

THE SOCIALIST REPUBLIC OF VIETNAM
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**OPERATION REGULATIONS OF
THE BOARD OF DIRECTORS**

**BEN THANH TOURISM
SERVICES CORPORATION**

*(Issued pursuant to Resolution of the General Meeting of Shareholders No. 01/2026/NQ-
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Chapter I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. Scope of application: The Operating Regulations of the Board of Directors stipulate the organizational structure, personnel, operating principles, powers, and obligations of the Board of Directors and members of the Board of Directors to operate in accordance with the Law on Enterprises, the Company Charter, the Internal Regulations on Corporate Governance, and other relevant legal provisions.

2. Subjects of application: These Regulations apply to the Board of Directors, members of the Board of Directors, and related persons mentioned in these Regulations.

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 tasks and collectively responsible to the General Meeting of Shareholders and before the law for the resolutions and decisions of the Board of Directors regarding the development of the Company.

2. The Board of Directors shall assign the General Director to organize and execute the resolutions and decisions of the Board of Directors.

Article 3. Definitions and terminology

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

- a) "Charter capital" means the total par value of shares sold or registered for purchase upon the establishment of the joint stock company and in accordance with Article 6 of this Charter;
- b) "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 its amendments and supplements;
- c) "Law on Securities" means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of The Socialist Republic of Vietnam on November 26, 2019, and its amendments and supplements;
- d) "Enterprise manager" means a person who manages the Company, including the Chairman of the Board of Directors, members of the Board of Directors, and the General Director appointed by the General Meeting of Shareholders or the Board of Directors;
- e) "Related person" means an individual or organization as defined in Article 4, Clause 46 of the Law on Securities;
- f) "Shareholder" means an individual or organization owning at least one share of the joint stock company;
- g) "Member of the Board of Supervisors" means a Supervisor;
- 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, or Chief Accountant in accordance with the Company Charter.
- i) "Business secret" means information obtained from financial and intellectual investment activities that has not been disclosed and is capable of being used in business. For example: Long-term and short-term plans for company development, including goals, target markets, and competitive approaches; Information and data on revenue, costs, profits, and other financial indicators that the company has not publicly

disclosed; Tour design or customer management processes; Information technology systems, booking management software, and data analysis tools that the company develops or uses to optimize operations; Customer data (including detailed information about customers, including preferences, consumption behavior, and feedback, helping the company personalize services and improve customer experience);...

2. In these Regulations, references to one or more other regulations or documents include any amendments, supplements, or replacement documents.

3. The headings (Sections, Articles of these Regulations) are used for convenience in understanding the content and shall not affect the content of these Regulations.

Chapter II

MEMBERS OF THE BOARD OF DIRECTORS

Article 4. Rights and obligations of members of the Board of Directors

1. Members of the Board of Directors have full rights and responsibilities as prescribed by the Law on Enterprises, the Law on Securities, relevant laws, and the Company Charter, including the right to be provided with information and documents regarding the financial situation and business operations of the Company and its units.

2. Members of the Board of Directors have obligations as prescribed by the Law on Enterprises, the Company Charter, and the following obligations:

- a) To perform their duties honestly and carefully for 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 report promptly and fully to the Board of Directors regarding remuneration received from subsidiaries, associate companies, and other organizations;
- d) To report to the Board of Directors at the nearest meeting regarding transactions between the Company, its subsidiaries, other companies controlled by the Company with 50% or more of charter capital, and the member of the Board of Directors and their related persons; transactions between the Company and a company in which the member of the Board of Directors is a founding member or an enterprise manager within the last 03 (three) years prior to the time of transaction;
- e) To perform information disclosure when trading the Company's shares in accordance with the law.

Article 5. Right of members of the Board of Directors to be provided with information

1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units related to the performance of assigned tasks of the member of the Board of Directors if approved by the Board of Directors, and such information does not fall within the scope of the company's business secrets. The person provided with information is responsible for keeping the information confidential and using it for the correct purpose for the assigned work.

2. The requested enterprise manager must provide information and documents promptly, fully, and accurately as requested by the member of the Board of Directors. The order and procedures for requesting and providing information are specified in detail in the Internal Regulations on Corporate Governance.

