shareholder representatives attending the meeting with the corresponding number of shares and votes;
 - g) The total number of votes cast for each voting matter, specifying the voting method, the total number of valid and invalid votes, the number of affirmative votes, negative votes and abstentions; the corresponding ratio to the total number of votes cast by the shareholders attending the meeting;
 - h) Issues that have been passed and the corresponding approval voting ratio.
 - i) Full name and signatures of the chairperson and secretary; In the event that the chairman or secretary refuses to sign the meeting minutes, these minutes shall be valid if signed by all other members of the Board of Directors who attended the meeting and contain all the contents as prescribed in this clause. The meeting minutes clearly state that the chairperson and secretary refused to sign the minutes.
2. The minutes of the General Meeting of Shareholders must be completed and approved before the conclusion of the meeting. The chairperson and secretary of the meeting, or any other person signing the meeting minutes, shall be jointly and severally liable for the accuracy and truthfulness of the content of the minutes.
3. Minutes prepared in both Vietnamese and a foreign language have the same legal effect. In the event of any discrepancy between the Vietnamese and Foreign versions of the minutes, the Vietnamese version shall prevail.
4. Resolutions, Minutes of the General Meeting of Shareholders, the appendix containing the list of shareholders registered for the meeting with their signatures, powers of attorney to attend the meeting, all documents attached to the Minutes (if any), and relevant documents attached to the notice of meeting must be recorded at the Company's Headquarter.

Article 34. Request for Annulment of Resolutions of the General Meeting of Shareholders

Within 90 days from the date of receipt of the resolution or minutes of the General Meeting of Shareholders or the minutes of the voting results of the General Meeting of Shareholders, a shareholder or a group of shareholders as defined in Clause 2, Article 12 of the Articles of Association shall have the right to request a Court or an Arbitrator to review and annul the resolution or part of the resolution of the General Meeting of Shareholders in the following cases:

- 1. The procedures for convening and making decisions of the of General Meeting of Shareholders seriously violate the provisions of the Enterprise Law and the Company's Articles of Association; except as provided in Clause 7, Article 31 of the Articles of Association.
- 2. The content of the resolution violates the law or these Articles of Association.

CHAPTER IV. BOARD OF DIRECTORS

Article 35. Nomination of Board Members

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors shall provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and shall undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information related to the candidates for the Board of Directors includes:

- a) Full name and Date of birth;
- b) Qualification;
- c) Professional experience;
- d) Other managerial positions (including positions on the board of directors of other companies);
- đ) Interests related to the Company and its related parties.
- e) Other information (if any) in form provided by the Company;
- g) The Company shall be responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other managerial positions, and any related interests of the candidate for the Board of Directors (if any).

2. Members of the Board of Directors must meet the standards and criteria as prescribed in Clause 1 and Clause 2, Article 155 of the Law on Enterprises and the Company's Articles of Association.

Article 36. Composition and Term of Office of Members of the Board of Directors

1. The Board of Directors shall comprise from three (03) to eleven (11) members, including the Chairman, the Vice Chairman and other members. The General Meeting of Shareholders shall determine the number of members of the Board of Directors from time to time.

2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of the Company for a maximum of two (2) consecutive terms. If all members of the Board of Directors end their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected and take over.

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

The number of the non-executive BOD member shall comply with the applicable laws. The company shall minimize the number of Board members holding executive positions within the company to ensure the independence of the Board.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in the event of being removed, dismissed, or replaced by the General Meeting of Shareholders as prescribed:

a) The General Meeting of Shareholders may dismiss a member of the Board of Directors in the following cases:

- Fail to meet the qualifications and conditions as prescribed in Article 35 of these Articles of Association;

- Submit a letter of resignation which has been accepted;
 - Other cases as prescribed by law and these Articles of Association.
- b) The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:
- Do not participate in the activities of the Board of Directors for a continuous period of 6 months, except in force majeure circumstances;
 - Other cases as prescribed by law and these Articles of Association.
- c) When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; to remove or dismiss members of the Board of Directors, except as provided in point a and point b of Clause 4 of this Article.
5. The appointment of members of the Board of Directors must be publicly disclosed in accordance with the law on public disclosure in the securities market.
6. The members of the Board of Directors are not required to be shareholders of the Company.

Article 37. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the company, and shall have the full authority to decide and exercise the rights and obligations of the company on behalf of the company, except for the rights and obligations within the competence of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company's Articles of Association, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:
 - a) To make decisions on The company's strategic, medium-term development plans, and annual business plans;
 - b) To propose the types of shares to be issued and the total number of shares authorized for offering of each type;
 - c) To decide on the sale of unsold shares within the authorized number of shares of each type; decide on raising additional capital through other forms;
 - d) To determine the selling price of the Company's shares and bonds;
 - đ) To decide on the repurchase of shares as prescribed in Clauses 1 and 2 of Article 133 the Law on Enterprises;
 - e) To decide on investment plans and projects, and transactions involving the purchase or sale of fixed assets with a value of less than thirty-five percent (35%) of the total assets as recorded in the Company's most recent audited financial statements.
 - g) To decide on market development, marketing, and technology solutions;
 - h) To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements, except contracts and transactions within 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) To elect, dismiss, and remove the Chairman and Deputy Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts with the General Director, Deputy General Director, Chief Accountant and other key managers as prescribed by the decisions of the Board of Directors from time to time; to decide on salaries, remuneration, bonuses, and other

benefits for such managers; to appoint authorized representatives of the Company in other Companies, to decide on the wage and other remunerations of those individuals;

k) To supervise and direct the General Director and other managers in the day-to-day operation of the Company's business;

l) To decide on the organizational structure and internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;

m) To approve the agenda, content of materials for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to seek opinions for the General Meeting of Shareholders to adopt the decision;

n) To submit the audited annual financial statements to the General Meeting of Shareholders;

(o) To propose the dividend rate; decide on the term and procedures for paying dividends or handling losses incurred during business operations;

p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;

q) To decide on the issuance of operational regulations of the Board of Directors, the internal rules on Corporate Governance after approved by the GMS;

r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company's Articles of Association.

Article 38. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The company shall have 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 shall be entitled to a remuneration for their work and bonuses. The Board of Directors shall determine the remuneration for each member on a consensus basis. The total remuneration and bonuses 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 shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, and shall be separately stated in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.

4. Board members shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.

5. The members of the Board of Directors may have their liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance shall not cover the liability of Board members related to violations of the law and the company's Articles of Association.

Article 39. Chairman of the Board

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed from office by the Board of Directors from among its members.

2. The Chairman of the Board of Directors must not also hold the position of General Director.

3. The Chairman of the Board shall have the following rights and obligations:

- a) To establish the agenda and work plan of the Board of Directors;
- b) To prepare the agenda, documents for the meeting; to convene and preside over meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions by the Board of Directors;
- d) To monitor the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair the meetings of the Board of Directors and the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and the Company Articles of Association.

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

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Deputy Chairman shall act on behalf to perform rights and obligations of the Chairman of the Board. In the absence of the Deputy Chairman and where no person has been duly authorized, or where the Chairman of the Board of Directors is unable to perform his/her duties, the remaining members of the Board of Directors shall elect one of their members to act as Chairman of the Board of Directors by a majority vote of the remaining members, until a new decision of the Board of Directors is made.

Article 40. Meetings of the Board of Directors

1. The Chairman of the Board shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member receives the highest number of votes or the highest percentage of votes, the elected members shall vote by majority to choose 01 individual among them to convene a 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 shall convene meetings of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors or independent members of the Board of Directors;
- 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 in the Company's Articles of Association.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request as prescribed in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting at least 03 working days before the meeting date. The meeting

notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must include the materials to be used at the meeting and the members' voting ballots.

The notice may be sent via invitation letter, telephone, fax, electronic means, ensuring it reaches the contact address of each Board member as registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of the meeting and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors.

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

8. A meeting of the Board of Directors shall be duly convened and held if at least four-fifths (4/5) of the total number of members are present

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a) To attend and vote directly at the meeting;
- b) To authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) To attend and vote through online conferences, electronic voting or other electronic forms;
- d) To send voting ballots to the meeting via mail, fax or email;

10. In the case of sending ballots to the meeting by post, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all meeting attendees.

11. The Board members must attend all Board of Directors meetings. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members of the Board of Directors present at the meeting.

Article 41. Minutes of Board Meetings

1. The Meeting of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The minutes must be drawn up in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, Head Office Address and the Enterprise Registration Number;
- b) Meeting time and location;
- c) The meeting purposes, agenda and contents;
- d) The full names of each member attending the meeting or their authorized representative, and the manner of attendance; the full names of members not attending the meeting and the reasons for their absence.
- đ) Issues discussed and voted on at the meeting;
- e) Summary of the statements of each attending member in the order of the meeting;
- g) The voting results, clearly indicating members with affirmative votes, negative votes and abstentions;

- h) Issues that have been passed and the corresponding voting ratio.
- i) The full names and signatures of all members of the Board of Directors or their authorized representatives attending the meeting, and of the minute-taker, except as provided in Clause 2 of this Article.
2. Where the chairperson or the minute-taker refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and approving the minutes, and contain all particulars as prescribed in points (a), (b), (c), (d), (đ), (e), (g) and (h) of Clause 1 of this Article. The minutes shall clearly state the fact that the chairperson or the secretary has refused to sign. The signatories to the minutes shall be jointly and severally liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and the minute taker shall be personally liable for any damages caused to the Company due to their refusal to sign the meeting minutes as prescribed by the Law on Enterprises, the Company's Articles of Association, and relevant laws.
3. The chairman, the minute taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.
4. The minutes of the Board of Directors' meeting and the documents used during the meeting shall be kept at the company's headquarters.
5. Minutes may be prepared in both Vietnamese and foreign language and shall have equal legal effect. In the event of any discrepancy between the Vietnamese and Foreign versions of the minutes, the Vietnamese version shall prevail.

Article 42: Right to Access Information of Board of Directors Member

1. Members of the Board of Directors shall have the right to request the Director, Deputy Director or the General Director, Deputy General Director, and other managers of the Company to provide information and documents regarding the financial position and business operations of the Company and its units.
2. Managers are required to provide timely, complete, and accurate information and documents as requested by members of the Board of Directors.

Article 43. Committees under the Board of Directors

1. The Board of Directors may establish subcommittees from time to time to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors and shall be at least three (03), comprising members of the Board of Directors and external members. The operations of the subcommittees shall comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only if approved by a majority of the members attending and voting at the subcommittee meeting.
2. The implementation of decisions made by the Board of Directors, or by its subcommittees, must be in accordance with current legal regulations, the Company's Articles of Association, and the Internal Regulations on Corporate Governance.

Article 44. Corporate Governance Officer

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to support corporate governance activities at the Company. The person in charge of corporate governance may concurrently hold the position of Company Secretary as prescribed in Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.
3. The person in charge of corporate governance shall have the following rights and responsibilities:
 - a) To advise the Board of Directors on the organization of the General Meeting of Shareholders in accordance with the regulations and other matters relating to the Company and shareholders;
 - b) To prepare meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
 - c) To advise on the procedures of the meetings;
 - d) To attend the meetings;
 - d) To advise on the procedures for drafting board resolutions in compliance with the law;
 - e) To provide financial information, copies of board meeting minutes, and other information to the members of the BOD or the Board of Supervisors;
 - g) To monitor and report to the Board of Directors on the company's information disclosure activities;
 - h) To serve as the liaison with the related parties;
 - i) To maintain information confidentiality in accordance with the law and the Company's Articles of Association;
 - k) Other rights and obligations as prescribed by law and the Company's Articles of Association.

CHAPTER V. GENERAL DIRECTOR AND OTHER OFFICERS

Article 45. Organizational Structure

The Company shall establish a management structure to conduct its day-to-day business operations. The management of the Company shall be accountable to, and subject to the supervision and direction of, the Board of Directors. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other managers as determined by the Board of Directors from time to time. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

Article 46. The Company Executives

1. The company's Executives include the General Director, Deputy General Director, Chief Accountant, and other executives as stipulated by the Board of Directors.
2. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit additional management personnel in numbers and with qualifications suitable for the Company's organizational structure and management regulations as prescribed by the Board of Directors. Managers shall be responsible for supporting the Company in achieving its operational and organizational objectives.
3. The General Director is paid a salary and bonus. The salary and bonus of the General Director shall be decided by the Board of Directors.
4. The salaries of executive officers shall be included in the Company's operating expenses in accordance with the laws on corporate income tax. The remuneration of the General Director shall be presented as a separate item in the Company's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.



Article 47. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint a member of the Board or hire another individual to serve as the General Director.
2. The General Director shall be responsible for the day-to-day operations of the Company; shall be subject to the oversight of the Board of Directors; and accountable to the Board and to the law for the exercise of the powers and duties granted to him or her.
3. The term of office of the General Director shall not exceed five years and he/she may be reappointed for an unlimited number of terms. The General Director must meet the standards and conditions prescribed by law and the Company.
4. The General Director shall have the following rights and obligations:
 - a) To decide on matters relating to the day-to-day business operations of the Company in accordance with the delegation of authority by the Board of Director;
 - b) To organize the implementation of resolutions and decisions by the Board of Directors;
 - c) To organize the implementation of the company's business plan and investment plan;
 - d) To propose plan for organizational structure and internal management regulations of the Company;
 - đ) To appoint, dismiss and remove managers of the Company, except for those positions falling within the authority of the Board of Directors; and to propose to the Board of Directors for approval decisions on the appointment, dismissal and removal, and other benefits applicable to the Deputy General Directors and the Chief Accountant of the Company;
 - e) To make decisions on salaries and other benefits for employees of the company, including the company's managers under the General Director's appointment authorization;
 - g) To recruit employees, assign and utilize them, or terminate employment contracts in accordance with labor laws; to have the authority to handle labor disciplinary violations and material liability in accordance with the Company's internal labor regulations and applicable labor laws;
 - h) To propose dividend payment or loss treatment in business;
 - i) Other rights and obligations as prescribed by law and the Company's Articles of Association.
5. The General Director must manage the Company's daily business operations in accordance with the law, the Company's Articles of Association, the labor contract signed with the Company (if any), and the resolutions and decisions of the Board of Directors. If the General Director acts in contravention of these provisions and thereby causes damage to the Company, he/she shall be liable before the law and shall compensate the Company for such damage.

CHAPTER VI. THE BOARD OF SUPERVISORS

Article 48. Nomination and Self-Nomination of the members of the Board of Supervisors

1. The nomination and self-nomination of members of the Board of Supervisors shall follow the procedures outlined in Article 35 of these Articles of Association.
2. Where the number of candidates for the Board of Supervisors nominated or self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination process in accordance with the Company's regulations. Any nomination of additional candidates by the incumbent Board of Supervisors shall be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors, in accordance with applicable laws.

Article 49. Members of the Board of Supervisors

1. The number of members of the Company's Board of Supervisors is 03 people. 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. The members of the Board of Supervisors must meet the standards and conditions prescribed in Article 169 of the Law on Enterprises, and not fall into the following cases:
 - a) Working in the accounting or finance department of the Company;
 - b) Being a member or employee of an independent audit organization approved to audit the Company's financial statements for the 03 years preceding;
3. The members of the Board of Supervisors shall be dismissed in the following circumstances:
 - a) The member does not meet the qualifications and conditions of a Supervisor as prescribed in Clause 2 of this Article;
 - b) Submit a letter of resignation which has been accepted;
4. The members of the Board of Supervisors shall be removed in the following circumstances:
 - a) Failure to complete assigned tasks or duties;
 - b) Failure to exercise rights and fulfill obligations for a continuous period of six months, except in cases of force majeure;
 - c) Repeated or serious violations of the Supervisor's duties as prescribed by the Law on Enterprises and the Company's Articles of Association;
 - d) Other cases as resolved by the General Meeting of Shareholders.

Article 50. 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 are governed by a majority vote. More than half of the members of the Board of Supervisors must be ordinarily resident in Vietnam. The Head of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities 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, General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
 - c) Prepare and sign a report of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 51. Rights and obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations as stipulated in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to conduct the audit of the Company's financial statements.
2. To be responsible before the shareholders for the supervisory activities.

