

CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG

Địa chỉ: 02 Nguyễn Công Trứ, P. Thuận Hóa, Tp Huế
Điện thoại: (84) 0234.3826070 – 3826071 Fax: (84) 0234.3833588
E-mail: info@huonggiangtourist.com Website: www.huonggiangtourist.com

CHƯƠNG TRÌNH ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN 2026 *AGENDA OF ANNUAL GSM 2026*

Ngày/date 17/4/2026 tại/at Hương Giang Hotel Resort & Spa
51 Le Loi street, Thuan Hoa Ward, Hue city

Thời gian Time	Nội dung - Contents
13:30 – 14:00	- Cổ đông đăng nhập vào hệ thống để tham dự ĐH trực tuyến <i>Shareholders log into the system to attend the online meeting (video conference).</i>
14:00 – 14:05	- Báo cáo tỷ lệ cổ đông tham dự Đại hội <i>Report the ratio of shareholders attending the meeting.</i>
14:05 – 14:15	- Thông qua chương trình Đại hội và Quy chế tổ chức Đại hội, Quy chế bầu cử (biểu quyết điện tử)/ <i>Approve the agenda, organization regulation of the GSM and election regulation (electronic voting);</i> - Thông qua Đoàn Chủ tịch, Ban kiểm phiếu, Ban thư ký Đại hội (biểu quyết điện tử)/ <i>Approve the Presidium, Vote Counting Board, and Secretary Board of the GSM (electronic voting).</i>
14:15 – 15:30	- Khai mạc Đại hội/ <i>Opening of the meeting;</i> 1. Báo cáo hoạt động của HĐQT Công ty/ <i>BOM's report;</i> 2. Báo cáo của Ban Tổng Giám đốc Công ty/ <i>BOD's report;</i> 3. Báo cáo hoạt động của Ban kiểm soát Công ty/ <i>BOS's report;</i> 4. Báo cáo dự thảo sửa đổi Điều lệ, Quy chế nội bộ về quản trị Công ty, Quy chế hoạt động của HĐQT và Ban Kiểm soát / <i>Report on draft amendments to the Charter, internal regulation on corporate governance, and regulation on the operation of the Management Board and the Supervisory Board;</i> 5. HĐQT trình bày Tờ trình số 27/TT-HĐQT đề nghị Đại hội đồng cổ đông xem xét và biểu quyết 08 nội dung/ <i>BOM presents statement No. 27/TT-BOM requesting the GSM to review and vote on 08 contents.</i>
15:30 – 16:00	- Đại hội tham gia thảo luận (Trực tiếp hoặc trực tuyến)/ <i>Shareholders participate in discussion (on-site or online).</i> - Cổ đông thực hiện biểu quyết/ <i>Shareholders perform the vote.</i> - Công bố: kết quả kiểm phiếu biểu quyết/ <i>Announce the results of vote counting.</i>
16:00 – 16:15	- Bầu HĐQT, Ban Kiểm soát nhiệm kỳ 2026-2031. <i>Elect the BOM and BOS for the term 2026-2031.</i> Công bố danh sách ứng cử, đề cử thành viên HĐQT, thành viên BKS, thực hiện bầu cử./ <i>Announce the list of candidates of the BOM, BOS and conduct election.</i> - Công bố Kết quả bầu HĐQT, BKS./ <i>Announcement the results of BOM and BOS election.</i>
16:15 – 16:30	- Thông qua Nghị quyết, Biên bản Đại hội đồng cổ đông. <i>Approve the GSM resolution and minutes.</i>



CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG HUONG GIANG TOURIST JOINT STOCK COMPANY

Mã số doanh nghiệp/Enterprise code: 3300101124

Địa chỉ: 02 Nguyễn Công Trứ, Phường Thuận Hóa, Tp Huế

Address: 02 Nguyen Cong Tru Str., Thuan Hoa Ward, Hue city

Điện thoại/Tel: (84) 0234.3826070 – 3826071 Fax: (84) 0234.846370

(E-mail): info@huonggiangtourist.com (W): www.huonggiangtourist.com

Tp. Huế, ngày 20 tháng 3 năm 2026

Hue City, March 20th, 2026



THƯ MỜI - INVITATION

V/v **Tham dự Đại hội đồng Cổ đông thường niên 2026 (niên khóa 2025)**

Ref: Attend the Annual General Shareholders Meeting in 2026 (fiscal year 2025)

Kính gửi/ Kindly to: Shareholders of HGT.....