Article 6. Number, term, and structure of members of the Board of Directors

1. The number of members of the Board of Directors is 05 (five) persons.

2. The term of a member of the Board of Directors shall not exceed 05 (five) years and may be re-elected for an unlimited number of terms.

3. In case all members of the Board of Directors finish their term at the same time, those members shall continue to be members of the Board of Directors until new members are elected to replace and take over the work.

4. Structure of members of the Board of Directors:

The structure of the Company's Board of Directors must ensure that the number of non-executive members of the Board of Directors of a public company follows the following regulations:

a) Have at least 01 non-executive member in case the company has from 03 to 05 members of the Board of Directors;

b) Have at least 02 non-executive members in case the company has from 06 to 08 members of the Board of Directors;

c) Have at least 03 non-executive members in case the company has from 09 to 11 members of the Board of Directors.

Article 7. Standards and conditions for members of the Board of Directors

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

a) Meet the standards and conditions as prescribed in Article 155, Clause 1 and Clause 2 of the Law on Enterprises and the Company Charter.

b) Not fall into the categories specified in Article 17, Clause 2 of the Law on Enterprises;

c) A Member of the Board of Directors of a public company may only simultaneously serve as a member of the Board of Directors or the Members' Council at a maximum of 05 other companies.

Article 8. Chairman of the Board of Directors

1. The Chairman and Vice Chairmen of the Board of Directors (if any) shall be elected, removed, or dismissed by the Board of Directors from among the members of the Board of Directors.

2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of General Director.

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

To prepare the agenda and operating plan of the Board of Directors;

To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

To organize the approval of resolutions and decisions of the Board of Directors;

To supervise the implementation of resolutions and decisions of the Board of Directors;

To chair meetings of the General Meeting of Shareholders;

Other rights and obligations as prescribed by the Law on Enterprises and the Company Charter.

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

5. In case the Chairman of the Board of Directors is absent or unable to perform their duties, they must authorize in writing another member of the Board of Directors to perform the rights and obligations of the Chairman of the Board of Directors in accordance with the principles stipulated in the Company Charter. In the event that there is no authorized person or the Chairman of the Board of Directors is deceased, missing, detained, serving a prison sentence, serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, has fled their place of residence, has limited or lost civil act capacity, has difficulty in cognition or behavior control, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one of the members to hold the position of Chairman of the Board of Directors based on the principle of majority approval by the remaining members until a new decision is made by the Board of Directors.

6. When deemed necessary, the Board of Directors shall decide to appoint one (01) or more persons as Company Secretary with a term of office as decided by the Board of Directors. The Board of Directors may dismiss the Company Secretary when necessary, provided that it does not violate current labor laws. The Company Secretary has the following rights and obligations:

- a) To assist in organizing the convening of the General Meeting of Shareholders and the Board of Directors; to record meeting minutes;
- b) To assist members of the Board of Directors in exercising their assigned rights and obligations;
- c) To assist the Board of Directors in applying and implementing the principles of corporate governance;
- d) To assist the Company in building shareholder relations and protecting the legitimate rights and interests of shareholders; and in complying with obligations regarding information provision, information disclosure, and administrative procedures;
- e) Other rights and obligations as stipulated in the Company Charter and the Internal Regulations on Corporate Governance.

Article 9. Removal, dismissal, and replacement of members of the Board of Directors

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

- a) Failing to meet the standards and conditions as stipulated in Article 155 of the Law on Enterprises;
- b) Submitting a resignation letter that has been accepted;
- c) Other cases as stipulated by the Law on Enterprises and the Company Charter.

2. A Member of the Board of Directors shall continue to fully exercise their rights and obligations until the General Meeting of Shareholders approves the dismissal of the Member of the Board of Directors, excluding the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration immediately upon the Company's receipt of notification regarding the following cases:

The member of the Board of Directors has limited civil act capacity, has lost civil act capacity, or has difficulty in cognition or behavior control.

The member of the Board of Directors is being prosecuted for criminal liability, is detained, is serving a prison sentence, is serving an administrative handling measure at a compulsory drug rehabilitation center or compulsory education institution, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs.

The Board of Directors has issued a decision to accept the resignation letter of the member of the Board of Directors in accordance with Clause 3 of this Article.