3. To supervise the Company's financial situation, compliance with the law in the activities of the Board of Directors, General Director, and other managers.
4. To ensure coordination of activities with the Board of Directors, General Director, and shareholders.
5. In case of discovering any violation of the law or the Company's regulations by a member of the Board of Directors, the General Director, and other managers of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures.
6. To develop the Operating Regulations of the Board of Supervisors and submit them for approval to the General Meeting of Shareholders.
7. To report at the General Meeting of shareholders according to the Law on Securities;
8. To have the right to access the Company's files and documents kept at the headquarters, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.
9. To request the Board of Directors, members of the Board of Directors, General Director, and other managers provide full, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the Board of Supervisors.
10. Other rights and obligations as prescribed by law and the Company.

Article 52. Meetings of the Board of Supervisors

1. The Board of Supervisors shall meet at least twice a year. A quorum shall be constituted by the presence of at least two-thirds of the members of the Board. Minutes of the Board of Supervisors meetings shall be detailed and clear. The person taking the minutes and the attending members of the Board of Supervisors shall sign the minutes of the meeting. The minutes of the Board of Supervisors meetings shall be kept to determine the responsibility of each member of the Board of Supervisors.
2. The Board of Supervisors shall have the right to request that members of the Board of Directors, the General Director and representatives of the audit organization to attend and answer questions that need to be clarified.

Article 53. Right to Access Information of the Board of Supervisors

1. Documents and information must be sent to the Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
 - a) Notices of meetings, opinion collection forms for members of the Board of Directors and accompanying documents;
 - b) The resolutions, decisions and minutes of the General Meeting of Shareholders and the Board of Directors;
 - c) Reports of the Director or the General Director to the Board of Directors or other documents issued by the Company.
2. Supervisors shall have the right to access the Company's files and documents kept at the headquarters, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.
3. The Board of Directors, members of the Board of Directors, Director or General Director, and other managers shall provide full, accurate, and timely information and documents on the

management, operation, and business activities of the Company at the request of the Supervisors or the Board of Supervisors.

Article 54. Salaries, Remuneration, bonuses and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine 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 shall be reimbursed for reasonable expenses for board and lodging, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors as 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 provisions of the law on corporate income tax, other regulations of the relevant laws, and shall be separately stated in the Company's annual financial statements.

CHAPTER VII. OBLIGATIONS OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR AND OTHER OFFICERS

Article 55. Obligations of Loyalty 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 publicly disclose their related interests as prescribed by the Law on Enterprises and other relevant legal documents.
2. Members of the Board of Directors, the Board of Supervisors, the General Director, other managers, and their related persons may only use the information obtained by virtue of 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 shall be obliged to notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, or other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with the law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.
4. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these parties shall not be invalidated in the following cases:
 - a) For transactions with a value of less than 35% of the total asset value recorded in the most recent audited financial statements, the key contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives, have been reported to the Board of Directors and approved by at least 80% of the total votes in favor from the members of the Board of Directors who do not have related interests;

b) For transactions with a value equal to or greater than 35%, or transactions resulting in a transaction value arising within 12 months from the date of the first transaction with a value of 35% or more of the total asset value recorded in the most recent audited financial statements, the key contents of such transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through the votes of shareholders who do not have related interests.

Article 56. Obligations for Damages and Compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers who violate their duties of loyalty and due care, and who fail to fulfill their obligations, shall be liable for any damages caused by such violations.

2. The Company shall indemnify any person who has been, is, or may become a party to any claim, suit, or proceeding (including civil, administrative, and excluding actions initiated by the Company) if such person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the General Director, another executive officer, an employee, or a representative authorized by the Company who has been or is performing duties as authorized by the Company, has acted in good faith and with due care for the benefit of the Company in compliance with the law, and there is no evidence to confirm that such person has breached their duties.

3. Indemnification expenses shall include judgment costs, penalties, and actual expenses incurred (including attorneys' fees) in resolving such matters within the permitted legal framework. The Company shall have the right to purchase insurance for such persons to avoid the aforementioned indemnification liabilities.

Article 57. Disclosure of Related Interests

The disclosure of interests and related persons of the Company shall be conducted in accordance with the following provisions:

1. The Company must compile and update a list of related persons of the Company as prescribed in Clause 23, Article 4 of the Law on Enterprises and their corresponding contracts and transactions with the Company.

2. Members of the Board of Directors, Supervisors, Director, or General Director, and other managers of the Company shall declare to the Company their related interests, including:

a) Name, Enterprise Registration Number, head office address, business lines / business activities of the enterprise that they own or hold shares; the ownership percentage and time of owning or holding such shares;

b) Name, Enterprise Registration Number, Head office Address, industry, business line of the enterprise which their related persons own, co-own or hold more than 10% of the charter capital.

3. The declaration as prescribed in Clause 2 of this Article must be made within 07 working days from the date on which the relevant interest arises; any amendment or supplementation must be declared to the Company within 07 working days from the date of the corresponding amendment or supplementation.

4. The maintenance, disclosure, inspection, extraction, and copying of the List of Related Parties and Related Interests as declared and regulated in Clause 1 and Clause 2 of this Article shall be conducted as follows:

a) The company must disclose the List of Related Parties and Related Interests to the General Meeting of Shareholders at the annual meeting;

b) The List of Related Parties and Related Interests shall be kept at the company's head office; if necessary, a part or all of the content of the List may be kept at the company's branches;

c) Shareholders, authorized representatives of shareholders, members of the Board of Directors, the Board of Supervisors, Director, or the General Director and other managers have the right to inspect, extract, and copy a part or all of the declared content;

d) The Company must facilitate the individuals specified in point c of this Clause to access, view, extract, and copy the list of related parties and interests of the Company in the quickest and most convenient manner; they must not be obstructed or hindered in the exercise of this right. The procedures for reviewing, extracting, and copying the declaration of related parties and related interests shall be carried out in accordance with the Company's Articles of Association.

5. Members of the Board of Directors, Director or the General Director, on their own behalf or on behalf of others to perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and the Board of Supervisors and may only be carried out when approved by a majority of the remaining members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Article 58. Obligations of the Company Managers

1. Members of the Board of Directors, the General Director, and other managers shall have the following obligations:

a) To perform their assigned rights and duties in accordance with this Law, other relevant laws, the Company's Articles of Association, and resolutions of the General Meeting of Shareholders;

b) To perform their assigned rights and duties honestly, prudently and to the best of their ability in order to ensure the maximum lawful interests of the Company;

c) To be loyal to the interests of the Company and its shareholders; not to abuse their position, duties, and not to use the Company's information, know-how, business opportunities, and other assets for personal gain or to serve the interests of other organizations or individuals;

d) To promptly, fully and accurately notify the Company of the contents stipulated in Clause 2, Article 164 of the Law on Enterprises;

đ) Other responsibilities as prescribed by the Law on Enterprises and the Company's Articles of Association.

2. Members of the Board of Directors, the Directors or the General Director and other managers who violate the provisions of Clause 1 of this Article shall be personally or jointly liable for compensation for lost benefits, return benefits received, and compensate the Company and third parties for all damages.

Article 59. Contracts and Transactions Requiring Approval of the General Meeting of Shareholders or the Board of Directors

1. The General Meeting of Shareholders or the Board of Directors shall approve the following contracts and transactions between the Company and related persons:

a. Shareholders, authorized representatives of institutional shareholders holding more than 10% of the total common shares of the company and their related persons;

- b. Members of the Board of Directors, the General Director, and their related persons;
 - c. Enterprises where members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers of the Company are required to declare as stipulated in Clause 2, Article 164 of the Law on Enterprises.
2. The Board of Directors shall approve contracts and transactions specified in Clause 1 of this Article with a value of less than 35% of the total asset value of the enterprise as recorded in the most recent audited financial statements. In this case, the Company's authorized representative signing the contract or transaction shall notify the members of the Board of Directors and the Board of Supervisors of the related persons involved, and shall provide the draft contract or the principal terms of the transaction. The Board of Directors shall decide on the approval within fifteen (15) days from the date of receipt of such notice; any member of the Board of Directors having related interests in such contract or transaction shall not have the right to vote.
3. The General Meeting of Shareholders shall approve the contracts and transactions as follows:
- a. Contracts and other transactions as prescribed in Clause 1 of this Article, in addition to contracts and transactions prescribed in Clause 2 of this Article;
 - b. Contracts and transactions involving borrowing, lending, or sale of assets with a value exceeding 10% of the total asset value of the enterprise as recorded in the most recent financial statements between the Company and a shareholder holding 51% or more of the total voting shares, or such shareholder's related persons.
4. In cases where approval of contracts or transactions falls under Clause 3 of this Article, the Company's authorized representative signing such contracts or transactions shall notify the Board of Directors and the Board of Supervisors of the related persons involved and shall provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall submit the draft contract/transaction or an explanation of the main content of the contract/transaction to the General Meeting of Shareholders or seek the shareholders' written opinion. In this case, shareholders with vested interests in the contract or transaction do not have voting rights; the contract or transaction is approved in accordance with Clauses 1 and 4 of Article 148 of the Law on Enterprises.
5. Contracts and transactions shall be deemed invalid by a court decision and handled according to the law if they are signed in violation of the provisions of this Article; the signatories of the contracts and transactions, shareholders, members of the Board of Directors, or the General Director concerned shall be jointly liable for compensation for damages incurred and reimburse the Company for any profits obtained from the execution of such contracts and transactions.
6. The Company shall disclose related contracts and transactions in accordance with applicable laws.
7. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use undisclosed information of the Company or disclose such information to others to conduct related transactions.
8. Transactions between the Company and its shareholders, managers, and related persons must comply with the provisions of Article 293 of Decree 155/2020/ND-CP and the law on securities.

CHAPTER VIII. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS, LABOR AND WAGES

Article 60. Right to inspect company books and records

1. Ordinary shareholders shall have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders shall have the right to review, inspect, and extract information on names and contact addresses in the list of shareholders with voting rights; request correction of inaccurate information about themselves; review, inspect, extract, or make copies of the Company's Articles of Association, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) A shareholder or group of shareholders holding 05% or more of the total number of ordinary shares shall have the right to review, inspect, and extract minutes and resolutions, decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions that must be approved by the Board of Directors, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In case a representative authorized by a shareholder or group of shareholders requests to inspect books and records, they must present a power of attorney (the original or notarized copy) from the shareholder or group of shareholders. The power of attorney must be prepared in the Company's form (if any).

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executives shall have the right to look up the Company's shareholder registry, list of shareholders, and other company books and records for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must keep these Articles of Association and any amendments to the Articles of Association, 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 required by law at the headquarters or another location, provided that shareholders and the Business Registration Agency are notified of the location where these documents are stored.

5. The Company's Articles of Association must be published on the Company's website.

Article 61. Labor and recruitment of Employees

The recruitment, employment, and termination of labor contracts for employees shall be carried out in accordance with the Labor Code, collective labor agreement, and labor contracts entered into between the General Director (or a person authorized by the General Director) and the employee.

The General Director shall have the right to recruit or terminate employment contracts with employees as required by the Company's production and business operations and in accordance with labor laws. (The Company shall issue recruitment standards for each type of job, which shall serve as a basis for the General Director to follow when recruitment needs arise).

Article 62. Salaries

Salaries, allowances, and bonuses for employees shall be paid based on the productivity, quality, and efficiency of their work, in accordance with the provisions of the Labor Code, relevant laws, internal regulations, and the business performance of the Company.

Article 63. Rights and Obligations of the Employees

1. Rights: The Company's employees shall be entitled to benefits as stipulated in these Articles of Association and the Company's legally valid Collective Labor Agreement registered with the local labor authority in accordance with Labor Code.

Employees shall be entitled to social insurance, health insurance, unemployment insurance, and other benefits in accordance with Labor Code.

2. Obligations: Employees shall perform their assigned duties satisfactorily and shall comply with these Articles of Association, the Company's duly registered internal labor regulations filed with the competent local labor authority in accordance with labor laws, and other internal regulations of the Company consistent with applicable laws that directly relate to employees' rights and obligations. Employees who violate the Company's internal labor regulations shall be subject to disciplinary action; the General Director shall have the authority to impose labor disciplinary measures in accordance with the Company's internal labor regulations and applicable labor laws.

CHAPTER IX. PROFIT DISTRIBUTION, BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 64. Profit Distribution

1. The General Meeting of Shareholders shall decide on the dividend payment level and the form of dividend payment out of the Company's retained earnings.

2. The Company shall not pay interest on any dividend payment or any payment related to a share.

3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of the dividend in shares, and the Board of Directors shall be responsible for implementing this decision.

4. In cases where dividends or other monetary payments related to a type of share are paid in cash, the Company must pay in Vietnamese Dong. Payments can be made directly or through banks based on the detailed bank account information provided by the shareholders. In the event that the Company has transferred the funds according to the detailed bank account information provided by the shareholder but the shareholder has not received the funds, the Company shall not be liable for the amount that the Company has transferred to this shareholder. Dividend payments for shares listed/registered for trading on the stock exchange can be made through securities firms or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt a resolution to determine a specific record date. As of that date, registered shareholders or holders of other securities shall be entitled to receive cash dividends or stock dividends, and to receive notices or other documents.

6. Other matters related to profit distribution shall be governed by the provisions of law.

Article 65. Handling of Business Losses

In the event that the Company incurs losses, the Board of Directors shall submit to the General Meeting of Shareholders for decision the use of reserve funds to offset such losses or the carry-forward of losses to the following financial year.

Article 66. Bank accounts

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks operating in Vietnam.
2. With prior approval from the competent authority, if necessary, the Company may open foreign bank accounts in accordance with the law.
3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts at banks where the Company has opened accounts.

Article 67. Fiscal year

The fiscal year of the Company shall commence on 1 January and end on 31 December each year.

Article 68. Financial settlement and planning

Annually, after the end of the fiscal year, no later than the first 04 (four) months of the following fiscal year, the Chairman of the Board of Directors shall report to the Annual General Meeting of Shareholders on the business performance, the financial settlement for the entire year (audited), and the projected business and financial plan for the following year.

Article 69. Accounting System

1. The Company shall apply the enterprise accounting system or other accounting system as prescribed or approved by the competent authority.
2. The Company shall keep accounting books and records in Vietnamese and preserve accounting records in accordance with accounting laws and related laws. These records must be accurate, up-to-date, systematic, and sufficient to prove and explain the Company's transactions.
3. The Company shall use the Vietnamese Dong as the accounting currency. In case the Company has transactions denominated primarily in a foreign currency, it may choose that foreign currency as the accounting currency, and shall be responsible for such choice before the law and shall notify the tax authority.

CHAPTER X. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS

Article 70. Annual, Semi-annual, and Quarterly Financial Statements

1. The Company shall prepare annual financial statements, and such annual financial statements shall be audited in accordance with the law. The Company shall publish the audited annual financial statements in accordance with the regulations on public disclosure of information on the securities market and submit them to the competent state agency.
2. Annual financial statements shall include all reports, appendices, and explanatory notes as prescribed by the law on enterprise accounting. Annual financial statements shall truthfully and objectively reflect the operating results of the Company.
3. The Company shall prepare and publish the reviewed semi-annual financial statements that in accordance with the regulations on public disclosure of information on the securities market and submit them to the competent state agency.

Article 71. Annual Report

The Company shall prepare and publish an annual report in accordance with the provisions of the law on securities and the securities market.

Article 72. Audit

1. The General Meeting of Shareholders shall appoint an independent audit firm or approve a list of independent audit firms and authorize the Board of Directors to select one of these entities to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed upon with the Board of Directors.
2. An independent auditing firm shall examine, verify, and prepare an audit report, and then submit that report to the Board of Directors. The deadline for preparing the report must comply with the legal regulations on financial reporting. The audit report shall be attached to the Company's annual financial statements.
3. Independent auditors who audit the Company's financial statements shall be entitled to attend the General Meeting of Shareholders and shall have the right to receive notices and other information related to the General Meeting of Shareholders and to express their opinions at the meeting on matters related to the audit of the Company's financial statements.

CHAPTER XI. COMPANY SEAL

Article 73. Company's Seal

1. The seal may be a physical seal made by an engraving workshop or a digital signature as prescribed by the law on electronic transactions.
2. The Board of Directors shall decide the type, quantity, form, and content of the Company's seal, as well as that of its branches and representative offices (if any).
3. The company seal shall be managed and used in accordance with current applicable laws and regulations.