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 ban hành ngày 17/06/2020;
Pursuant to Enterprise Law No. 59/2020/QH14 issued on June 17th, 2020;
- Căn cứ Điều lệ hoạt động của Công ty Cổ phần Du lịch Hương Giang;
Pursuant to the operation charter of Huong Giang Tourist Joint Stock Company;
- Căn cứ nghị quyết số 19/26/NQ-HĐQT của HĐQT Công ty ngày 11/2/2026 về việc thông qua kế hoạch tổ chức Đại hội đồng cổ đông thường niên năm 2026.
Pursuant the Resolution No. 19/26/NQ-HĐQT of the Board of Management on February 11, 2026 on approving the plan of organizing the Annual General Meeting of Shareholders 2026.

Công ty Cổ phần Du lịch Hương Giang trân trọng thông báo và kính mời Quý cổ đông tham dự Đại hội đồng cổ đông thường niên năm 2026 như sau:

Huong Giang Tourist Joint Stock Company would like to inform and invite shareholders to attend the Annual General Shareholders Meeting 2026 as follows:

1. Thời gian, địa điểm, đối tượng tham dự Đại hội đồng cổ đông thường niên/Time, venue and participant to join the Annual General Shareholder Meeting:

Thời gian/time: Vào lúc/on **13:30** ngày (date) **17** tháng (month) **4** năm (year) **2026** (Thứ Sáu – Friday)

Địa điểm ban chủ tọa điều hành Đại hội: Hội trường tầng 5 - Khách sạn Hương Giang Resort & Spa – 51 Lê Lợi, thành phố Huế

Venue: Hall 5th floor - Huong Giang Hotel Resort & Spa - 51 Le Loi, Hue city

Hình thức tổ chức/ Organizational form: Cuộc họp trực tuyến – trực tiếp/ Video conference - In person meeting

Đối tượng tham dự: Cổ đông sở hữu cổ phiếu của Công ty CPDL Hương Giang được xác định theo danh sách do Tổng công ty Lưu ký và Bù trừ chứng khoán Việt Nam (“VSDC”) chốt ngày 13/3/2026;

Participants: Shareholders owning HGT’s shares are determined according to the list closed by Vietnam Securities Depository and Clearing Corporation (“VSDC”) on March 13th, 2026;

2. Cách thức tham dự Đại hội trực tuyến và bỏ phiếu điện tử/ How to attend the video conference meeting and to vote electronically:

- Quý Cổ đông cần có một trong các thiết bị: máy tính cá nhân/laptop/máy tính bảng/điện thoại thông minh có kết nối internet để có thể tham dự Đại hội cổ đông trực tuyến.

Shareholders need one of the following devices: Personal computer / laptop / tablet / smartphone with internet connection to attend the online General Shareholders Meeting.

- Quý cổ đông vui lòng truy cập vào website: hgt.bvote.vn hoặc quét mã QR bên dưới để tham dự Đại hội và biểu quyết từ xa theo hình thức bỏ phiếu điện tử:

Please visit the website: hgt.bvote.vn or or scan the QR code below to attend the video conference meeting and vote by the form of electronic voting:

* Tên đăng nhập (Số CMND/HC/CCCD/ĐKKD):

Username (ID /Passport/ Citizen identification / business registration)

* Mật khẩu đăng nhậphoặc Mật khẩu OTP sẽ được gửi về số điện thoại đăng ký của cổ đông/Password for loginor OTP password will sent to shareholder phone number.

Lưu ý: Cổ đông có trách nhiệm bảo mật tên truy cập, mật khẩu và các yếu tố định danh khác do Công ty CPDL Hương Giang cấp để đảm bảo rằng chỉ có cổ đông mới có quyền sử dụng Tài khoản đăng nhập.