3. In case a member of the Board of Directors submits a resignation letter, the specific order and procedures for acceptance are as follows:

a) To notify of their resignation, the resigning member of the Board of Directors must send a Resignation Letter to the Board of Directors, including the following main contents:

- The position being resigned from;
- Reasons for resignation;
- Effective date (clearly stating the date on which it becomes effective);
- Signature and full name (handwritten) of the member of the Board of Directors.

b) The process for handling the resignation letter of a member of the Board of Directors as stipulated in Point a of this Clause is as follows:

- The Company shall disclose extraordinary information within 24 hours from the time of receiving the resignation letter.

- The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send a meeting invitation notice to members of the Board of Directors within 07 (seven) working days from the date the Company receives the resignation letter and at the latest 03 (three) working days before the meeting date.

- The meeting of the Board of Directors must be held no later than 10 (ten) working days from the date the Company receives the resignation letter.

- + In case the Board of Directors approves the acceptance of the resignation letter, the resigning member of the Board of Directors shall continue to perform their rights and obligations until the General Meeting of Shareholders approves the decision to remove the member of the Board of Directors, except for the right to attend and vote at meetings of the Board of Directors and the right to receive remuneration as a member of the Board of Directors.

- + In case the Board of Directors does not approve the acceptance of the resignation letter, the resigning member of the Board of Directors shall continue to perform their rights and obligations until the General Meeting of Shareholders approves the decision to remove the member of the Board of Directors. The Board of Directors must notify the resigning member of the Board of Directors in writing, clearly stating the reasons for refusing to accept the resignation letter, no later than 02 (two) working days after the date of the decision.

- The Resolution of the Board of Directors regarding the acceptance of the resignation letter must be disclosed as extraordinary information within 24 hours from the time of the decision.

c) A member of the Board of Directors may not withdraw their resignation letter, unless the Board of Directors has decided not to accept the resignation letter.

4. The General Meeting of Shareholders shall dismiss a member of the Board of Directors in the following cases:

a) Failing to participate in the activities of the Board of Directors for 06 (six) consecutive months, except in cases of force majeure;

b) Other cases as stipulated by the Law on Enterprises and the Company Charter.

5. When deemed necessary, the General Meeting of Shareholders shall decide to replace members of the Board of Directors; or remove or dismiss members of the Board of Directors in cases other than those stipulated in Clause 1 and Clause 4 of this Article.

6. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in the following cases:

- a) The number of members of the Board of Directors is reduced by more than one-third compared to the number stipulated in the Company Charter. In this case, the Board of Directors must convene a meeting of the General Meeting of Shareholders within 60 (sixty) days from the date the number of members is reduced by more than one-third;
- b) Except for the case stipulated 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 removed or dismissed at the nearest meeting.

Article 10. Methods for election, removal, and dismissal of members of the Board of Directors

1. A shareholder or a group of shareholders holding 10% or more of the total common shares has the right to nominate candidates for the Board of Directors in accordance with the Law on Enterprises and the Company Charter. The nomination of persons to the Board of Directors shall be carried out as follows:

a) Common shareholders forming a group to nominate persons to the Board of Directors must notify the shareholders attending the meeting about the group formation before the opening of the General Meeting of Shareholders. A shareholder or a group of shareholders holding from 10% (ten percent) to less than 20% (twenty percent) of the total number of voting shares shall be entitled to nominate one (01) candidate; from 20% (twenty percent) to less than 30% (thirty percent) may nominate a maximum of two (02) candidates; from 30% (thirty percent) to less than 40% (forty percent) may nominate a maximum of three (03) candidates; from 40% (forty percent) to less than 50% (fifty percent) may nominate a maximum of four (04) candidates; from 50% (fifty percent) to less than 60% (sixty percent) may nominate a maximum of five (05) candidates; from 60% (sixty percent) to less than 70% (seventy percent) may nominate a maximum of six (06) candidates; from 70% (seventy percent) to less than 80% (eighty percent) may nominate a maximum of seven (07) candidates; and from 80% (eighty percent) to less than 90% (ninety percent) may nominate a maximum of eight (08) candidates.. The nomination and self-nomination of members of the Board of Directors are specified in detail in Clause 1, Article 44 of the Internal Regulations on Corporate Governance.

b) Based on the number of members of the Board of Directors stipulated in Clause 1, Article 26 of the Company Charter and Clause 1, Article 6 of these Regulations, the shareholder or group of shareholders stipulated in Point a, Clause 1 of this Article has the right to nominate one or several persons as decided by the General Meeting of Shareholders as candidates for the Board of Directors.