CHAPTER XII. TERMINATION OF THE COMPANY'S OPERATIONS

Article 74. Termination of Operations

1. The Company may be dissolved or have its operations terminated in the following cases:
 - a) The General Meeting of Shareholders resolves to dissolve, divide, split, merge or consolidate the Company;
 - b) A court declares the Company bankrupt or its termination in accordance with applicable laws;
 - c) Other cases as prescribed by law.
2. The early dissolution/termination of the Company's operation shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. The decision on dissolution/termination shall be notified to or approved by the competent authority (if required) in accordance with applicable regulations.

Article 75. Asset liquidation upon Dissolution

1. At least 06 (six) months following the decision to dissolve the Company, the Board of Directors shall establish a Liquidation Committee consisting of 03 members, in 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 firm. The Liquidation Committee shall prepare its own operational regulations. Members of the Liquidation Committee may be selected from the Company's employees or independent experts. All expenses related to the liquidation shall be prioritized for payment by the Company ahead of other debts of the Company.

2. The Liquidation Committee is responsible for reporting the date of establishment and the date of commencement of operations to the Business Registration Authority. From that moment, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before the Courts and administrative authorities.

3. Proceeds from the liquidation shall be paid in the following order of priority:

- a) Liquidation costs;
- b) Amounts owed for salaries, severance pay, social insurance, and other benefits of employees in accordance with the collective labor agreement and signed labor contracts;
- c) Tax obligations;
- d) Other debts of the Company;
- d) The remaining balance, after payment of all debts from items (a) to (d) above, shall be distributed to the shareholders. Preferred shares shall be given priority in payment.

CHAPTER XIII. RESOLUTION OF INTERNAL DISPUTES AND ENFORCEMENT CLAUSES

Article 76. Resolution of Internal Disputes

1. In case of disputes or complaints arising in relation to the Company's operations, the rights and obligations of shareholders as prescribed in the Law on Enterprises, the Company's Articles of Association, other legal regulations or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executives;

the relevant parties shall endeavor to settle such dispute through negotiation and mediation. Except for disputes involving 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 require each party to present relevant information regarding the dispute within 10 working days from the date the dispute arises. In the event that a dispute involves the Board of Directors or the Chairman of the Board of Directors, any party may request the appointment of an independent expert to act as a mediator for the dispute resolution process.

2. If a settlement is not reached within 06 (six) weeks from the start of the mediation process, or if the mediation decision is not accepted by the parties, one party may submit the dispute to arbitration or competent court.

3. Each party shall bear its own costs related to the negotiation and mediation procedures. The payment of Court fees and expenses shall be made in accordance with the judgment of the Court.

Article 77. Amendment and Supplement of the Articles of Association

1. Any amendment or supplement to the Articles of Association must be reviewed and approved by the General Meeting of Shareholders.

2. In cases where applicable laws contain provisions relating to the Company's operations that are not addressed in these Articles of Association, or where new legal provisions differ from those set out herein, such provisions shall automatically apply and govern the Company's operations.

Article 78. Effective Date

1. These amended Articles of Association, comprising thirteen (13) Chapters and seventy-eight (78) Articles, have been duly approved by the General Meeting of Shareholders of Ha Noi Tourist Service Joint Stock Company and shall take full effect in their entirety.
2. These Articles of Association shall be kept at the Company's head office.
3. These Articles of Association constitute the sole and official charter of the Company.
4. Copies or extracts of these Articles of Association shall be valid only if bearing the signature of the Chairman of the Board of Directors or at least half of the total number of members of the Board of Directors.

Hanoi, 17/..6../2026

THE BOARD OF DIRECTORS

Mr. NGUYEN MANH HUNG	
Ms. DUONG THI HUE	
Mr. NGUYEN VAN DUNG	
Mr. NGUYEN HUU TAN	
Ms. VU THI QUYNH TRANG	

Hanoi, 17 June 2026

REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS

Pursuant to the Law on Securities dated November 26, 2019;

Pursuant to the Law on Enterprises dated June 17, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Articles of Association of Hanoi Tourist Service Joint Stock Company;

Pursuant to the Resolution of the Annual General Meeting of Shareholders 2026 dated May 20, 2026;

The Board of Directors issues the Regulations on the Operation of the Board of Directors of Hanoi Tourist Service Joint Stock Company

The Operation Regulations of the BOD of Hanoi Tourist Service Joint Stock Company include the following contents:

Chapter I.

GENERAL REGULATIONS

Article 1. Scope of adjustments and applicable subjects

1. Scope of adjustments The Regulations on the Operation of the Board of Directors stipulate the organizational structure, operating principles, powers, and obligations of the Board of Directors and its members, in order to operate in accordance with the Law on Enterprises, the Company's Articles of Association, and other relevant legal provisions.

2. Applicable subjects: This regulation shall apply to the Board of Directors and its members.

Article 2. Operating principles of the Board of Directors

1. The board of directors shall operate on the principle of collective decision-making. Members of the Board of Directors shall be individually responsible for their assigned duties and shall be jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Directors concerning the development of the Company.

2. The Board of Directors assigns responsibility to the General Director to organize and implement the resolutions and decisions of the Board of Directors.

Chapter II.

MEMBERS OF THE BOARD OF DIRECTORS

Article 3. Rights and obligations of the members of the Board of Directors

1. Members of the Board of Directors shall have full rights in accordance with the Law on Enterprises, relevant laws, and the Company's Articles of Association, including the right to be provided with information and documents on the financial situation and business operations of the Company and its affiliated units.
2. Members of the Board of Directors shall have the following obligations as stipulated in the company's Articles of Association:
 - a) To perform their duties honestly and prudently in the best interests of the shareholders and the Company;
 - b) To attend all meetings of the Board of Directors and provide opinions on the issues discussed;
 - c) To promptly and fully report to the Board any remuneration received from subsidiaries, affiliates, and other organizations;
 - d) To report to the Board of Directors at the nearest meeting on transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, with such member or their related persons; and transactions between the Company and other companies in which such member is a founding member or has served as a manager within three (03) years prior to the time of the transaction;
 - d) To disclose information when conducting transactions involving the Company's shares in accordance with the law.

Article 4. Right to Information of Board of Directors Member

1. Members of the Board of Directors shall have the right to request that the General Director, Deputy General Directors, and other managers within the Company provide information and documents regarding the Company's financial situation and business operations, as well as those of the Company's units.
2. Managers must provide timely, complete, and accurate information and documents as requested by members of the Board of Directors. The procedures for requesting and providing information are stipulated in the company's Articles of Association.

Article 5. Term of Office and Number of Directors

1. The Board of Directors shall consist from three (03) to eleven (11) members. The General Meeting of Shareholders shall determine the number of members of the Board of Directors from time to time.
2. The term of office of a member of the Board of Directors shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms.
3. If all members of the Board of Directors end their terms at the same time, they shall continue to be members of the Board of Directors until new members are elected and take over, except other stipulated by the Company's Articles of Association.

Article 6. Qualifications and Requirements for the member of the Board of Directors

Members of the Board of Directors must meet the following criteria and conditions:

- a) Not fall within the category specified in Clause 2, Article 17 the Law on Enterprises;
- b) Possess professional qualifications and experience in business administration or the business sector of the Company 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) Other standards and conditions as stipulated in the Company's Articles of Association and legal regulations.

Article 7. Chairman of the Board

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

2. The Chairman of the Board of Directors cannot also hold the position of the General Director.

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

- a) To establish the agenda and work plan of the Board of Directors;
- b) To prepare the agenda, documents serving for the meeting; to convene and preside over meetings of the Board of Directors;
- c) To organize the adoption of resolutions and decisions by the Board of Directors;
- d) To monitor the implementation of resolutions and decisions of the Board of Directors;
- đ) To chair the General Meeting of Shareholders;
- e) Other rights and obligations as prescribed by the Law on Enterprises and Company Articles of Association.

4. In case the Chairman of the Board of Directors submits a resignation letter or is removed, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of removal or dismissal. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Deputy Chairman shall act on behalf to perform rights and obligations of the Chairman of the Board. In the event that the Chairman or the Deputy Chairman is absent or unable to perform his/her duties, he/she must authorize another member in writing to exercise the rights and obligations of the Chairman of the Board of Directors. In the absence of the Chairman or the Deputy Chairman and where no person has been duly authorized, the remaining members of the Board of Directors shall elect one of their members to act as Chairman of the Board of Directors by a majority vote of the remaining members, until a new decision of the Board of Directors is made.

5. When deemed necessary, the Board of Directors shall decide to appoint a company secretary. The company secretary shall have the following rights and responsibilities:

- a) Assist in organizing and convening General Meetings of Shareholders and Board of Directors; record meeting minutes;
- b) Assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) Assist the Board of Directors in applying and implementing corporate governance principles;

d) Assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; ensuring compliance with information provision obligations, information disclosure, and administrative procedures;

d) Other rights and obligations as prescribed by law and the Company's Articles of Association.

Article 8. Removal, Dismissal, Replacement and Supplement of the member of the Board of Director

1. The General Meeting of Shareholders may waive a member of the Board of Directors in the following cases:

a) The member does not meet the qualifications and conditions as prescribed in Article 155 of the Law on Enterprises;

b) Submit a letter of resignation which has been accepted;

c) Other cases as prescribed by law and the Company's Articles of Association;

2. The General Meeting of Shareholders may remove a member of the Board of Directors in the following cases:

a) The member does not participate in the activities of the Board of Directors for a continuous period of 6 months, except in force majeure circumstances;

b) Other cases as prescribed by law and the Company's Articles of Association;

3. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; to remove or dismiss members of the Board of Directors, except as provided for in Clause 1 and Clause 2 of this Article.

4. The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following case:

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's Articles of Association. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days of the event occurring;

b) Except as provided 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 from office at the most recent meeting.

Article 9. Methods of election, removal and dismissal of the members of the Board of Directors

1. Shareholders or groups of shareholders holding 05% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. Unless otherwise stipulated in the company's Articles of Association, the nomination of individuals to the Board of Directors shall be carried out as follows:

a) Common shareholders who form groups to nominate candidates for the Board of Directors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more individuals, as

decided by the General Meeting of Shareholders, as candidates for the Board of Directors. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates that they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In the event that the number of candidates for the Board of Directors through nomination and self-nomination is still insufficient as required by Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors shall nominate additional candidates or organize the nomination in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the provisions of law.

3. The voting for members of the Board of Directors shall be conducted using the cumulative voting method or another method approved by the General Meeting of Shareholders. In the case of cumulative voting, each shareholder shall have a total number of votes corresponding to the total number of shares held multiplied by the number of members to be elected to the Board of Directors, and the shareholder has the right to allocate all or part of their total votes to one or several candidates. The elected members of the Board of Directors shall be determined based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Articles of Association is reached. In case there are 2 or more candidates receiving the same number of votes for the last member of the Board of Directors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the election regulations or the Company's Articles of Association.

4. The dismissal or removal of a member of the Board of Directors shall be decided by the General Meeting of Shareholders through voting or another method approved by the General Meeting of Shareholders.

Article 10. Notification on election, removal and dismissal of the BOD members

1. Where candidates for the Board of Directors have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the General Meeting of Shareholders so that shareholders may review the candidates before voting. Candidates for the Board of Directors shall provide a written undertaking as to the truthfulness and accuracy of the disclosed personal information and shall undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Directors. Information related to the candidates for the Board of Directors includes:

- a) Full name and Date of birth;
- b) Qualification;
- c) Professional experience;
- d) Other managerial positions (including positions on the board of directors of other companies);
- d) Interests related to the Company and its related parties.
- e) Other information (if any) as stipulated in the company's Articles of Association;

g) The company is responsible for disclosing information about the companies in which the candidate is holding the position of a member of the Board of Directors, other managerial positions, and any related interests of the candidate for the Board of Directors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Directors shall be made in accordance with the regulations and guidelines on information disclosure.

Chapter III.

BOARD OF DIRECTORS

Article 11. Rights and obligations of the Board of Directors

1. The Board of Directors is the governing body of the company, having the full authority to decide and exercise the rights and obligations of the company on behalf of the company, except for the rights and obligations within the competence of the General Meeting of Shareholders.

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

- a) To make decisions on The company's strategic, medium-term development plans, and annual business plans;
- b) To propose the types of shares to be issued and the total number of shares authorized for offering of each type;
- c) To decide on the sale of unsold shares within the authorized number of shares of each type; decide on raising additional capital through other forms;
- d) To determine the selling price of the Company's shares and bonds;
- đ) To decide on the repurchase of shares as prescribed in Clauses 1 and 2 of Article 133 the Law on Enterprises;
- e) To decide on investment plans and projects, and transactions involving the purchase or sale of fixed assets with a value of less than thirty-five percent (35%) of the total assets as recorded in the Company's most recent audited financial statements.
- g) To decide on market development, marketing, and technology solutions;
- h) To approve contracts for purchase, sale, borrowing, lending, and other transactions with a value of 35% or more of the total asset value recorded in the Company's most recent audited financial statements, as well as contracts and transactions within 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) To elect, dismiss, and remove the Chairman and Deputy Chairman of the Board of Directors; to appoint, dismiss, sign contracts with, or terminate contracts with the General Director, Deputy General Director, Chief Accountant and other key managers as prescribed by the BOD's decisions from time to time; to decide on salaries, remuneration, bonuses, and other benefits for such managers; to appoint authorized representative of the Company in other Companies, to decide on the wage and other remunerations of those individuals;
- k) To supervise and direct the General Director and other managers in the day-to-day operation of the Company's business;

- l) To decide on the organizational structure and internal management regulations of the Company, the establishment of subsidiaries, branches, representative offices, and the contribution of capital or purchase of shares in other enterprises;
- m) To approve the agenda, content of materials for the General Meeting of Shareholders, to convene the General Meeting of Shareholders or to seek opinions for the General Meeting of Shareholders to approve the decision;
- n) To submit the audited annual financial statements to the General Meeting of Shareholders;
- (o) To propose the dividend rate; decide on the term and procedures for paying dividends or handling losses incurred during business operations;
- p) To propose the reorganization or dissolution of the Company; to request the bankruptcy of the Company;
- q) To decide on the issuance of operational regulations of the Board of Directors, the internal rules on Corporate Governance after approved by the GMS;
- r) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other relevant laws and the Company's Articles of Association.

2. The Board of Directors shall adopt resolutions and make decisions by voting at meetings, soliciting opinions in writing, or through other means as stipulated in the company's Articles of Association. Each member of the Board of Directors shall have one vote.

3. In the event that a resolution or decision adopted by the Board of Directors is contrary to the law, the resolutions of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted in favor of the adoption of such resolution or decision shall be jointly and severally liable for such resolution or decision and shall compensate the Company for any damages; members who opposed the adoption of such resolution or decision shall be exempt from liability. In this case, the company's shareholders shall have the right to request the Court to suspend the implementation or annul the aforementioned resolution or decision.

Article 12. The obligations and powers of the Board of Directors in approving and signing transaction contracts.

1. The Board of Directors shall approve contracts and transactions with a value of less than 35%, or transactions that result in the total value of transactions arising within twelve (12) months from the date of the first transaction being less than 35% of the total asset value as recorded in the most recent audited financial statements, between the Company and one of the following parties:

- Members of the Board of Directors, members of the Board of Supervisors, General Director, other managers and their related individuals;
- Shareholders, authorized representatives of shareholders holding more than 10% of the total common shares of the company and their related individuals;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises;

2. The Company's authorized representative signing such contracts or transactions shall notify the Board of Directors and the Board of Supervisors the related persons involved and shall provide the draft contract or a summary of the principal terms of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within fifteen days from the date of receipt of the notification; except others stipulated by the Company's Articles of Association

members of the Board of Directors who have an interest in the parties to the contract or transaction shall not have the right to vote.

Article 13. The Board of Directors' responsibility in convening an extraordinary general meeting of shareholders.