Note: Shareholders are responsible for the confidentiality of the username, password and other identifiers issued by Hương Giang Tourist Joint Stock Company to ensure that only shareholders have the right to use the Login Account.

3. Nội dung chương trình Đại hội đồng cổ đông thường niên/ Agenda of the Annual General Shareholders Meeting:

- (i) Báo cáo của HĐQT/ The BOM's Report;
- (ii) Báo cáo của Ban Tổng Giám đốc về kết quả hoạt động KD 2025 và KHKD năm 2026/ The BOD's Report regarding to business result of 2025 & business plan of 2026.
- (iii) Báo cáo của Ban kiểm soát/ The BOS's Report;
- (iv) Dự thảo sửa đổi Điều lệ, Quy chế nội bộ về quản trị Công ty, Quy chế hoạt động của HĐQT và Ban Kiểm soát / Amendments to the HGT Charter, Internal regulations on corporate governance, operating regulations of the Management Board and the Supervisory Board;
- (v) HĐQT trình bày Tờ trình đề nghị Đại hội biểu quyết thông qua các nội dung của Đại hội;
The Board of Management presents statement requesting the General Meeting to vote on and approve the contents of the meeting;
- (vi) Phê duyệt danh sách công ty kiểm toán để thực hiện kiểm toán báo cáo tài chính của Công ty năm 2026;
Approve the list of auditing companies to audit the financial statements of the Company in 2026;
- (vii) Bầu HĐQT, Ban Kiểm soát nhiệm kỳ 2026 – 2031/ Election of the Management Board and Supervisory Board for the term 2026 – 2031;
- (viii) Các vấn đề khác thuộc thẩm quyền của ĐHĐCĐ (nếu có)
Other issues under the authority of the GSM (if any)

Các tài liệu phục vụ Đại hội đồng cổ đông thường niên được đăng tại website của Công ty www.huonggiangtourist.com (**Mục Quan hệ Cổ đông>Đại hội đồng cổ đông thường niên 2026**). Cổ đông ủy quyền cho người khác dự họp theo mẫu đính kèm hoặc download trên website của Công ty.

Materials of the GSM are posted on the Company's website www.huonggiangtourist.com (**Shareholder Relations Section/Annual GSM 2026**). Shareholders authorize other people to attend the meeting according to the attached form or download from the Company's website.

Để việc tổ chức Đại hội được chu đáo và nhanh chóng, đề nghị quý Cổ đông xác nhận việc tham dự Đại hội hoặc ủy quyền trước **10:00 ngày 16 tháng 04 năm 2026** (Liên hệ ông **Hồ Văn Toại** – Tổ trưởng Thư ký HĐQT; Điện thoại: 0234.3826070, di động: 0905.03.08.09 E-mail: toaihv.hgt@huonggiangtourist.com. Hoặc bà **Trương Thị Quỳnh Trâm** – Trợ lý nhân sự, số điện thoại: 0934.719.299 E-mail: tramttq.hgt@huonggiangtourist.com

In order for the organization of the meeting is attentive and prompt, we would like shareholders to confirm your attendance or authorization before 10:00 on April 16th, 2026 (Contact person: Mr. Ho Van Toai – Leader of BOM's Secretary, Tel: 0234.3826070, Cellphone: 0905.03.08.09; E-mail: toaihv.hgt@huonggiangtourist.com. Or Ms Trương Thị Quỳnh Trâm – Assistant HRM, cellphone: 0934.71.92.99 Email: tramttq.hgt@huonggiangtourist.com)

Trường hợp cổ đông có quyền dự họp không nhận được thư mời qua đường bưu điện thì Cổ đông tham dự Đại hội xin vui lòng mang theo CCCD/Hộ chiếu và Giấy ủy quyền (nếu có) để đăng ký tư cách cổ đông tham dự (*Chi phí đi lại, ăn ở, cổ đông tự lo*).