3. In case the number of candidates for the Board of Directors through nomination and self-nomination as stipulated in Clause 5, Article 115 of the Law on Enterprises is still insufficient, the incumbent Board of Directors shall nominate additional candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The nomination of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. In case the number of candidates nominated additionally by the incumbent Board of Directors according to Clause 3 of this Article is still insufficient, the Board of Directors shall disclose information regarding the insufficiency of the number of candidates for the Board of Directors no later than five (05) days before the opening date of the General Meeting of Shareholders. The Board of Directors shall organize for other shareholders to nominate candidates in accordance with the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors. The organization by

the incumbent Board of Directors for other shareholders to nominate additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

5. Voting for the election of members of the Board of Directors shall be conducted by cumulative voting, whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors, and shareholders have the right to allocate all or part of their total votes to one or more candidates. The elected members of the Board of Directors shall be determined by the number of votes counted from highest to lowest, starting from the candidate with the highest number of votes until the number of members specified in the Company's Charter is reached. In the event that two (02) or more candidates receive the same number of votes for the final position on the Board of Directors, a re-election shall be conducted among those candidates with the same number of votes, or selection shall be made based on criteria in the election regulations or the Company's Charter.

6. If the number of candidates is less than or equal to the number of members of the Board of Directors to be elected, the election of members of the Board of Directors may be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the Law on Enterprises or by a voting method (approve, disapprove, no opinion). The voting rate for approval through the voting method shall be implemented in accordance with Clause 2, Article 21 of the Company's Charter.

7. The removal and dismissal of members of the Board of Directors by the General Meeting of Shareholders shall be conducted by a voting method (approve, disapprove, no opinion). The voting rate for approval through the voting method is stipulated in Clause 2, Article 21 of the Company's Charter.

Article 11. Notice regarding the election, removal, and dismissal of members of the Board of Directors

1. In case the candidates for the Board of Directors have been identified in accordance with Clause 1, Article 44 of the Internal Regulations on Corporate Governance, the Company must disclose information related to the candidates at least ten (10) days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders can learn about these candidates before voting. Candidates for the Board of Directors must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and must commit to performing their duties honestly, carefully, and in the best interests of the Company if elected as a member of the Board of Directors. Information related to candidates for the Board of Directors to be disclosed includes:

- a) Full name, date, month, and year of birth;
- b) Qualification;
- c) Work history;
- d) Other management positions (including positions on the Board of Directors of other companies);
- e) Interests related to the Company and the Company's affiliated persons;
- f) Other information (if any) as prescribed by the Company's Charter;

The Company is responsible for disclosing information about companies where the candidate is currently holding the position of member of the Board of Directors, other management positions, and interests related to the Company of the candidate for the Board of Directors (if any).

2. Notification regarding the results of the election, removal, and dismissal of members of the Board of Directors shall be carried out in accordance with regulations guiding information disclosure.

Chapter III

BOARD OF DIRECTORS

Article 12. Rights and obligations of the Board of Directors

1. The Board of Directors is the management body of the Company, having full authority in the name of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling under the authority of the General Meeting of Shareholders.

