

**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 Cards³, 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

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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.

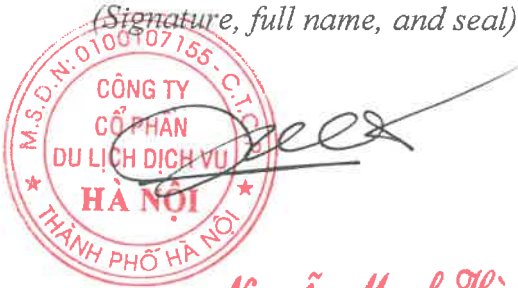
3. The Board of Directors and the Board of Management shall be responsible for implementing this Regulation; the Board of Supervisors shall be responsible for enforcing, inspecting, and supervising the implementation of this Regulation

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.

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

(Signature, full name, and seal)



Nguyễn Mạnh Hùng