In case shareholders who have the right to attend the meeting do not receive an invitation by post, Shareholders attending the meeting please bring along ID /Passport and Power of Attorney (if any) to register as a shareholder to attend (Travel expenses, accommodation: paid by own shareholders).

Trân trọng thông báo!
Best regards!



CHỦ TỊCH HĐQT – CHAIRMAN OF BOM
CÔ PHÂN DU LỊCH
HƯƠNG GIANG
QUAN THUAN
Toshihiko Takahashi

Hue City, April 17th, 2026

Draft

**REPORT OF THE BOARD OF MANAGEMENT
AT ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
(FISCAL YEAR 2025)**

A. Performance report in 2025:

I. Assessment on implementation of tasks assigned by General shareholders meeting (“GSM”):

The Annual General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company held on April 25th, 2025 voted and approved on 09 contents. The results of some resolutions are as follows:

1. Regarding business results in 2025:

a. According to the resolution approved by the GSM:

(1) Profit after tax 2025 (loss): (4.669) billion dong.

2) Plan to set up funds

- Welfare and reward fund: 0,0 %

- Remuneration of the BOM, BOS and Secretary: 0,0 %

(3) Average dividend payout for shareholders/ 1 share: 0 dong

b. According to the result of the audited financial statement in 2025:

According to the business results report, the target of profit after tax in 2025 made a loss of 19,902 million VND, Profit decreased by 15,233 million VND compared to the plan (the plan for 2025, the loss was 4,669 million VND).

The reasons for affecting the company's profit after-tax target in 2025 are explained in detail in the report of the Board of Directors.

2. Plan of dividend for 2025:

According to the results of implementing business targets in 2024, the profit target for 2025 is a loss of 19,902 million VND. Therefore, it is recommended to the General Meeting of Shareholders: **“Non distribute dividends to shareholders and non remuneration is paid by the Board of Management, and Board of Supervisors of year 2025”**.

3. The NAMA project:

This project has experienced delays due to legal procedures related to land from the state management agency. Following the issuance of Decision No. 3280/QD-UBND approving the zoning plan (scale 1/2000) for the Hue Imperial City area and Decision No. 2871/QD-UBND approving the adjustment of the land use plan until 2030 by the City at the end of 2024, the Company has repeatedly worked with and provided project documents and information to relevant departments. In 2025, the City government sent official letters to central ministries

and agencies to request guidance, consideration, and resolution of obstacles related to 15 projects in Hue City, including the NAMA project... After these obstacles are resolved, the Company will prepare the necessary conditions to proceed with investment procedures such as: Report on the project implementation status; and Letter on request for adjustment of the investment project.

4. Joint venture agreement at Saigon Morin Hue Company Limited

After a period of negotiations, at the end of 2024, the joint venture contract extension at Saigon Morin Hue Company Limited between Huong Giang Tourist Joint Stock Company and Saigon Tourist Group was signed, with the joint venture term extending until August 4, 2044. Regarding the Company Charter, both parties are currently reviewing them for amendment and revision, and will finalize and approve it in Q2/2026.

II. Executive management:

1. Organization and personnel:

In 2025, the Board of Management held 06 meetings, including 01 direct meeting session, 05 indirect meeting sessions (obtaining written opinions).

Some resolutions that the Board of Management issued in 2025 include:

- Resolution No. 02/25/NQ-HDQT dated February 21, 2025 on approval the Plan to organize the Annual General Meeting of Shareholders in 2025, fiscal year 2024.

- Resolution No. 04/25/NQ-HDQT dated February 24, 2025 on approval of the contents related to the Audit Unit's Request and the General Director's Proposal Report.

- Resolution No. 05/25/NQ-HDQT dated March 26, 2025 on Approval of the content of documents to serve the General Meeting of Shareholders 2025 of Huong Giang Tourist JSC.

- Resolution No. 06/25/NQ-HDQT dated March 31, 2025 on Approval of expense handling as proposed by HDLC and the adjustment of HGT's 2025 business plan;

- Resolution No. 13/25/NQ-HDQT dated August 13, 2025 on approval additional expenses to pay severance payment to employees at HGTR.