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

- a) Deciding on the strategy, medium-term development plans, and annual business plans of the Company;
- b) Proposing the types of shares and the total number of shares authorized to be offered for each type;
- c) Deciding on the sale of unsold shares within the scope of the authorized shares to be offered for each type; deciding on raising additional capital in other forms;
- d) Deciding on the selling price of shares and bonds of the Company;
- e) Deciding on the share buyback in accordance with Clause 1 and Clause 2, Article 133 of the Law on Enterprises;
- f) Deciding on investment plans and investment projects with an investment value from over 5% to less than 35% of the total asset value recorded in the most recent audited Financial Statements of the Company;
- g) Deciding on strategies for market development, marketing, and technology;
- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the most recent financial statements of the Company, unless the Company's Charter provides for a different percentage or value, and except for contracts and transactions under the decision-making authority of the General Meeting of Shareholders as prescribed in Point d, Clause 2, Article 138, Clause 1 and Clause 3, Article 167 of the Law on Enterprises;
- i) Electing, removing, and dismissing the Chairman of the Board of Directors and Vice Chairmen (if any); appointing, removing, signing contracts with, and terminating contracts with the General Director and other key managers as prescribed by the Company's Charter at the proposal of the Chairman of the Board of Directors; deciding on the salary, remuneration, bonuses, and other benefits of those managers; appointing authorized representatives to participate in the Board of Members or the General Meeting of Shareholders in other companies, and deciding on the remuneration and other benefits of those persons;
- j) Supervising and directing the General Director and other managers in the daily business operations of the Company;
- k) Deciding on the organizational structure and internal management regulations of the Company; deciding on the establishment of the Company's subsidiaries, branches, and representative offices, and the contribution of capital or purchase of shares in other enterprises;

- l) Approving the agenda and content of documents for the General Meeting of Shareholders; convening the General Meeting of Shareholders or collecting opinions for the General Meeting of Shareholders to pass resolutions;
- m) Submitting the annual audited Financial Statements to the General Meeting of Shareholders;
- n) Proposing the dividend payout ratio; deciding on the time limit and procedures for dividend payment or handling losses arising during the business process; execute dividend payments to shareholders in accordance with the law after approval by the annual General Meeting of Shareholders.
- o) Organize training and coaching on corporate governance and necessary skills for members of the Board of Directors, General Director (Director), Person in charge of corporate governance, and other managers of the company
- p) Proposing the reorganization or dissolution of the Company; requesting the bankruptcy of the Company;
- q) Deciding on the issuance of the Regulations on the Operation of the Board of Directors and the Internal Regulations on Corporate Governance after being approved by the General Meeting of Shareholders; and the Regulations on information disclosure of the Company;
- r) Requesting the General Director, Deputy General Director, and other managers in the Company to provide information and documents regarding the financial situation and business operations of the Company and its units. The requested managers must provide information and documents in a timely, complete, and accurate manner as required by members of the Board of Directors. The order and procedures for requesting and providing information are specifically stipulated in the Internal Regulations on Corporate Governance.
- s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other provisions of law, the Company's Charter, and the Internal Regulations on Corporate Governance.

3. The Board of Directors must report to the General Meeting of Shareholders on the results of the Board of Directors' activities in accordance with Article 280 of 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.

4. The Board of Directors passes resolutions and decisions by voting at meetings, collecting written opinions, or other forms as prescribed by the Company's Charter. Each member of the Board of Directors has one vote.

5. In the event that a resolution or decision passed by the Board of Directors is contrary to the provisions of law, the resolution of the General Meeting of Shareholders, or the Company's Charter, causing damage to the Company, the members who voted to approve such resolution or decision shall be jointly and severally liable for that resolution or decision and must compensate the Company for the damage; members who opposed the resolution or decision mentioned above shall be exempt from liability. In this case, shareholders of the Company have the right to request the Court to suspend the implementation or cancel the aforementioned resolution or decision.

Article 13. Duties and powers of the Board of Directors in approving and signing contracts and transactions

1. The Board of Directors shall approve contracts and transactions with a value of less than 35% or transactions resulting in a total transaction value within 12 months from the date of the first transaction of less than 35% of the total asset value recorded in the most recent financial statements, or a different, smaller

percentage or value as prescribed in the Company's Charter, between the Company and one of the following subjects:

- Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and affiliated persons of these subjects;
- Shareholders and authorized representatives of shareholders owning over 10% (ten percent) of the total common shares of the Company and their affiliated persons;
- Enterprises related to the subjects specified in Clause 2, Article 164 of the Law on Enterprises.

2. The Board of Directors shall approve contracts and transactions for borrowing, lending, or selling assets with a value less than or equal to 10% of the total asset value of the enterprise recorded in the most recent financial statements between the Company and shareholders owning 51% or more of the total voting shares or their affiliated persons.