1. The Board of Directors shall convene an extraordinary general meeting of shareholders in the following cases:

- a) When the Board of Directors deems it necessary for the benefit of the Company.
- b) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the minimum required by law;
- c) Upon the request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Enterprise Law, the request to convene a General Meeting of Shareholders must be in writing, clearly stating the reasons and purpose of the meeting, and bearing the signatures of all relevant shareholders; or the request must be made in multiple copies and include the signatures of all relevant shareholders;
- d) At the request of the Board of Supervisors;
- d) Other cases as prescribed by law and the Company's Articles of Association;

2. Convening an extraordinary general meeting of shareholders.

Unless otherwise provided in the Company's Charter, the Board of Directors must convene a General Meeting of Shareholders within thirty (30) days from the date on which the number of remaining members of the Board of Directors or the Board of Supervisors falls below the minimum number as prescribed in the Company's Articles of Association, or upon receipt of a request as stipulated in Points (c) and (d), Clause 1 of this Article.

3. The convener of the General Meeting of Shareholders shall perform the following tasks:

- a) Preparation of a list of shareholders entitled to attend the meeting.
- b) Provision of information and addressing of complaints related to the shareholder list;
- c) Preparation of the meeting agenda and contents;
- d) Preparation of documents for the meeting;
- đ) Drafting of the General Meeting of Shareholders resolution according to the planned agenda of the meeting; list and detailed information of candidates in case of election of members of the Board of Directors, members of the Board of Supervisors;
- đ) Determination of the time and place for holding the General Meeting.
- g) Dispatch of meeting invitation to each shareholder entitled to attend the meeting as stipulated in the Law on Enterprises;
- h) Other tasks to serve the the meeting.

Article 14. Committees Assisting the Board of Directors

1. The Board of Directors may establish subcommittees from time to time to be responsible for development policy, personnel, remuneration, internal audit, and risk management. The number of members of each subcommittee shall be determined by the Board of Directors and shall be at

least three (03), comprising members of the Board of Directors and external members. The operations of the subcommittees shall comply with the regulations of the Board of Directors. Resolutions of a subcommittee shall be valid only if approved by a majority of the members attending and voting at the subcommittee meeting.

2. The implementation of decisions made by the Board of Directors, or by its sub-committees, must be in accordance with current legal regulations, the Company's Charter, and the Internal Regulations on Corporate Governance.

Chapter IV.

THE BOD MEETINGS

Article 15. The BOD Meetings

1. The Chairman of the Board shall be elected at the first meeting of the Board of Directors within 07 working days from the date of the conclusion of the election of the Board of Directors for that term. This meeting shall be convened and presided over by the member with the highest number of votes or the highest percentage of votes. In the event that more than one member receives the highest number of votes or the highest percentage of votes, the elected members shall vote by majority to choose 01 person among them to convene a 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 shall convene meetings of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors or independent members of the Board of Directors;
- 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 in the company's Articles of Association.

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

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request as prescribed in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting in place of the Chairman.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send the notice of meeting at least 03 working days before the meeting date. The meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must include the materials to be used at the meeting and the members' voting ballots.

The notice may be sent via invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Articles of Association, ensuring it reaches the contact address of each Board member as registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of the meeting and accompanying documents to the members of the Board of Supervisors as to the 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 duly convened and held if at least four-fifths (4/5) of the total number of members are present

9. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a) To attend and vote directly at the meeting;
- b) To authorize another person to attend the meeting and vote as stipulated in Clause 11 of this Article;
- c) To attend and vote through online conferences, electronic voting or other electronic forms;
- d) To send voting ballots to the meeting via mail, fax or email;
- d) To submit voting ballots by other means as prescribed in the company's charter.

10. In the case of sending ballots to the meeting by post, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one (01) hour before the opening of the meeting. Ballots may only be opened in the presence of all meeting attendees.

11. The Board members must attend all Board of Directors meetings. A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members of the Board of Directors present at the meeting.

Article 16. Minutes of Board Meetings

1. The Meeting of the Board of Directors must be recorded in minutes and may be audio-recorded, recorded and stored in other electronic forms. The minutes must be drawn up in Vietnamese, and may also be in a foreign language, and must include the following main contents:

- a) Name, Headquarter Address and the Enterprise Code;
- b) Meeting time and location;
- c) The meeting purposes, agenda and contents;
- d) The full names of each member attending the meeting or their authorized representative, and the manner of attendance; the full names of members not attending the meeting and the reasons for their absence.
- đ) Issues discussed and voted on at the meeting;
- e) Summary of the statements of each attending member in the order of the meeting;
- g) The voting results, clearly indicating members who voted in favor, against, and those who abstained;
- h) Issues that have been passed and the corresponding voting ratio.

i) The full names and signatures of all members of the Board of Directors or their authorized representatives attending the meeting, and of the minute-taker, except as provided in Clause 2 of this Article.

2. Where the chairperson or the minute-taker refuses to sign the minutes of the meeting, such minutes shall nevertheless be valid if they are signed by all other members of the Board of Directors attending the meeting and approving the minutes, and contain all particulars as prescribed in points (a), (b), (c), (d), (đ), (e), (g) and (h) of Clause 1 of this Article. The minutes shall clearly state the fact that the chairperson or the secretary has refused to sign. The signatories to the minutes shall be jointly and severally liable for the accuracy and truthfulness of the contents of the minutes of the Board of Directors meeting. The chairperson and the minute taker shall be personally liable for any damages caused to the Company due to their refusal to sign the meeting minutes as prescribed by the Law on Enterprises, the Company's Articles of Association, and relevant laws.

3. The chairman, the minute taker, and all signatories to the minutes shall be responsible for the truthfulness and accuracy of the contents of the Board of Directors' meeting minutes.

4. The minutes of the Board of Directors' meeting and the documents used during the meeting shall be kept at the company's headquarters.

5. Minutes may be prepared in both Vietnamese and foreign language and shall have equal legal effect. In the event of any discrepancy between the Vietnamese and Foreign versions of the minutes, the Vietnamese version shall prevail.

Chapter V.

REPORT AND DISCLOSURE OF BENEFITS

Article 17. Submit annual report

1. At the end of the fiscal year, the Board of Directors must submit the following report to the General Meeting of Shareholders:

- a) Company's Income Statement;
- b) Financial Statement;
- c) Report evaluating the management performance of the Board of Directors;
- d) Report of the Board of Supervisors.

2. The reports stipulated in points a, b, and c of Clause 1 of this Article must be submitted to the Board of Supervisors for review no later than 30 days before the opening of the Annual General Meeting of Shareholders, unless the company's Articles of Association stipulates otherwise.

3. The reports specified 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 no later than ten (10) days prior to the opening date of the Annual General Meeting of Shareholders. Shareholders who have held shares of the Company continuously for at least one (01) year shall have the right to personally, or together with a lawyer, accountant, or certified auditor, directly review the reports specified in this Article.

Article 18. Remuneration, Bonuses, and Other Benefits of Members of the Board of Directors

1. The company has the right to pay remuneration and salary to members of the Board of Directors, based on business results and efficiency.
2. Members of the Board of Directors shall be entitled to a remuneration for their work and bonuses. The Board of Directors estimates the remuneration for each member on a consensus basis. The total remuneration and bonus of the Board of Directors is decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each BOD member is included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, is separately stated in the Company's annual financial statements, and must be reported to the Annual General Meeting of Shareholders.
4. Board members are entitled to reimbursement for all travel, accommodation, and other reasonable expenses incurred in performing their duties as board members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or subcommittees of the Board of Directors.
5. Board members may have their liability insurance purchased by the Company after obtaining the approval of the General Meeting of Shareholders. This insurance does not cover the liability of Board members related to violations of the law and the company's Articles of Association.

Article 19. Disclosure of related benefits

Unless otherwise more strictly stipulated in the company's charter, the disclosure of the company's interests and related parties shall be governed by the following regulations:

1. Members of the Board of Directors must declare to the Company their related interests, including:
 - a) Name, Enterprise Code, Headquarter Address, industry, business line of the enterprise that they hold shares; the ratio and time of owning or holding such shares;
 - b) Name, Enterprise Code, Headquarter Address, industry, business line of the enterprise which their related individuals co-own or hold more than 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 on which the relevant interest arises; any amendment or supplementation must be declared to the Company within 07 working days from the date of the corresponding amendment or supplementation.
3. Members of the Board of Directors, on their own behalf or on behalf of others, to perform any work in any form within the scope of the Company's business activities must explain the nature and content of such work to the Board of Directors and may only be carried out when approved by a majority of the remaining members of the Board of Directors; if carried out without declaration or without the approval of the Board of Directors, all income derived from such activity shall belong to the Company.

Chapter VI.

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 20. Relationship among the BOD members

1. The relationship among members of the Board of Directors is one of coordination. Members are responsible for keeping each other informed of relevant matters in the course of handling their assigned duties.

2. During the course of work, the Board member assigned primary responsibility must proactively coordinate and handle any issues that may relate to areas under the purview of other Board members. In case of differing opinions among members, the member primarily responsible shall report to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for convening a meeting or collecting opinions from members in accordance with the law, the Company's Charter, and these Regulations.

3. In the event of a reassignment of duties among Board members, those members must hand over their responsibilities, files, and related documents. This handover must be documented and reported to the Chairman of the Board of Directors.

Article 21. Relationship with the Board of Executive

In its governance role, the Board of Directors decides on strategies, medium-term development plans, and annual business plans; approves investment plans, organizational structure, and internal regulations of the Company; issues resolutions; and performs direction and supervision to ensure implementation by the General Director and the executive management. At the same time, the Board of Directors monitors and supervises the implementation of its resolutions.

Article 22. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is one of coordination. Their working relationship is based on the principles of equality and independence, while maintaining close coordination and mutual support in the performance of their duties.

2. Upon receipt of inspection minutes or summary reports from the Board of Supervisors, the Board of Directors is responsible for reviewing them and directing relevant departments to develop plans and promptly implement

Chapter VII.

ENFORCEMENT CLAUSE

Article 23. Effectiveness

The Regulations on the Operation of the Board of Directors of Hanoi Tourist Service Joint Stock Company comprise 7 chapters, 23 articles and will take effect from 17/6/2026.

**PP. THE BOARD OF DIRECTORS
CHAIRMAN**

(Signature, full name, and seal)



Nguyễn Mạnh Hùng

**HA NOI TOURIST SERVICE
JOINT STOCK COMPANY**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, *17 June* 2026

INTERNAL REGULATIONS ON CORPORATE GOVERNANCE

Based on the Law on Securities dated November 26, 2019 and its amendments;

Pursuant to the Law on Enterprise dated June 17, 2020;

Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Articles of Association of Hanoi Tourist Service Joint Stock Company;

Pursuant to the Resolution of the Annual General Meeting of Shareholders 2026 dated May 20, 2026;

The Board of Directors issues the Internal Regulations on Corporate Governance of Hanoi Tourist Service Joint Stock Company;

The internal regulations on corporate governance of Hanoi Tourist Service Joint Stock Company include the following contents:

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CHAPTER I. GENERAL REGULATIONS

Article 1. Scope of adjustments and applicable subjects

1. Scope of adjustments: The internal regulations on corporate governance stipulate the roles, rights, and obligations of the General Meeting of Shareholders, the Board of Directors, and the General Director; the procedures for holding the General Meeting of Shareholders; the nomination, candidacy, election, dismissal, and removal of members of the Board of Directors, the Board of Supervisors, and the General Director; and other activities as stipulated in the company's charter and other current legal regulations.

2. Applicable subjects: This regulation applies to members of the Board of Directors, the Board of Supervisors, the General Director, and related parties.

Article 2. Definitions

1. In these Regulations, the following terms shall be construed as follows:

a) "Corporate Governance": means a system of regulations to ensure that the company is effectively managed and controlled for the benefit of shareholders and related parties.

"The Company" means Ha Noi Tourist Service Joint Stock Company.

b) "The Articles of Association": refers to the Articles of Association of Hanoi Tourist Service Joint Stock Company, which is approved by the Company's General Meeting of Shareholders at each given time.

c) "Shareholder": means an individual or organization that owns shares of the Company.

d) "The General Meeting of Shareholders" ("GMS"): refers to the General Meeting of Shareholders of the Company.

đ) "Related parties" means individuals or entities as defined in Clause 46, Article 4 of the Law on Securities

e) "The Board of Directors" ("The BOD"): means the Company's Board of Directors.

g) "The Board of Supervisors" ("The BOS"): means the Board of Supervisors of the Company.

h) Non-executive member of the Board of Directors: means a member of the Board of Directors who is not the General Director, Deputy General Director, Chief Accountant, or other management/executive officers as stipulated in the Articles of Association.

i) Company governance officer: means a person with responsibilities and authority as stipulated by law and the Company's Articles of Association:

2. In these Regulations, references to any legal provision or document shall include any amendment, supplement or replacement thereof.

Article 3. Principles of corporate governance

To ensure that the Company operates and controls effectively for the benefit of shareholders and related parties, corporate governance must adhere to the following principles:

1. Ensure the rational governance structure;
2. Ensure the effective operation of the Board of Directors and the Board of Supervisors;
3. Ensure the interests of shareholders and related parties;
4. Ensure fair treatment among shareholders;
5. Ensure the role of related parties in the Company;
6. Ensure the openness and transparency in the company's operations;
7. Comply with current legal regulations.

CHAPTER II. GENERAL MEETING OF SHAREHOLDERS

Section 1. Role, Rights and Obligations of the General Meeting of Shareholders

Article 4. Role, Rights and Obligations of the General Meeting of Shareholders.

1. The General Meeting of Shareholders is the highest authority of the Company. The Annual General Meeting of Shareholders shall be convened once a year. The Annual General Meeting of Shareholders shall be held within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the Annual General Meeting of Shareholders if necessary, but not more than 06 (six) months from the end of the financial year. In addition to the annual general meeting, Extraordinary General Meetings may be convened. The location for the General Shareholders' Meeting shall be determined by where the chairperson attends the meeting, and it must be within the territory of Vietnam

2. The General Meeting of Shareholders shall have the following rights and obligations:

- a) To approve the Company's development orientation;
- b) To decide on the type of shares and the total number of shares of each type that may be offered for sale; and to determine the annual dividend rate for each type of share.
- c) To elect, dismiss, or remove members of the Board of Directors and the Board of Supervisors;
- d) To decide on investments projects or purchase and sales of assets with a value of at

least 35% of the total assets as recorded in the Company's most recent audited financial statements;

- d) To amend the Company's Articles of Association;
- e) To approve the annual financial statements;
- g) To approve the acquisition of more than 10% of the total issued shares of each class;
- h) To review and handle violations committed by members of the Board of Directors and the Board of Supervisors that cause damages to the Company and its shareholders;
- i) To decide on the reorganization or dissolution of the Company;
- k) To decide on the budget or the total amount of remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the Internal Governance Regulations; the Regulations on the Operation of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the auditing firm approved to audit the Company's operations, and to dismiss the approved auditor when deemed necessary.
- n) Other rights and obligations under the law.

Article 5. Time of Arising of Shareholders' Rights and Obligations

1. The time when a shareholder's rights and obligations arise is the time when the shareholder's information is recorded in the Company's Shareholder Register.

2. The Company's Shareholder Register and the list of shareholders provided to the Company by the Vietnam Securities Depository and Clearing Corporation (VSDC) shall serve as the sole basis for determining the status, rights, and obligations of shareholders.

Article 6. Fair treatment among shareholders

1. All shareholders shall be treated equally, including minority shareholders and foreign shareholders. Each share of the same class grants its holder equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with those preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to the shareholders;

2. Major shareholders must not abuse their advantageous position to infringe upon the rights and interests of the Company or other shareholders.

3. Shareholders shall fully exercise their rights as stipulated by law and the Articles of Association;

4. The shareholders shall have full access to regular and extraordinary information disclosed by the Company in accordance with the law;

Shareholders shall have the right to protect their legitimate interests. In the event that a decision of the General Meeting of Shareholders violates the law or the Articles of Association, or a decision of the Board of Directors is adopted contrary to the provisions of the law or the Articles of Association and causes damage to the Company, shareholders shall have the right to request the annulment or suspension of that decision in accordance with the provisions of the Law on Enterprises..

Article 7. Responsibilities of Major Shareholders

1. Major shareholders must not abuse their advantageous position to infringe upon the rights and interests of the Company or other shareholders.

2. Major shareholders shall be obligated to disclose information as required by law.

Article 8. Provision of information to shareholders and the public

1. The Company shall facilitate shareholders and the public in accessing official information from the Company in accordance with applicable regulations.