3. The representative of the Company signing the contract or transaction must notify the members of the Board of Directors and members of the Board of Supervisors about the related parties involved in such contract or transaction and attach the draft contract or the main content of the transaction. The Board of Directors shall decide on the approval of the contract or transaction within 15 (fifteen) days from the date of receiving the notice, unless the Company's Charter provides for a different time limit; members of the Board of Directors who have related interests in the parties to the contract or transaction do not have the right to vote.

Article 14. Responsibilities of the Board of Directors in convening extraordinary General Meetings of Shareholders

1. The Board of Directors shall convene an extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the interests of the Company;
- b) The number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the full signatures of the relevant shareholders, or the written request may be made in multiple copies and compiled with sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as prescribed by law and the Company's Charter.

2. Convening an extraordinary General Meeting of Shareholders

The Board of Directors must determine the opening date of the General Meeting of Shareholders within 60 (sixty) days from the date the number of remaining members of the Board of Directors or members of the Board of Supervisors is less than the minimum number of members as prescribed in the Company's Charter or upon receiving the request stipulated in Point c and Point d, Clause 1 of this Article;

3. The person convening the General Meeting of Shareholders must perform the following tasks:

- a) Prepare a list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 (ten) days before the date of sending the notice of the General Meeting of Shareholders

if the Company's Charter does not specify a shorter period. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 (twenty) days before the final registration date;

- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the Resolution of the General Meeting of Shareholders according to the expected content of the meeting;
- e) Determine the time and location for the meeting;
- f) Notify and send the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

Article 15. Sub-committees assisting the Board of Directors.

1. When deemed necessary, the Board of Directors may establish sub-committees to be in charge of development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and shall have at least 02 (two) members, including members of the Board of Directors and external members. Non-executive members of the Board of Directors should constitute the majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee according to the decision of the Board of Directors. The activities of the sub-committee must comply with the regulations of the Board of Directors. A Resolution of the sub-committee shall only be effective when the majority of its members attend and vote to approve it at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or of a sub-committee under the Board of Directors must be in accordance with the current provisions of law and the provisions of the Company's Charter and the Regulations on Corporate Governance.

Chapter IV

BOARD OF DIRECTORS MEETING

Article 16. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 (seven) working days from the date of completion of the election of that Board of Directors. This meeting shall be convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there is more than one member with the same highest number of votes or highest percentage of votes, the members shall elect by majority principle to choose 01 person among them to convene the 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 a meeting of the Board of Directors in the following cases:

- a) Upon the request of the Board of Supervisors;
- b) Upon the request of the General Director or at least 05 (five) other managers;
- c) Upon the request of at least 02 (two) members of the Board of Directors;

d) Other cases as prescribed by the Company's Charter.

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

5. The Chairman of the Board of Directors must send the notice of the meeting to members of the Board of Directors within 07 (seven) working days from the date the Company receives the request stipulated in Clause 3 of this Article and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no more than 10 (ten) working days from the date the Company receives the request. In case the meeting of the Board of Directors is not convened as requested, the Chairman of the Board of Directors shall be responsible for any damages incurred to the Company; the requester has the right to replace the Chairman of the Board of Directors to convene the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of the meeting at the latest 03 (three) working days before the meeting date if the Company's Charter does not provide otherwise. The notice of the meeting must specify the time and location of the meeting, the form of the meeting, the agenda, and the issues to be discussed and decided. The notice of the meeting must be accompanied by documents used at the meeting and the voting ballots of the members.

The notice of the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means, or other methods as prescribed by the Company's Charter and must ensure it reaches the contact address of each member of the Board of Directors registered with the Company.

7. The Chairman of the Board of Directors or the person convening the meeting shall send the notice of the meeting and accompanying documents to members of the Board of Supervisors in the same manner as to 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 are not entitled to vote.

8. A meeting of the Board of Directors shall be conducted when 3/4 or more of the total number of members attend. In case the meeting convened in accordance with this Article does not have a sufficient number of members attending as prescribed, the Chairman of the Board of Directors must send a second notice of the meeting to members of the Board of Directors within 07 (seven) days from the intended date of the first meeting and at the latest 03 (three) working days before the meeting date. The meeting of the Board of Directors must be held no more than 10 (ten) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

A meeting of the Board of Directors may be held in the form of a conference among members of the Board of Directors when all or some members are at different locations, provided that each member participating in the meeting can:

- Hear each other member of the Board of Directors participating in the meeting speak; and
- If necessary, that person can speak to all other attending members simultaneously.