2. Company information shall be provided to shareholders through the following channels:

- a. The Company's official website;
- b. The information reported and officially disclosed in accordance with the law on reporting and disclosure of information for public companies;
- c. Authorized person to disclose information;

Section 2. Procedures for General Meeting of Shareholders to Adopt Resolutions by Way of Voting at the General Meeting of Shareholders

Article 9. Authority to convene a General Meeting of Shareholders

1. Authority to convene the Annual General Meeting of Shareholders: as stipulated in Clause 2, Article 24 of the Company's Articles of Association.

2. Authority to convene an extraordinary general meeting of shareholders: as stipulated in Clauses 3 and 4 of Article 24 of the Articles of Association.

Article 10. Preparation of a list of shareholders entitled to attend the meeting

The person convening the General Meeting of Shareholders must prepare a list of shareholders eligible to participate and vote at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no

more than ten (10) days prior to the date of sending the notice of the General Meeting of Shareholders.;

Article 11. Notice of the Record Date for Determining Shareholders Entitled to Attend the General Meeting of Shareholders

1. The Board of Directors shall convene a meeting and issues a Board Resolution approving the final registration date for preparing the list of shareholders entitled to attend the general meeting. The Company must publicize information on the compilation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the final registration date

2. The Company shall carry out procedures for preparing the list of shareholders with the Vietnam Securities Depository and Clearing Corporation in accordance with the regulations on the exercise of rights issued by the Vietnam Securities Depository and Clearing Corporation..

Article 12. Notice to convene a General Meeting of Shareholders

In accordance with the provisions of Clause 3, Article 28 of the Company's Articles of Association.

Article 13. Agenda and Content of General Meeting of Shareholders

1. The person convening the General Meeting of Shareholders shall be responsible for preparing the agenda and content of the General Meeting of Shareholders.

2. Shareholders or a group of shareholders as prescribed in Clause 2, Article 12 of Company Article of Association shall have the right to recommend issues to be discussed in the agenda of the General Meeting of Shareholders. The proposal must be in writing and sent to the Company at least three (3) working days prior to the opening day of the General Meeting. The proposal must include the contents as stipulated in the Articles of Association and the Law on Enterprises.

3. The person convening the General Meeting of Shareholders shall have the right to reject a proposal as stipulated in Clause 2 of this Article in the following cases::

a. The proposal is not submitted within the prescribed time limit or is incomplete or invalid in content;

b. At the time of making proposal, the shareholder or group of shareholders does not hold at least 5% of the common shares as prescribed in the Clause 2 of Article 12 of the Company's Articles of Association;

c. The proposed matter is not within the decision-making authority of the General

Meeting of Shareholders;

d. Other cases:

4. The person convening the General Meeting of Shareholders must accept and include the proposal as prescribed in Clause 2 of this Article in the proposed agenda and content of the meeting, except as prescribed in Clause 3 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 14. Authorization of Representatives to attend the General Meeting of Shareholders

In accordance with Article 26 of the Company's Articles of Association..

Article 15. Registration to attend the General Meeting of Shareholders

1. Methods of registration for attendance prior to the opening date of the General Meeting of Shareholders:

The methods for registering attendance at the General Meeting of Shareholders shall be clearly specified in the Notice of Meeting, including contacting the Company directly or submitting the Registration Form for Attendance (*attached to the Notice of Meeting sent to shareholders*) to the Company.

2. Methods of registration for attendance and status verification of participants on the date of the General Meeting of Shareholders: In accordance with Clause 1, Article 30 of the Company's Articles of Association.

Article 16. Conditions for holding the General Meeting of Shareholders

In accordance with the Article 29 of the Company's Articles of Association.

Article 17. Voting methods

1. Voting methods at the General Meeting:

a. The General Meeting of Shareholders may vote on matters included in the agenda by raising Voting Cards and/or collecting Voting Cards, or by other methods as decided by the General Meeting of Shareholders.

Voting cards are pre-printed ballots, following the template provided by the Organizing Committee, and stamped with the Company's seal, distributed to shareholders attending the General Meeting.

b. At each meeting, the General Meeting of Shareholders shall decide on the voting method as follows:

(i) Use of two types of Voting Cards at the General Meeting of Shareholders:

- General voting cards for matters requiring approval by the General Meeting of Shareholders related to the procedures for organizing the General Meeting of Shareholders. The General Voting Card contains information about the shareholder's identification number and the number of shares held by the shareholder or shareholder representative attending the General Meeting.

- Voting cards for matters requiring approval by the General Meeting of Shareholders to serve as the basis for issuing resolutions of the General Meeting of Shareholders. This Voting Card contains the following information: shareholder code, number of shares held by the shareholder or the shareholder's representative attending the meeting, and matters subject to voting by the Company's shareholders.

(ii) Use of one general Voting Card at the meeting: shareholders shall use a single general Voting Card to vote on all matters requiring approval by the General Meeting of Shareholders at the meeting.

2. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda, including::

- Approval; or
- Disapproval; or
- Abstention.

3. Each Voting Card of a shareholder or shareholder representative (one person) may be used to cast only one vote (approval, disapproval, or abstention) for the same matter to be voted on at the General Meeting of Shareholders.

Article 18. Instructions for Election

The election of members of the Board of Directors and the Board of Supervisors shall be conducted using the cumulative voting method stipulated in Clause 3, Article 148 of the Law on Enterprises, or another method approved by the General Meeting of Shareholders.

Article 19. Vote counting method

1. The Vote Counting Committee shall be nominated by the Presidium and approved by the General Meeting of Shareholders; The Vote Counting Committee of the General Meeting of Shareholders shall begin counting the votes immediately after the voting ends;

2. After the collective voting by raising the ballot cards for each item to be approved at the General Meeting, the Vote Counting Committee shall count the votes and announce the results of the vote immediately at the General Meeting for the voted issues.

3. In case of using voting cards for matters requiring approval by the General Meeting of Shareholders to serve as the basis for issuing resolutions of the General Meeting of

Shareholders. The Organizing Committee shall prepare the ballot boxes, and shareholders cast their votes by secret ballot at the General Meeting. The Vote Counting Committee shall count the votes on the voting items and announce the voting results immediately at the General Meeting for the issues voted on.

Article 20. Conditions for the approval of resolution

In accordance with the Article 31 of the Company's Articles of Association.

Article 21. Announcement of vote counting results

The Vote Counting Committee shall check, compile, and report the results of the vote counting for each issue to the Chairperson. The vote counting process must be documented in a written record signed by all members of the Vote Counting Committee. The results of the vote counting shall be announced by the chairperson before the closing of the meeting.

Article 22. Methods of Objecting to Resolutions of the General Meeting of Shareholders

- A shareholder who votes against a resolution on the reorganization of the Company or a change in the rights or obligations of shareholders as stipulated in the Company's Articles of Association shall have the right to request the Company to repurchase their shares. Detailed provisions on such repurchase requests shall be implemented in accordance with Article 132 of the Law on Enterprises.

- In cases where a shareholder requests the annulment of a resolution of the General Meeting of Shareholders: implementation shall be in accordance with Article 34 of the Company's Articles of Association.

Article 23. Preparation of the Minutes of the General Meeting of Shareholders

In accordance with the Clauses 1, Clause 2, Article 33 of the Company's Articles of Association.

Article 24. Disclosure of Resolutions of the General Meeting of Shareholders

Resolutions, minutes of the General Meeting of Shareholders, and accompanying documents must be disclosed in accordance with the law on information disclosure when a resolution of the General Meeting of Shareholders is adopted.

Section 3. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions by written opinions

Article 25. Approval of resolution by written opinions

The Board of Directors shall have the rights to obtain the Shareholders' written opinions any time on any matters within the authority of the General Meeting of shareholders for the purpose of adopting resolutions of the GMS, where it deems necessary in the interests of the Company.

Article 26. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions by written opinions

In accordance with the Article 32 of the Company's Articles of Association.

Section 4. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions via Online Meetings or Hybrid Meetings

Article 27. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions via Online Meetings

The convening of the General Meeting of Shareholders and adoption of resolutions via online meetings shall be conducted in accordance with applicable laws and the Company's Articles of Association.

Article 28. The sequence and procedures for holding a General Meeting of Shareholders to adopt resolutions via Hybrid Meetings

The General Meeting of Shareholders, which adopts resolutions via Hybrid Meetings, shall be conducted in accordance with legal regulations and the Company's Articles of Association.

CHAPTER III. BOARD OF DIRECTORS

Section 1. The role, rights, and obligations of the Board of Directors, and the responsibilities of its members

Article 29. The role, rights, and obligations of the Board of Directors, and the responsibilities of its members

1. The Board of Directors is the governing body of the company, having the full authority to decide and exercise the rights and obligations of the company on behalf of the company, except for the rights and obligations within the competence of the General Meeting of Shareholders.

2. Rights and obligations of the Board of Directors: In accordance with Clause 2 Article 37 of the Company's Articles of Association.

Article 30. Activities of the Board of Directors

1. The Board of Directors shall develop annual and term-based operational plans.
2. The Board of Directors shall assign tasks to each member of the Board.
3. The Board of Directors' inspection and supervision activities shall be carried out in the following forms:
 - a. Board of Directors meetings held in accordance with Article 35 of the Company's Articles of Association;
 - b. Reports from the General Director and management staff (if required);

c. Direct meetings between the Board of Directors and the Board of Management and relevant management personnel;

d. Supervision to approve the report of the Company's Board of Supervisors;

Supervision to approve the conclusions or advice of independent professional bodies such as: state agencies (Tax Authority, State Audit Office, State Inspectorate, etc.); independent auditing firms; legal consulting agencies, etc.

Article 31. Responsibilities of the BOD members

Members of the Board of Directors shall be responsible for complying with the provisions of Articles 55, 56, 57, 58, and 59 of the Company's Articles of Association.

Article 32. Right to Information of Board of Directors Member

In accordance with the Article 159 of the Law on Enterprises, and Article 42 of the Company's Articles of Association.

Section 2. Nomination, self-nomination, election, removal and dismissal of the BOD members

Article 33. Term of Office and Number of the BOD members

The term of office and the number of members of the Board of Directors shall be implemented in accordance with Article 36 of the Company's Articles of Association.

Article 34. Structure, Criteria and Conditions of Members of the Board of Directors

1. Structure of the Board of Directors:

The number of the non-executive BOD member shall comply with the applicable laws. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Board.

2. Qualifications and Requirements for Directors: In accordance with Article 35 of the Company's Articles of Association.

Article 35. Nomination and self-nomination of the BOD Members

In accordance with Article 35 of the Company's Articles of Association.

Article 36. Method of Electing Members of the Board of Directors

The election of members of the Board of Directors shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, or another method approved by the General Meeting of Shareholders.

Article 37. Removal, Dismissal, and Addition of the BOD members

1. Removal and dismissal of the BOD members: In accordance with Article 36 of the Company's Articles of Association.

2. Cases of additional election of the Board of Directors member

The Board of Directors shall convene a General Meeting of Shareholders to elect additional members of the Board of Directors in the following case:

a. The number of remaining Board of Directors members is lower than the minimum number of Board of Directors members required by the Law on Enterprises. In this case, the Board of Directors must convene a General Meeting of Shareholders within 30 days of the event occurring.

b. Except as provided 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 from office at the most recent meeting.

Article 38. Notification on election, removal and dismissal of the BOD members

After a decision on the election, removal, or dismissal of members of the Board of Directors is made, the Company shall be responsible for disclosing such information in accordance with applicable laws.

Article 39. Methods of Introducing Candidates for Membership of the Board of Directors

1. The Board of Directors or other entities as stipulated in Clause 3, Article 40 of the Company's Articles of Association shall convene a meeting of the Board of Directors to elect members of the Board of Directors and to disseminate the election content: the number of members, candidate criteria, and methods of nomination and self-nomination in accordance with Article 35 of these Regulations. The election shall be conducted at the nearest General Meeting of Shareholders.

2. The company shall issue a public notice regarding the election of Board of Directors members and the procedures for convening and conducting the election, clearly stating the reasons for the election, the number of members, the criteria and conditions, the election method, the procedures for candidacy and nomination, etc.

3. The Board of Directors shall compile the list of candidates through nominations, applications, and verification of information on each candidate to ensure that the candidates meet the qualifications and conditions for becoming a Member of the Board of Directors as stipulated in Clause 2, Article 34 of these Regulations.

Article 40. Election, removal and dismissal of the Chairman of the Board

The election, removal and dismissal of the Chairman of the Board shall be implemented in accordance with Article 39 of the Company's Articles of Association..

Section 3. Remuneration, and other benefits of Members of the Board of Directors

Article 41. Remuneration, and other benefits of Members of the Board of Directors.

In accordance with the Article 38 of the Company's Articles of Association.

Section 4. Sequence and procedures for organizing a Board of Directors meeting

Article 42. Minimum number of meetings per quarter

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

Article 43. Cases requiring the convening of an extraordinary meeting of the Board of Directors

1. The Chairman of the Board of shall convene meetings of the Board of Directors in the following cases:

- a) At the request of the Board of Supervisors or independent members of the Board of Directors;
- 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 to prescribed in the Company's Articles of Association..

2. The proposals stipulated in Clause 1 of this Article must be in writing, clearly stating the purpose, the issues to be discussed, and the authority of the Board of Directors in making decisions.

3. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request as prescribed in Clause 3 of this Article. If the Chairman fails to convene the meeting as requested, the Chairman shall be liable for any damages caused to the Company; the requester(s) shall have the right to convene the meeting in place of the Chairman.

Article 44. Notice of the Board Meetings

1. Notice of the Board of Directors meeting must be sent to all Board members at least three (3) working days prior to the meeting date. The meeting notice must specify the time and place of the meeting, the agenda, and the issues to be discussed and decided. The meeting notice must include the materials to be used at the meeting and the members' voting ballots.

2. The notice may be sent via invitation letter, telephone, fax, electronic means, or other methods prescribed by the Company's Articles of Association, ensuring it reaches the contact address of each Board member as registered with the Company.

3. The Chairman of the Board of Directors or the convener shall send the notice of the meeting and accompanying documents to the Supervisors as to the members of the Board of Directors.

Article 45. The Supervisor's right to attend Board of Directors meetings

The Supervisors shall have the right to attend meetings of the Board of Directors, and have the rights to discuss but not to vote.

Article 46. Conditions for organizing a Board of Directors meeting

1. Meetings of the Board of Directors at the first convening may only proceed to make decisions when at least four-fifths (4/5) of the total number of members of the Board of Directors are present in person or represented by authorized representatives.

2. The Board of Directors meeting may be held as a discussions among the members of the Board when all or some of the members are at different locations, provided that each participating member is able to:

- a. Hear each other member of the Board participating in the meeting;
- b. Speak to all other participating members simultaneously.

Communication among members may take place directly by telephone or by other means of communication (including whether such means are used at the time of the adoption of the Articles of Association or later), or a combination of all these methods. A member of the Board of Directors participating in such a meeting shall be deemed to be "present" at such meeting. The meeting location as stipulated in this regulation shall be the location where the largest group of Board members is assembled, or, if no such group exists, the location where the meeting chair is present.

Article 47. Voting Procedures

1. A member of the Board of Directors shall be deemed to have attended and voted at a meeting in the following cases:

- a) To attend and vote directly at the meeting;
- b) To authorize another person to attend the meeting and vote as stipulated in Clause 11 of Article 40 of the Company's Articles of Association.
- c) To attend and vote through online conferences, electric voting or other electronic forms;
- d) To send voting ballots to the meeting via mail, fax or email;

2. In the case of sending ballots to the meeting by post, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one hour before the opening of the meeting. In the case of sending ballots to the meeting by post, the ballots must be enclosed in a sealed envelope and must be sent to the Chairman of the Board of Directors at least one hour before the opening of the meeting. The voting ballots shall only be opened in the presence of all attendees.

Each member of the Board of Directors has one (01) vote.

Article 48. Methods of Adopting Resolutions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be adopted if approved by a

majority of the members of the Board of Directors present at the meeting.

Article 49. Authorization for Attendance at Meetings by Members of the Board of Directors

A member may authorize another person to attend and vote on his/her behalf if approved by a majority of the members of the Board of Directors.