Discussion among members may take place directly via telephone or other means of communication or a combination of these methods. A member of the Board of Directors participating in such a meeting is considered to be –present– at that meeting. The location of the meeting held in accordance with this provision is the location where the largest group of members of the Board of Directors is gathered, or if there is no such group, the location where the Chairperson of the meeting is present.

Decisions passed in a meeting via telephone that is properly organized and conducted shall be

effective immediately upon the conclusion of the meeting but must be confirmed by signatures in the minutes by all members of the Board of Directors attending this meeting.

9. A member of the Board of Directors is considered to be attending and voting at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending a voting ballot to the meeting via mail, fax, or email;
- e) Sending a voting ballot by other means as prescribed in the Company's Charter.

10. In case of sending a voting ballot to the meeting via mail, the voting ballot must be in a sealed envelope and must be delivered to the Chairman of the Board of Directors at the latest 01 hour before the opening. The voting ballot shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors. A member may authorize another member of the Board of Directors or another person (who is not a member of the Board of Directors if approved by the majority of members of the Board of Directors) to attend and vote.

12. A Resolution or Decision of the Board of Directors is passed if it is approved by the majority (more than one-half) of the attending members; in case of a tie, the final decision shall belong to the side with the opinion of the Chairman of the Board of Directors. Note that a member of the Board of Directors shall not vote on transactions that bring benefits to that member or their related persons in accordance with the Law on Enterprises and Article 43 of the Company's Charter.

A Resolution or Decision of the Board of Directors in the form of written consultation is passed based on the approval of the majority of members of the Board of Directors entitled to vote. This Resolution shall have the same effect and validity as a resolution or decision passed by members of the Board of Directors at a meeting.

Article 17. Meeting minutes of the Board of Directors

1. Meetings of the Board of Directors shall be recorded in minutes and may be audio-recorded, or recorded and stored in other electronic forms. The minutes shall be prepared in Vietnamese and may also be prepared in a foreign language, including the following main contents:

- a) Name, Address, and enterprise identification number;
- b) Time and location of the meeting;
- c) Purpose, Agenda, and content of the meeting;
- d) Full name of each member attending the meeting or authorized person attending the meeting and the method of attendance; full names of members not attending and the reasons;
- e) Issues discussed and voted upon at the meeting;
- f) Summary of opinions of each member attending the meeting in the order of the meeting's proceedings;
- g) Voting results, clearly stating the members who voted in favor, against, and those who had no opinion;
- h) Issues approved and the corresponding Voting rate;

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- i) Full name and signature of the chairperson and the minute-taker, except for the case specified in Clause 2 of this Article.
2. In case the chairperson or the minute-taker refuses to sign the meeting minutes, but if all other members of the Board of Directors attending the meeting sign and the minutes contain full content as prescribed in Points a, b, c, d, e, f, g, h, and i of Clause 1 of this Article, then such minutes shall be effective.
3. The chairperson, the minute-taker, and those who sign the minutes shall be responsible for the truthfulness and accuracy of the content of the meeting minutes of the Board of Directors.
4. The meeting minutes of the Board of Directors and documents used in the meeting shall be archived at the Address of the Company.
5. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In case of any discrepancy in content between the Vietnamese version and the foreign language version, the content in the Vietnamese version shall apply.

Chapter V

REPORTING AND PUBLICATION OF BENEFITS

Article 18. Annual report submission

1. At the end of the fiscal year, the Board of Directors shall submit the following reports to the General Meeting of Shareholders:
 - a) Report on the Company's business results;
 - b) Financial reports;
 - c) Report on the assessment of the Company's management and administration;
 - d) Appraisal report of the Board of Supervisors.
2. The reports prescribed in Points a, b, and c of Clause 1 of this Article shall be sent to the Board of Supervisors for appraisal at the latest thirty (30) days before the opening date of the annual General Meeting of Shareholders.
3. The reports prescribed in Clauses 1 and 2 of this Article, the appraisal report of the Board of Supervisors, and the audit report shall be archived at the Address of the Company at the latest twenty-one (21) days before 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 have the right to personally or together with a lawyer, accountant, or auditor holding a practicing certificate, directly examine the reports prescribed in this Article.