Article 50. Preparation of Minutes of the Board Meetings

In accordance with the Clause 1 Article 158 of the Law on Enterprises, and Article 41 of the Company's Articles of Association;

Article 51. Cases Where the Chairperson and/or Secretary Refuses to Sign the Minutes of Meetings of the Board of Directors

In accordance with the provisions of Clause 2, Article 158 of the Law on Enterprises.

Article 52. Notification of Resolutions and Decisions of the Board of Directors

Resolutions and decisions of the Board of Directors shall be notified/disclosed in accordance with regulations on information disclosure in the securities market.

Article 53. Methods of Objecting to or Requesting Annulment of Resolutions of the Board of Directors

Members of the Board of Directors shall have the right to object to resolutions of the Board of Directors by submitting requests. The meeting secretary shall record such objections in the minutes if the resolution is announced at the meeting, or the member may submit a written objection to the Board of Directors if the resolution is announced after the meeting. In all cases, members of the Board of Directors must still comply with the resolutions of the Board of Directors until there is a legally effective judgment or decision by a court or arbitral tribunal annulling such resolution..

Section 5. Committees under the Board of Directors

Article 54. Committees under the Board of Directors

In accordance with the regulations of Article 43 of the Company's Articles of Association.

Section 6. Company governance officer

Article 55. Criteria for the Company governance officer

The person in charge of corporate governance shall not concurrently work for an approved auditing organization that is auditing the Company's financial statements.

Article 56. Appointment of the Company governance officer

The Board of Directors of the Company must appoint at least 01 (one) person in charge of corporate governance to support corporate governance activities at the Company;

Article 57. Cases of dismissal of the Company governance officer

The Board of Directors may remove/dismiss the person in charge of corporate governance when necessary, provided that such dismissal is not contrary to current labor laws.

Article 58. Notification of appointment or dismissal of the Company governance officer

After a decision on the appointment or removal of the Company's person in charge of corporate governance is made, the Company shall be responsible for disclosing such information in accordance with applicable laws and procedures.

Article 59. Rights and obligations of the Company governance officer

In accordance with regulations of Clause 3, Article 44 of the Company's Articles of Association.

CHAPTER IV. BOARD OF SUPERVISORS

Section 1. The role, rights, and obligations of the Board of Supervisors, and the responsibilities of the Supervisors

Article 60. The role, rights, and obligations of the Board of Supervisors, and the responsibilities of the Supervisors

1. Role of the Board of Supervisors: The Board of Supervisors shall oversee the Board of Directors and the General Director in the management and operation of the company.

2. Rights and obligations of the Board of Supervisors: As regulated in Article 51 of the Company's Articles of Association.

3. Responsibilities of the Supervisors: In accordance with the Article 55, Article 56 and Article 57, Article 58 and Article 59 of the Company's Articles of Association.

4. Right to access information of the Board of Supervisors: In accordance with Article 171 of the Law on Enterprises..

Article 61. Report on the Activities of the Board of Supervisors at the Annual General Meeting of Shareholders

The report on the activities of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must include at least the following contents:

Results of supervision over the Company's operational and financial situation during the fiscal year;

Results of performing tasks authorized by the General Meeting of Shareholders or at the request of a group of shareholders as stipulated in the Company's Articles of Association;

Results of supervision over members of the Board of Directors, the General Director, and other executives;

Assessment of the coordination between the Board of Supervisors and the Board of Directors, the General Management Board, the decisions of the Board of Supervisors, and evaluate the performance of the Board of Supervisors;

Remuneration, benefits, and operating expenses of the Board of Supervisors and of each Member of the Board of Supervisors;

Other contents under law.

Section 2. Term of office, number, composition, and structure of the Board of Supervisors members

Article 62. Term of office, number, composition, and structure of the Board of Supervisors members

The Board of Supervisors of the Company shall consist of three (03) members. 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.

Article 63. Standards and conditions for members of the Board of Supervisors

In accordance with the provisions of Clause 2, Article 49 of the Company's Articles of Association.

Article 64. Nomination and self-nomination of the members of the Board of Supervisors

In accordance with the Article 48 of the Company's Articles of Association;

Article 65. Election method of members of the Board of Supervisors

The election of members of the Board of Supervisors shall be conducted using the cumulative voting method as prescribed in Clause 3, Article 148 of the Law on Enterprises, or another method approved by the General Meeting of Shareholders.

Article 66. Cases of removal and dismissal of the members of the Board of Supervisors

In accordance with the Clauses 3, Clause 4, Article 49 of the Company's Articles of Association;

Article 67. Notification on election, removal and dismissal of the members of the Board of Supervisors

After a decision on the election, removal or dismissal of a Supervisor is made, the Company shall disclose such information internally, to relevant authorities, through mass media, and on the Company's website in accordance with applicable laws and procedures.

Article 68. Salary and Other Benefits of Members of the Board of Supervisors

In accordance with the provisions of Article 54 of the Company's Articles of Association.

CHAPTER V. GENERAL DIRECTOR

Section 1. The role, responsibilities, rights, and obligations of the General Director.

Article 69. The role, responsibilities, rights, and obligations of the General Director.

1. Role of the General Director: The General Director is responsible for the day-to-day operations of the Company; is subject to the oversight of the Board of Directors; and is accountable to the Board and to the law for the exercise of the powers and duties granted to him or her

2. Rights and Obligations of the General Director: In accordance with the provisions of Clause 4, Article 47 of the Company's Articles of Association..

3. Responsibilities of the General Directors: In accordance with the Article 55, Article 56 and Article 57, Article 58 and Article 59 of the Company's Articles of Association and the applicable laws.

Section 2. Appointment, Dismissal, Execution and Termination of Employment Contract of the General Director

Article 70. Term of office, qualifications and conditions for the General Director;

1. The term of office of the General Director shall not exceed five (05) years and he/she may be reappointed for an unlimited number of terms.

2. The criteria and conditions of the General Director shall comply with applicable laws..

Article 71. Appointment and Execution of Employment Contract with the General Director;

The Board of Directors shall appoint one of its members or another person as the General Director; and shall enter into an employment contract specifying salary, remuneration, benefits, and other relevant terms.

Article 72. Dismissal and termination of employment contract with the General Director

1. The Board of Directors may dismiss the General Director and appoint a new General Director upon approval by the Board of Directors in accordance with the provisions of the Articles of Association.

2. The appointment, dismissal, and execution of employment contracts with other executives of the Company shall fall under the authority of the Board of Directors, the Chairperson of the Board of Directors, or the General Director in accordance with the Company's Articles of Association.

3. Cases of dismissal of the General Director:

- Submission of a resignation letter;
- Failure to meet the required criteria and conditions for the position of General Director;
- According to the decision of the Board of Directors.

Article 73. Notification of appointment, dismissal, execution and termination of Employment Contract of the General Director

After a decision on the appointment, dismissal, execution, or termination of the employment contract of the General Director is made, the Company shall disclose such information in accordance with applicable laws and procedures.

Article 74. Salary and other benefits of the General Director

The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be decided by the Board of Directors.

CHAPTER VI. OTHER ACTIVITIES

Section 1. Cooperation among the Board of Directors, the Board of Supervisors, and the General Director

Article 75. Procedures for Convening Meetings among the Board of Directors, the Board of Supervisors and the Company's General Director

1. The Board of Management shall organize regular or extraordinary meetings as required by the Company's business operations.

2. In cases where the participation of the Board of Directors and the Board of Supervisors is required, the General Director shall send meeting invitations to the Chairman of the Board of Directors and the Head of the Board of Supervisors to invite them to attend the meetings of the Company's Board of Management to make decisions and find solutions to the Board of Management's problems.

3. The Chairman of the Board of Directors shall proactively assign members of the Board of Directors to attend regular or extraordinary meetings of the Board of Management at any time deemed necessary to ensure the management and supervision of the Company's

Board of Management's activities.

4. The Head of the Board of Supervisors shall proactively assigns the members to attend regular or extraordinary meetings of the Board of Management at any time deemed necessary to ensure the management and supervision of the Company's BOS activities.

5. Meetings of the Board of Management shall be recorded in minutes (if necessary), and the meeting minutes and related documents shall be stored in accordance with Company regulations.

6. At the end of the meeting, the General Director shall send the meeting minutes to the relevant individuals for implementation, and to the Chairman of the BOD, the BOD members, and the BOS members who attended the meeting for reporting purposes.

Article 76. Notification of Board of Directors' Resolutions to the Board of Supervisors.

All resolutions and minutes of meetings of the Board of Directors and the General Meeting of Shareholders shall be sent in copy to the Board of Supervisors within a maximum of five (05) working days from the date of the Board of Directors' meeting or the General Meeting of Shareholders.

Article 77. Cases in which the General Director and a majority of the Board of Supervisors request the convening of a Board of Directors meeting and matters to be submitted to the Board of Directors for opinion.

1. The Chairman must convene a meeting of the Board of Directors, without delay unless there is a valid reason, when the General Director and a majority of the Board of Supervisors members request it in writing, outlining the purpose of the meeting and the issues requiring the Board of Directors' opinion. Issues requiring consultation must fall within the authority and responsibility of the Board of Directors. If a meeting is deemed unnecessary, the Board of Directors must provide a written response clearly stating the reasons for the refusal.

2. The aforementioned Board of Directors meetings must be held within seven (07) days of the meeting proposal. If the Chairman of the Board of Directors refuses to convene a meeting as requested, the Chairman shall be liable for any damages incurred by the Company; those who proposed the meeting may convene the Board of Directors meeting themselves..

Article 78. Reporting Regime of the General Director to the Board of Directors and the Board of Supervisors

1. The General Director must regularly and promptly report on the implementation of resolutions of the Board of Directors, as well as the performance of duties and powers assigned or delegated by the Board of Directors/Chairperson of the Board of Directors to the

General Director. Such reports shall be provided to the Board of Supervisors when necessary or upon its request. Upon identifying any issues that may adversely affect the Company, the General Director must report to the Board of Directors for consideration and decision on appropriate adjustments.

2. The General Director must report to the Board of Directors on the company's business performance and operational plans to address losses and inefficiencies; the company's organizational structure and existing systems aimed at developing the company's workforce.

3. The Board of Directors may appoint a representative to attend the General Director's internal company meetings when deemed necessary. For important meetings related to mechanisms, policies, medium- and long-term development directions, or addressing major outstanding issues of the Company, the General Director must proactively invite the Board of Directors to attend..

Article 79. Cooperation between the Board of Management and the Board of Supervisors.

1. The BOS shall conduct inspections and audits of the Company's management, operations, and business activities on a regular or ad hoc basis, depending on the Company's operational situation.

2. The Head of the BOS shall inform the Board of Management about the inspection plan, scope of inspection, and related requirements for each inspection, and shall also send such notification to the Board of Directors for information.

3. The General Director is responsible for ensuring compliance with and facilitating the activities of the BOS members. The General Director must instruct the Company's individuals and departments/units to allocate time, personnel, and prepare all relevant documents and files as required by the BOS.

4. During the inspection process, the Board of Management and the Company's departments and units must provide documents and explanations as requested by the BOS. The BOS is responsible for ensuring that inspection activities do not affect the Company's daily business operations.

5. Upon completion of each inspection, the BOS shall prepare inspection minutes and issue conclusions on the inspection results, which shall be sent to the General Director and the BOD for information.

6. Based on the inspection results, the BOS issues decisions and directives within its authority, in accordance with the Company's Articles of Association, for the Board of Management to implement related tasks to maximize benefits for the Company. These documents shall be sent to the BOD for information and to provide guidance and monitor

implementation if necessary..

Article 80. Duty of honesty and avoidance of conflicts of interest of members of the Board of Directors, the Board of Supervisors, the General Director and other managers

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must publicly disclose their related interests as prescribed by the Enterprise Law and other relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons must not use business opportunities that may benefit the Company for personal purposes; nor may they use information obtained by virtue of their positions for personal gain or for the benefit of other organizations or individuals.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obliged to notify the Board of Directors and the Board of Supervisors of transactions between the Company, its subsidiaries, and companies in which Hanoi Tourist and Service Joint Stock Company holds more than 50% of the charter capital, and such members or their related persons, in accordance with applicable laws. For the transactions mentioned above that are 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. The Company must not provide loans or guarantees to members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, or their related persons, unless otherwise decided by the General Meeting of Shareholders.

5. Members of the Board of Directors must not vote on transactions in which they or their related persons are involved, including transactions where their material or non-material interests have not yet been determined. Such transactions must be disclosed in the Company's Annual Report.

6. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use undisclosed information of the Company or disclose such information to others to conduct related transactions.

Article 81. Transactions with the related parties

1. When conducting transactions with related parties, the Company must enter into written contracts based on the principles of equality and voluntariness. The contract must contain clear and specific information, and it must be disclosed to shareholders upon request.

2. The company shall take necessary measures to prevent related parties from interfering with the company's operations and harming its interests through controlling the company's sales channels or manipulating prices.

3. The company shall take necessary measures to prevent shareholders and related parties from engaging in transactions that would result in the loss of the company's capital, assets, or other resources. The company must not provide loans or guarantees to shareholders and related parties, except as permitted by law.

Article 82. Ensuring the Legitimate Rights of Related parties of the Company

1. The company must respect the legal rights of all related parties, including banks, creditors, employees, consumers, suppliers, the community, and other related parties.

2. The company needs to actively cooperate with the related parties through the following measures:

a) Provide banks and creditors with all adequate information to enable them to assess the Company's operational and financial situation and make informed decisions;

b) Encourage them to provide input on business operations, financial performance, and important decisions related to their interests through direct contact with the Board of Directors, the Board of Supervisors, and the General Director.

3. The company must comply with regulations regarding labor, the environment, and responsible operations towards the community and society.

Article 83. Information access and information provision upon request of members of the Board of Directors and the Board of Supervisors

1. Information Access:

a. When accessing the Company's information and documents, the Board of Supervisors is obligated to state the reason in the written request and to maintain absolute confidentiality of all information collected during the monitoring of the Company's operations. Disclosure of such information is only permitted upon request by competent authorities, provided that the Board of Directors is notified prior to such disclosure, or in other cases as prescribed by law.

b. Such information and documentation includes:

- Notices of meeting invitations together with related documents and voting/consultation forms of members of the Board of Directors;
- Minutes and Resolutions of the Board of Directors;
- Reports of the General Director;

- Information and documents related to management and financial reporting;
 - Reports evaluating the management performance of the Board of Directors;
 - Other relevant documents.
2. Information provision upon request of members of the Board of Directors and the Board of Supervisors:
- a. Members of the BOD and members of the Board of Supervisors shall have the right to request the General Director, and other managers within the Company to provide information and documents regarding the Company's financial situation and business operations, as well as those of the Company's units according to the Articles of Association;
 - b. Where there is a need for information and documents relating to the Company's operations, in addition to information and documents already publicly disclosed by the Company, or provided at meetings or on a periodic basis, members of the Board of Directors and members of the Board of Supervisors must submit a request form via email or in writing simultaneously to the Chairperson of the Board of Directors, the Head of the Board of Supervisors, the General Director, and the requested person at least three (03) working days prior to the expected date of provision. The request form must clearly specify the list and format of the requested information and documents, the time of provision, the receiving address, and the purpose of use of such information and documents;
 - c. The Chairman of the BOD and the Head of the BOS shall have the right to discuss with members of the BOD and members of the BOS who have needs regarding the content of the request form and the method of securing the requested information and documents;
 - d. The requested person must provide promptly, fully, and accurately the information and documents in accordance with the request form of the member of the Board of Directors or Board of Supervisors, and shall require such member to directly verify, sign, and return the handover/receipt form of the information bearing the signature of the requested person; this requirement also applies where the information and documents are sent by registered mail to the address specified in the request form.
 - dd Immediately after completing the provision of information, the requested person must notify the Chairperson of the BOD, the Head of the Board of Supervisors, and the General Director of the list, summary content, and storage format of the information and documents provided, as well as the time and place of provision, and must send a copy of the information handover/receipt form within twenty-four (24) hours from the time of

receipt of such form from the member of the Board of Directors or the Board of Supervisors;

- e. Members of the Board of Directors and members of the Board of Supervisors must comply with the Company's information confidentiality regulations when visiting the Company's workplaces, interacting and working with the General Director's supporting staff, attending meetings held by the General Director with such staff, and receiving the information and documents provided.

Article 84. Information disclosure obligations

1. The company is obligated to disclose complete, accurate, and timely periodic and extraordinary information regarding its business operations, finances, and corporate governance to shareholders and the public. Information and the manner of information disclosure shall be carried out in accordance with the law and the Articles of Association. In addition, the Company must disclose other information fully, accurately, and promptly if such information is likely to affect the price of securities and influence the decisions of shareholders and investors.

2. Information disclosure shall be carried out in a manner that ensures shareholders and the investing public can access information fairly. The language used in information disclosures should be clear, easy to understand, and avoid misleading shareholders and the investing public.

Article 85. Disclosure of corporate Governance information

1. The company must disclose information about its corporate governance at annual general meetings of shareholders and in the company's annual report, as required by the Law on Securities and the Securities Market.

2. The company is obligated to report periodically every six (6) months and disclose information on the company's governance situation in accordance with the Law on Securities and the securities markets.

Article 86. Responsibilities for reporting and disclosure of information of members of the Board of Directors, members of the Board of Supervisors, and the General Director

In addition to the responsibilities stipulated in the Articles of Association, members of the Board of Directors, members of the Board of Supervisors, and the General Director shall be responsible for reporting and disclosing information about transactions in the following cases:

1. Transactions between the Company and other companies in which the above-mentioned persons were founding members or served as members of the Board of Directors or General Director within three (03) years prior to the time of the transaction.

2. Transactions between the Company and other companies in which related persons of the above-mentioned individuals are members of the Board of Directors, General Director, or major shareholders.

3. Transactions that may bring material or non-material benefits to the above-mentioned individuals.

Section 2. Regulations on annual evaluation of reward and disciplinary actions for members of the Board of Directors, Supervisors, and General Director and other business executives

Article 87. Annual evaluation on performance of the BOD members.

1. The Chairman of the BOD shall decide on the evaluation of the competence, performance, and contributions of the members of the BOD to the Company based on the tasks assigned, delegated, or authorized by the Chairman of the BOD during the year.

2. The Chairman of the BOD shall make decision on the awarding of commendations and disciplinary actions against each member of the BOD within his/her authority and in accordance with the Company's regulations.

3. The report on the performance of the BOD and each member of the BOD shall be submitted to the Annual General Meeting of Shareholders for approval.

Article 88. Annual evaluation for the BOS members

1. The Head of the BOS shall decide on the evaluation of the competence, performance, and contributions of the members of the BOS to the Company based on the tasks assigned, delegated, or authorized by the Head of the BOS during the year.

2. The Head of the BOS shall make decision on the awarding of commendations and disciplinary actions against each member of the BOS within his/her authority and in accordance with the Company's regulations.

3. The report on the performance of the BOS shall be submitted to the Annual General Meeting of Shareholders for approval.

Article 89. Annual evaluation on performance of the Board of Management and other executives of the Company.

1. The General Director and other executives of the Company shall conduct monthly, quarterly, and annual KPI evaluations as per Company regulations.

2. The Chairman of the BOD shall approve the KPI evaluation results of the General Director and other executives of the Company according to the authority stipulated in the Company Articles of Association, and decides on rewards and disciplinary actions for the General Director and other executives of the Company based on the business results achieved, the level of completion of the annual budget plan approved by the General Meeting of Shareholders, and the BOS's evaluation report on the General Director's performance.

Article 90. Enforcement Clause

1. In cases where relevant legal provisions and regulations are not addressed in this Statute, or where new relevant legal provisions differ from those contained in this Statute, the provision that does exist shall prevail.

2. During the implementation process, if any new content arises that is not covered by these Regulations and requires additions or amendments, the Board of Directors shall consider and decide.

3. The Board of Directors and the Board of Management shall be responsible for implementing this Regulation; the Board of Supervisors shall be responsible for enforcing, inspecting, and supervising the implementation of this Regulation

Article 91. Effectiveness

The second revised Internal Regulations on Corporate Governance of Hanoi Tourist and Service Joint Stock Company comprise 91 articles and will take effect from 17/1.6/2026. *[Signature]*

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

(Signature, full name, and seal)

[Signature]
Nguyễn Mạnh Hùng



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Hanoi, ~~17~~..6.../2026

**REGULATIONS ON THE OPERATION OF THE BOARD OF SUPERVISORS
OF HA NOI TOURIST SERVICE JOINT STOCK COMPANY**

Pursuant to the Law on Securities dated November 26, 2019;

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Law No. 76/2025/QH15 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14 (hereinafter referred to as "**Law on Enterprises**");*

Pursuant to 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;

Based on Circular No. 116/2020/TT-BTC dated December 31, 2020, issued by the Minister of Finance, guiding certain provisions on corporate governance applicable to public companies under Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of certain provisions of the Law on Securities;

Pursuant to Articles of Association of Hanoi Tourist Service Joint Stock Company;

Pursuant to the Resolution of the Annual General Meeting of Shareholders 2026 dated 20/5/2026;

Pursuant to the Minutes of the Meeting of the Board of Supervisors of Hanoi Tourist Service Joint Stock Company dated ~~17~~..6.../2026;

The Board of Supervisors issues the Regulations on the Operation of the Board of Supervisors of Hanoi Tourist Service Joint Stock Company

The Operation Regulations of the BOS of Hanoi Tourist Service Joint Stock Company include the following contents:

Chapter I.

GENERAL REGULATIONS

Article 1. Scope of adjustments and applicable subjects

1. Scope of adjustments The Regulations on the Operation of the Board of Supervisors set out the organizational structure, personnel composition, standards, conditions, as well as the rights and obligations of the Board of Supervisors and its members, in accordance with the Law on Enterprises, the Company's Charter, and other relevant regulations.

2. Applicable subjects: The Regulations on the Operation of the Board of Supervisors apply to the Board of Supervisors and all of its members.

Article 2. Operating principles of the Board of Supervisors

The Board of Supervisors shall operate on the principle of collective decision-making. Members of the Board of Supervisors shall be individually responsible for their assigned duties and shall be jointly accountable to the General Meeting of Shareholders and to the law for the resolutions and decisions of the Board of Supervisors.

Chapter II.

MEMBER OF THE BOARD OF SUPERVISORS

Article 3. Obligations of Members of the BOS

1. To comply strictly with the law, the Company's Articles of Association, resolutions of the General Meeting of Shareholders, and professional ethics in the performance of their assigned duties and powers.
2. To perform their assigned rights and duties honestly, prudently and to the best of their ability in order to ensure the maximum lawful interests of the Company;
3. To be loyal to the interests of the Company and its shareholders; not to abuse their position, duties, and to use the Company's information, know-how, business opportunities, and other assets for personal gain or to serve the interests of other organizations or individuals;
4. Other rights and obligations as prescribed by the Law on Enterprises and Company Articles of Association.
5. In case of violation of the provisions of Clauses 1, 2, 3, and 4 of this Article causing damage to the Company or others, the members of the Board of Supervisors shall be personally or jointly liable for compensation for such damages. Any income and other benefits obtained by members of the Board of Supervisors as a result of violations must be returned to the Company.
6. In the event that a member of the Board of Supervisors is found to have committed a violation in the performance of his or her assigned rights and obligations, a written notice must be sent to the Board of Supervisors, requesting the violating individual to cease the violation and remedy its consequences.

Article 4. Term of Office and Number of the BOS members

1. The number of members of the Company's Board of Supervisors is 03 (three). The term of office for a member of the Board of Supervisors shall not exceed 05 (five) years and they may be re-elected for an unlimited number of terms.
2. Members of the Board of Supervisors are not required to be shareholders of the Company
3. More than half of the members of the Board of Supervisors must be ordinarily resident in Vietnam.

4. In the event that the term of office of the members of the Board of Supervisors expires and new members have not yet been elected, the outgoing members shall continue to exercise their rights and perform their duties until the new members of the Board of Supervisors are elected and assume their positions.

Article 5. Qualifications and Requirements for members of Board of Supervisors

1. Members of the Board of Supervisors must meet the following criteria and conditions:

- a) Not fall within the category specified in Clause 2, Article 17 the Law on Enterprises;
- b) Having been trained in one of the following disciplines: economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations;
- c) Not being a family member of members of the Board of Directors, the General Director, and other managers.
- d) Not being a manager of the Company, and not necessarily being a shareholder or an 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 audit organization approved to audit the Company's financial statements for the three years preceding;
- g) Other criteria and conditions under the law relevant legal and the Company's Articles of Association.

2. In addition to the criteria and conditions specified in Clause 1 of this Article, a member of the Board of Supervisors of the Company must not be a family member of the Company's managers or those of the parent company; nor be a representative of the enterprise's capital or the State's capital at the parent company or at the Company.

Article 6. 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 following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the business activities of the enterprise.
- 2. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from its members; the election, dismissal, and removal are governed by a majority vote.
- 3. The rights and obligations of the Head of the Board of Supervisors shall be stipulated in the company's Articles of Association.

Article 7. Nomination and self-nomination of the members of the Board of Supervisors

- 1. A shareholder or a group of shareholders holding 5% or more of the total ordinary shares, or a lower percentage as stipulated in the Company's Charter, shall have the right to nominate candidates

to the Board of Supervisors. Unless otherwise stipulated in the company's Articles of Association, the nomination of individuals to the Board of Supervisors shall be carried out as follows:

a) Common shareholders who form groups to nominate candidates for the Board of Supervisors must notify the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Supervisors. If the number of candidates nominated by shareholders or groups of shareholders is lower than the number of candidates they are entitled to nominate according to the decision of the General Meeting of Shareholders, the remaining candidates will be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

2. In the event that the number of candidates for the Board of Supervisors through nomination and candidacy is still insufficient as required by Article 4 of this Regulations, the incumbent Board of Supervisors shall nominate additional candidates or organize the nomination in accordance with the Company's Articles of Association, the Internal Regulations on Corporate Governance, and the Operational Regulations of the Board of Supervisors. Any nomination of additional candidates by the incumbent Board of Supervisors shall be clearly disclosed prior to the General Meeting of Shareholders voting to elect members of the Board of Supervisors, in accordance with applicable laws

Article 8. Methods of election, removal and dismissal of the members of the Board of Supervisors

1. The election, dismissal, and removal of members of the Board of Supervisors fall under the authority of the General Meeting of Shareholders.

2. The voting for members of the Board of Supervisors shall be conducted by cumulative voting, whereby each shareholder has a total number of votes equal to the total number of shares held multiplied by the number of members to be elected to the Board of Supervisors, and the shareholder has the right to cast all or a part of their votes for one or more candidates. The elected members of the Board of Supervisors shall be determined based on the number of votes received, starting from the candidate with the highest number of votes until the required number of members as stipulated in the Company's Articles of Association is reached. In case there are 2 or more candidates receiving the same number of votes for the last member of the Board of Supervisors, a re-election shall be conducted among the candidates with the same number of votes or selected according to the election regulations or the Company's Articles of Association.

Article 9. Cases of removal and dismissal of the members of the Board of Supervisors

1. The General Meeting of Shareholders may waived a member of the Board of Supervisors in the following cases:

a) The member does not meet the qualifications and conditions of a Supervisor as prescribed in Article 169 of the Enterprise Law;

b) Submit a letter of resignation which has been accepted;

c) Other cases as stipulated in the company's Articles of Association.

2. The General Meeting of Shareholders may dismiss a member of the Board of Supervisors in the following cases:

a) Failure to complete assigned tasks or duties;

b) Failure to exercise rights and fulfill obligations for a continuous period of six months, except in cases of force majeure;

c) Repeat or serious violations of the Supervisor's duties as prescribed by the Law on Enterprises and the Company's Articles of Association;

d) Other cases as resolved by General Meeting of Shareholders.

Article 10. Notification on election, removal and dismissal of the members of the Board of Supervisors

1. In cases where the candidates for the Board of Supervisors have been identified, the Company must publish information related to the candidates at least 10 days prior to the opening of the General Meeting of Shareholders on the Company's electronic information website, so that shareholders can learn about these candidates before voting. The Board of Supervisors candidates must provide a written commitment to the truthfulness and accuracy of the personal information disclosed and must commit to performing their duties honestly, diligently, and in the best interests of the Company if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors includes:

a) Full name and Date of birth;

b) Qualification;

c) Professional experience;

d) Other managerial positions;

d) Interests related to the Company and its related parties.

e) Other information (if any) as stipulated in the company's Articles of Association;

g) The company is responsible for disclosing information about the companies in which the candidate is holding the managerial position, and any related interests of the candidate for the Board of Supervisors (if any).

2. The announcement of the results of the election, dismissal, and removal of members of the Board of Supervisors shall be made in accordance with the regulations and guidelines on information disclosure.

Chapter III.

BOARD OF SUPERVISORS

Article 11. Rights, obligations and responsibilities of Members of the BOS

1. The Board of Supervisors shall oversee the Board of Directors and the General Director in the management and operation of the company.
2. To examine the reasonableness, legality, fairness, and due care exercised in the management and operation of the business; the systematicity, consistency, and appropriateness of accounting, statistics, and financial reporting.
3. To assess the completeness, legality, and fairness of the company's annual and semi-annual business reports and financial statements, the management assessment report of the Board of Directors, and to present the assessment report at the annual general meeting of shareholders. To review contracts and transactions with related parties that are subject to the approval of the Board of Directors or the General Meeting of Shareholders, and make recommendations on contracts and transactions that require the approval of the Board of Directors or the General Meeting of Shareholders.
4. To review, verify, and evaluate the effectiveness and efficiency of the internal control system, internal audit, risk management, and early warning system of the Company.
5. To review the Company's accounting books, accounting records, and other documents, as well as the management and operation of the Company, whenever 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 stipulated in Clause 2, Article 115 of the Law on Enterprises.
6. Upon request by a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises, the Board of Supervisors shall conduct an inspection within seven (07) working days from the date of receipt of such request. Within fifteen (15) days from the completion of the inspection, the Board of Supervisors shall report the findings of the inspection to the Board of Directors and the requesting shareholder or group of shareholders. The inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operation of the Board of Directors, nor interrupt the business operations of the Company.
7. To recommend to the Board of Directors or the General Meeting of Shareholders measures to amend, supplement, and improve the organizational structure, management, and business operation of the Company.
8. Upon detecting that a member of the Board of Directors or the General Director has violated the provisions of Article 165 of the Law on Enterprises, the Board of Supervisors must promptly notify the Board of Directors in writing and request the violating individual to cease the violation and implement remedial measures to address the consequences.
9. To attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors' meetings, and other meetings of the Company.
10. To engage independent advisors or the Company's Internal Audit function to perform assigned duties.
11. The Board of Supervisors may consult with the Board of Directors before reporting conclusions and recommendations to the General Meeting of Shareholders.

12. To inspect specific issues related to the management and operation of the Company when deemed necessary.
13. To request the Board of Directors to convene an extraordinary General Meeting of Shareholders.
14. To replace the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in the event that the Board of Directors fails to convene such meeting in accordance with Clause 3, Article 140 of the Law on Enterprises.
15. To request the Chairperson of the Board of Directors to convene a meeting of the Board of Directors.
16. To review, extract, and copy in part or in full the declarations of the List of Related Persons and related interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.
17. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; and to select approved auditing firms to review the Company's operations when deemed necessary.
18. To be responsible before the shareholders for the supervision works.
19. To supervise the Company's financial situation, compliance with the law of the Board of Directors, General Director, and other managers.
20. To ensure coordination of activities with the Board of Directors, General Director, and shareholders.
21. In case of discovering any violation of the law or the Company's Articles of Association by a member of the Board of Directors, the General Director, and other managers of the Company, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violator to cease the violation and take remedial measures.
22. To develop the Operating Regulations of the Board of Supervisors and submit them for approval to the General Meeting of Shareholders.
23. To witness the vote counting conducted by the Board of Directors and the preparation of the vote-counting minutes, if requested by the Board of Directors, in cases where shareholders' opinions are collected in writing to pass resolutions of the General Meeting of Shareholders.
24. The Head of the Board of Supervisors shall preside over the election of the chairperson of the General Meeting of Shareholders in the event that the Chairperson of the Board of Directors is absent or temporarily incapacitated and the remaining members of the Board of Directors fail to elect a chairperson. In such case, the person receiving the highest number of votes shall act as the chairperson of the meeting.
25. To exercise the rights and perform the duties assigned in accordance with the of the Law on Enterprises, the Company's Articles of Association, and resolutions of the General Meeting of Shareholders.