Article 19. Remuneration, bonuses, and other benefits of members of the Board of Directors

1. The Company has 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 are entitled to work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the tasks of a member of the Board of Directors and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member based on the principle of consensus. 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 law on corporate income tax, presented as a separate item in the Company's annual Financial Statements, and must be reported to the General Meeting of Shareholders at the annual meeting.

4. A member of the Board of Directors holding an executive Position or a member of the Board of Directors working in sub-committees of the Board of Directors or performing other tasks outside the scope of normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, Percentage of profit, or in other forms as decided by the Board of Directors.

5. Members of the Board of Directors are entitled to be reimbursed for all travel, accommodation, and other reasonable expenses that they have paid when performing their responsibilities as members of the Board of Directors, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company after approval by the General Meeting of Shareholders. This insurance does not include insurance for the responsibilities of members of the Board of Directors related to violations of the law and the Company's Charter.

Article 20. Disclosure of related interests

In case the Company's Charter does not have stricter provisions, the disclosure of interests and affiliated persons of the Company shall be implemented in accordance with the following provisions:

1. Members of the Board of Directors of the Company must declare to the Company their related interests, including:

- a) Name, enterprise identification number, Address, and business lines of the enterprise in which they own capital contributions or Shares; the Percentage and time of ownership of such capital contributions or Shares;
- b) Name, enterprise identification number, Address, and business lines of the enterprise in which their affiliated persons jointly or separately own capital contributions or Shares exceeding 10% of the Charter capital.

2. The declaration prescribed in Clause 1 of this Article must be made within seven (07) working days from the date the related interest arises; any amendments or supplements must be notified to the Company within seven (07) working days from the date of the corresponding amendment or supplement.

3. Members of the Board of Directors acting on their own behalf or on behalf of others to perform work in any form within the scope of the Company's business must explain the nature and content of such work to

the Board of Directors and may only perform it when approved by the majority of the remaining members of the Board of Directors; if performed without declaration or without the approval of the Board of Directors, all income obtained from such activity shall belong to the Company.

Chapter VI

RELATIONSHIPS OF THE BOARD OF DIRECTORS

Article 21. Relationship between members of the Board of Directors

1. The relationship between members of the Board of Directors is a cooperative relationship; members of the Board of Directors are responsible for informing each other about related issues during the process of handling assigned tasks.
2. During the process of handling tasks, the member of the Board of Directors assigned primary responsibility must proactively coordinate the handling if there are issues related to the field under the charge of another member of the Board of Directors. In case there are still different opinions among members of the Board of Directors, the member with primary responsibility shall report to the CHAIRMAN OF THE BOARD OF DIRECTORS for consideration and decision according to their authority, or organize a meeting or collect opinions from members of the Board of Directors in accordance with the law, the Company's Charter, and these Regulations.
3. In case of reallocation of tasks among members of the Board of Directors, the members of the Board of Directors must hand over work, files, and related documents. This handover must be documented in writing and reported to the Chairman of the Board of Directors regarding such handover.

Article 22. Relationship with the Board of Management

In the governance role, the Board of Directors issues Resolutions for the General Director and the management apparatus to implement. At the same time, the Board of Directors inspects and supervises the implementation of the Resolutions.

Article 23. Relationship with the Board of Supervisors

1. The relationship between the Board of Directors and the Board of Supervisors is a cooperative relationship. The working relationship between the Board of Directors and the Board of Supervisors follows the principle of equality and independence, while closely coordinating and supporting each other in the process of performing tasks.
2. Upon receiving inspection minutes or general reports from the Board of Supervisors, the Board of Directors is responsible for studying and directing relevant departments to develop plans and implement timely corrections.



Chapter VII

IMPLEMENTATION PROVISIONS

Article 24. Effectiveness

The Operating Regulations of the Board of Directors of Ben Thanh Tourist Service Corporation consist of 7 chapters, 24 articles, and shall be effective from 05/06/2026.

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



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