Article 12. Right to Information of the Board of Supervisors

1. Documents and information must be sent to of the member of the Board of Supervisors at same time and in the same manner as to members of the Board of Directors, including:

- a) Notices of meetings, ballots for members of the Board of Directors and accompanying documents;
- b) The resolutions, decisions and minutes of the General Meeting of Shareholders and the Board of Directors;
- c) Reports of the General Director to the Board of Directors or other documents issued by the Company.

2. Members of the Board of Supervisors shall have the right to access the company's files and documents kept at the headquarters, branches, and other locations; and the right to visit the workplaces of the company's managers and employees during working hours.

3. The Board of Directors, members of the Board of Directors, General Director, and other managers must provide full, accurate, and timely information and documents on the management, operation, and business activities of the Company at the request of the member of the BOS or the Board of Supervisors.

Article 13. Responsibilities of the Board of Supervisors in Convening Extraordinary General Meetings of Shareholders

1. The Board of Supervisors shall be responsible for replacing the Board of Directors in convening a General Meeting of Shareholders within thirty (30) days in the event that the Board of Directors fails to convene such meeting in the following cases:

- a) The number of remaining members of the Board of Supervisors and the Board of Supervisors is less than the minimum required by law;
- b) At the request of a shareholder or group of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- c) Upon a request by the Board of Supervisors to convene an extraordinary General Meeting of Shareholders which the Board of Directors fails to carry out (unless otherwise provided in the Company's Articles of Association).

2. In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as prescribed, it shall be liable to compensate the Company for any damages incurred.

3. The costs of convening and conducting the General Meeting of Shareholders as stipulated in Clause 1 of this Article shall be reimbursed by the Company.

Article 14. Working Regime of the Board of Supervisors

1. The Board of Supervisors operates on a collegial basis combined with individual accountability.

2. Members of the Board of Supervisors, based on their assigned duties, are responsible for implementing the Board's operational program Each member shall be assigned to specialize in a particular area, and shall be responsible for advising and preparing reports or providing opinions to

the Board of Supervisors regarding their assigned area. The assignments are only relative; each member of the Board of Supervisors not only inspects and supervises the assigned area but also performs tasks in other areas that fall under the functions and responsibilities of the Board of Supervisors.

3. Members of the Board of Supervisors shall provide opinions on the Company's quarterly, semi-annual, and annual financial statements, as well as on the Board of Supervisors' reports submitted to the General Meeting of Shareholders.

Article 15. Subjects under the Supervision of the Board of Supervisors

1. The Board of Directors, the General Director, and the executive apparatus in the management and operation of the Company;
2. The implementation of resolutions of the General Meeting of Shareholders and the Board of Directors; the Company's internal control system, internal audit, risk management, and early warning mechanisms; as well as the management and operation of the Company's business activities in accordance with the law;
3. The Company's accounting documents, accounting books, and financial statements prepared by the Chief Financial Officer and Chief Accountant, approved by the General Director, and submitted to the Board of Directors;
4. The performance of other duties and powers as prescribed by law and the Company's Articles of Association.

Article 16. Procedures for Organizing and Performing the Duties of the Board of Supervisors

1. The Board of Supervisors shall prepare periodic quarterly inspection plans or ad hoc plans at the request of the General Meeting of Shareholders, a group of shareholders, or shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises, with specific assignment of responsibilities to each member of the Board of Supervisors;
2. The Board of Supervisors shall send a Notice of Inspection (together with a working schedule) to the General Director, the Executive Board, and the departments, divisions, and units subject to inspection;
3. Perform control activities including, but not limited to, the following tasks:
 - + Review and verify the legality and reasonableness of the "Regulations on the Organization and Operation of the Board of Directors" and to supervise the implementation of the Regulations issued by the Chairman of the Board of Directors;
 - + Review and verify the legality and reasonableness of regulations concerning the organization and relationships of the administrative apparatus. Monitor the implementation of the regulations that have been issued;
 - + Assess the reasonableness and legality of accounting entries: to supervise the recording of accounting books; to verify the consistency between supporting documents, invoices, and accounting records; to ensure that the figures in the accounting books are accurate, transparent, reasonable, and lawful, and in compliance with prevailing accounting standards and other documents of the Company and its branches; and to review the management and operational activities of the Company's General Director whenever deemed necessary or as decided by the General Meeting of Shareholders or at the

request of a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises;

- + Assess the reasonableness and legality of financial documents and invoices. Promptly identify any irregularities or illegalities in documents, invoices, and contract execution records, and quickly take appropriate measures to legitimize or legalize them to avoid potential financial risks for the Company;

- + Conduct unscheduled or periodic assessments and inspections of the accuracy, transparency, reasonableness, and legality of financial statements when the Board of Directors submits them to the General Meeting of Shareholders, and be jointly liable to the General Meeting of Shareholders and to the law for any errors in the financial statements;

- + Preside over the proposal for selecting an independent auditing firm; discuss the nature and scope of the audit with the independent auditor before commencing the audit; review the independent auditor's Management Letter and the Company's General Director's feedback. Appraise the Audited Financial Statements:

- + The Board of Supervisors compiles, prepares minutes and reports on the results of the supervision, and consults with the Board of Directors before submitting reports, results and recommendations to the General Meeting of Shareholders.

- + Monitor the company's operations to accurately assess its production, business activities, and financial status.

4. The Board of Supervisors monitors the implementation of the recommendations of the Board of Supervisors approved by the General Meeting of Shareholders;

5. The Executive Board is responsible for urging the departments and units under its control to submit reports on the implementation of the Board of Supervisors's recommendations no later than 30 days from the date of receipt of the recommendations.

Article 17. Obligations of the Head of the Board of Supervisors

1. Take the lead in formulating, amending, and supplementing the Regulations on the Operation of the Board of Supervisors;

2. Develop programs and plans for periodic monitoring and inspection (quarterly/annually) and assign responsibilities for implementation;

3. Compile a summary of issues raised by members and propose amendments to the Board of Directors, the Board of Management, the Chief Accountant, etc., regarding any identified issues (if any). Report on the company's performance and any issues identified to the General Meeting of Shareholders;

4. Exchange views with the Chairman of the Board of Directors on the contents of the Board of Supervisors' report before formally submitting it to the General Meeting of Shareholders;

5. Attend meetings of the Company, including meetings of the Board of Directors;

6. Convene and preside over meetings of the Board of Supervisors;

7. Comply with other provisions of the law and the Company's Articles of Association.

Article 18. Obligations of the Member of the Board of Supervisors

1. Strictly comply with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and the assignments of the Head of the Board of Supervisors in performing assigned duties;

2. Be accountable before the law, the Head of the Board of Supervisors, and the General Meeting of Shareholders for the accuracy and truthfulness of data and documents related to the Company's activities handled by them. In cases of concealment or failure to timely recommend remedies for violations, they shall bear joint liability;
3. Members assigned by the Head of the Board of Supervisors to be in charge of specific professional areas shall be responsible for assisting the Head of the Board of Supervisors in advising the Board of Directors and the General Director on such assigned areas, and for preparing written reports on the status and results of supervision in those areas for submission to the Head of the Board of Supervisors;
4. Attend meetings of the Board of Directors.

Chapter IV.

MEETINGS OF BOARD OF SUPERVISORS

Article 19. Meetings of the Board of Supervisors

1. The Board of Supervisors shall hold regular meetings once every three (03) months and at least two (02) times per year, on dates determined by the Head of the Board of Supervisors, at locations within the territory of Vietnam. Notice of meeting shall be sent at least five (05) days in advance by written notice, fax, email, or telephone. A meeting shall be deemed valid when at least two-thirds (2/3) of the members of the Board of Supervisors are present or represented by persons duly authorized in writing by such members.

The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of approved auditing firms to attend and respond to matters requiring clarification in order to serve and protect the common interests of the Company's shareholders.

2. Extraordinary meetings: The Head of the Board of Supervisors must convene an extraordinary meeting at the request of at least two (02) members of the Board of Supervisors.

3. Voting:

Each member of the Board of Supervisors attending the meeting shall have one vote. If a member is unable to attend, he or she may authorize another member of the Board of Supervisors (who is eligible to vote) in writing to exercise his or her voting right.

- A member of the Board of Supervisors who has a related interest in a matter submitted to the Board of Supervisors for decision shall not be permitted to vote on such matter, nor may he or she accept authorization from another member to vote on that matter.

- Majority voting: A decision of the Board of Supervisors shall be adopted if approved by more than 50% of the members entitled to vote who are present at the meeting. In the event of a tie, the final decision shall be determined by the vote of the Head of the Board of Supervisors or the member authorized by the Head of the Board of Supervisors to chair the meeting (in case the Head is absent).

- In cases where the Board of Supervisors collects written opinions to adopt a decision on a matter, such decision shall have the same validity as a decision adopted by the members of the Board of Supervisors at a duly convened and held meeting.

Article 20. Minutes of Meetings of the Board of Supervisors

- The Head of the Board of Supervisors shall designate a member to take minutes of the meeting.
- The minutes of the Board of Supervisors meeting must include the following information:
 - + Date, month, and year of the meeting. Starting and ending time;
 - + Indication of whether the meeting is regular or extraordinary; in the case of an extraordinary meeting, the reason and the person requesting the meeting must be specified;
 - + List of attendees and absentees;
 - + Matters discussed;
 - + Conclusions for each matter.

The minutes of the Board of Supervisors meeting must be approved immediately after the meeting and signed by all members present. The minutes shall be prepared in Vietnamese and must be signed by all attending members of the Board of Supervisors, who shall bear joint responsibility for the accuracy and truthfulness of the minutes. The secretary of the meeting shall be appointed by the Head of the Board of Supervisors or an authorized person for each meeting.

- The Head of the Board of Supervisors shall be responsible for maintaining the meeting minutes and shall provide them only to members of the Board of Supervisors, the Board of Directors, the General Director, and the General Meeting of Shareholders.

Chapter V.

REPORT AND DISCLOSURE OF BENEFITS

Article 21. Submit annual report

The reports of the Board of Supervisors at the Annual General Meeting of Shareholders shall include the following contents:

1. Reports on the Company's business performance and on the performance of the Board of Directors and the General Director, for submission to the Annual General Meeting of Shareholders for approval;
2. Self-assessment report on the performance of the Board of Supervisors and each Supervisor member;
3. Remuneration, operating expenses and other benefits of the Board of Supervisors and members of the Board of Supervisors.
4. Summary of meetings of the Board of Supervisors and its conclusions and recommendations; and the results of supervision over the Company's operations and financial position;
5. Report evaluating transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, with members of the Board of Directors, the General Director, and their related persons; and transactions between the Company and companies in which members of the Board of Directors are founding members or have acted as managers within the three (03) years preceding the time of the transaction;
6. Results of supervision over the Board of Directors, the General Director, and other executives;

7. Assessment results of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and shareholders:

8. To propose and recommend to the General Meeting of Shareholders for approval the list of approved auditing firms to audit the Company's financial statements; and to select approved auditing firms to review the Company's operations when deemed necessary.

Article 22. Salary and other benefits

Unless otherwise provided in the Company's Articles of Association, the salary, remuneration, bonuses, and other benefits of members of the Board of Supervisors shall be implemented as follows:

1. Members of the Board of Supervisors shall be paid salaries, remuneration, bonuses, and other benefits as decided by the General Meeting of Shareholders. The General Meeting of Shareholders shall determine the total amount of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.

2. Board of Supervisors members shall be reimbursed for reasonable expenses for board and lodging, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors as approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.

3. The remuneration and operating expenses of the Board of Supervisors shall be included in the Company's business expenses in accordance with the provisions of the law on corporate income tax, other regulations of the relevant laws, and shall be separately stated in the Company's annual financial statements.

Article 23. Disclosure of related benefits

1. Members of the Board of Supervisors must declare to the Company their related interests, including:

a) Name, Enterprise Code, Headquarter Address, industry, business line of the enterprise that they own or hold shares; the ratio and time of owning or holding such shares;

b) Name, Enterprise Code, Headquarter Address, industry, business line of the enterprise which their related individuals own, co-own or hold more than 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 on which the relevant interest arises; any amendment or supplementation must be declared to the Company within 07 working days from the date of the corresponding amendment or supplementation.

3. Members of the Board of Supervisors and their related persons may use information obtained by virtue of their positions solely for the benefit of the Company.

4. Members of the Board of Supervisors shall be obliged to notify the Board of Directors and the Board of Supervisors in writing of any transactions between the Company, its subsidiaries, and other companies in which the Company holds more than fifty percent (50%) of the charter capital, and such members of the Board of Supervisors or their related persons, in accordance with applicable laws. For

the transactions mentioned above that are 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 shall not use or disclose to others any inside information to carry out related transactions.

Chapter VI.

RELATIONSHIP OF THE BOARD OF SUPERVISORS

Article 24. Relationship with Shareholders

The Board of Supervisors and its members must always prioritize the interests of shareholders and be accountable to shareholders for verifying the accuracy and truthfulness of data and records related to the Company's operations. The Board of Supervisors shall be responsible for submitting periodic monitoring reports to the General Meeting of Shareholders, and reporting on matters related to inspection work if requested by the General Meeting of Shareholders or shareholders/groups of shareholders as stipulated in the regulations. Clause 2, Article 115 of the Enterprise Law.

Article 25. Relationship among the BOS members

Members of the Board of Supervisors maintain independent, non-subordinate relationships with one another, while coordinating and collaborating in their work to ensure the effective performance of the Board of Supervisors' duties, powers, and responsibilities in accordance with applicable laws and the Company's Articles of Association. The Head of the Board of Supervisors coordinates the overall work of the Board but does not have the authority to direct or control other members.

Article 26. Relationship with the Board of Directors

The Board of Supervisors maintains an independent relationship with the Company's Board of Directors and acts as the body responsible for supervising the activities of the Board of Directors.

It shall closely coordinate with the Board of Directors in the course of operations; monitor the implementation of the Board of Directors' directions in rectifying and handling violations in accordance with the recommendations of the Board of Supervisors after each inspection or re-inspection; advise the Board of Directors on the selection of an independent auditing firm or propose the engagement of experts; and consult the Board of Directors before submitting reports, findings, and recommendations to the General Meeting of Shareholders.

Article 27. Relationship with the General Director / the Board of Executive

The Board of Supervisors maintains an independent relationship with the Company's General Directors/The Board of Executive and acts as the body responsible for supervising the activities of the General Directors/The Board of Executive

The General Director shall be subject to the inspection and supervision of the Board of Supervisors in the performance of his or her duties.

Reports submitted by the General Director to the Board of Directors must be simultaneously provided to the Board of Supervisors.

The General Director is responsible for providing all necessary information, documents, and resources to support inspection and control activities as requested by the Board of Supervisors.

The General Director is responsible for implementing the recommendations of the Board of Supervisors or reporting to the Board of Directors any disagreements with the Board of Supervisors's recommendations. The General Director shall act in accordance with the directives of the Board of Directors and simultaneously notify the Board of Supervisors of such directives

The General Director shall promptly notify the Board of Supervisors upon discovering weaknesses, shortcomings, violations, risks, significant asset losses, or any changes in the internal control and audit system within the Company.

Article 28. Relationships with departments and divisions within the Company

Directors/Heads of divisions and departments under the Company must provide complete information and documents to support inspection and supervision as requested by the Board of Supervisors and shall be legally responsible for the accuracy, completeness, and truthfulness of the information and documents provided.

The Board of Supervisors is responsible for maintaining the confidentiality of data and documents provided in accordance with the law and the Company's Articles of Association.

Chapter VII.

ENFORCEMENT CLAUSE

Article 29. Effectiveness

1. The Regulations on the Operation of the Board of Supervisors of Hanoi Tourist Service Joint Stock Company comprise 07 chapters, 29 articles and will take effect on *17 June*... 2026.
2. During the course of implementation, any proposals for amendments or supplements to these Regulations must be submitted in writing to the Board of Supervisors for its consideration and decision;
3. In the event of any inconsistency between these Regulations and the Company's Articles of Association or applicable laws which has not yet been updated in these Regulations, the provisions of the Company's Articles of Association and applicable laws shall prevail;
4. Members of the Board of Supervisors and relevant departments and individuals shall be responsible for implementing this regulation./.

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



Tran Xuan Son