- Resolution No. 15/25/NQ-HDQT dated December 16, 2025 on approval of the estimated business results for 2025 and the business plan for 2026 of HGT Group.

- Resolution No. 16/25/NQ-HDQT dated December 16, 2025 on approval of the proposed course of action regarding the Warning Letter from AASC.

- Resolution No. 17/25/NQ-HDQT dated December 16, 2025 on approval of the handling plan for the HDLC's request.

- Resolution No. 18/25/NQ-HDQT dated December 16, 2025 on approval of the plan/procedure for a public company.

- Resolution No. 19/25/NQ-HDQT dated December 16, 2025 on approval of the sales contracts and transactions for 2026 between HGT and related companies.

- Resolution No. 19/25/NQ-HDQT dated December 16, 2025 on approval of unified allowance for members attending Board of Management meetings.

The minutes of the Management Board meetings were fully prepared, ensuring compliance with legal regulations; the files and documents were fully sent to the attending members of the Management Board for prior reference and study as per the Charter. Therefore, the contents at BOM meetings always received high consensus and agreement, creating very favorable conditions for implementing the Management Board's resolutions into the unit's business operation.

2. Salary and remuneration of the Board of Management, Board of Supervisors and Board of Directors of the Company

Due to a business loss of 19,902 million VND in 2025, the Company will not pay remuneration to the members of the BOM and BOS.

The total salary (NET) of the Board of Directors in 2025 is: VND 1,550 million VND/year, in which: General Director's salary is 738 million VND, Deputy General Director's salary is 792 million VND.

3. Regarding the selection of an auditing company to audit financial statements in 2025, the Annual General Meeting of Shareholders approved a list of 03 companies. At the request of the Supervisory Board, the Management Board approved the selection of AASC Auditing Firm Co., Ltd. to audit the financial statements in 2025 of Huong Giang Tourist JSC.

4. Evaluation of the activities of the independent members of the BOM and the implementation of the BOM resolutions:

In 2025, the Management Board held meetings in various forms, including online meetings, in-person meetings, and written consultations, to decide on key matters within the Management Board's responsibilities and duties in directing, managing, and supervising the Company's operations.

Management Board meetings were convened and conducted in accordance with the regulations in the Charter, the Internal Regulations on Governance, and the Operating Regulations of Management Board. All documents, including meeting invitation, files, materials, or written consultations were sent fully and on time to members of BOM and BOS before the meetings. The contents of the BOM meetings were reported, discussed, and evaluated thoroughly in a spirit of openness, transparency, and careful consideration to provide the best directions and solutions for the Company.

BOM decisions at BOM meetings/written consultations were approved by majority vote, in accordance with the law, Company's Charter and internal governance regulations. For new issues arising during the Company's operations, the Management Board always holds discussions and votes on them with a high percentage of consensus.

The Management Board has effectively supervised the company's operations and management. The Board of Directors regularly reports on the

company's business performance and any unusual issues to Management Board in order to timely hold meetings, discuss, and make appropriate decisions and solutions to maintain business stability.

The Company's Board of Director has fully implemented and strictly carried out the resolutions and decisions of Management Board. The Board of Management highly appreciates the efforts of the Board of Directors in the process of implementing the Company's tasks. In the course of operation, the Board of Directors has strictly adhered to the hierarchical structure and regulations in the Charter and the internal management regulations of the Company.

The members of the Management Board fulfill their roles and responsibilities, attend all meetings, and contribute opinions and votes to the development and direction of the Company's operations.

The Board of Management has strictly complied with the regulations on information disclose regarding periodic financial reporting, corporate governance reports, and periodic annual reports.

5. Transactions with related parties:

In accordance with Resolution No. 20/24/NQ-HDQT dated December 10, 2024, of the Management Board on approving the purchase and sale contracts and transactions in 2025 between HGT and related companies. In 2025, HGT had transactions with units within the group such as: buying and selling accommodation services, restaurants, and airline tickets; lending to generate operating cash flow; and trading 300,000 shares of a related person of insider.

The value of these transactions falls within the scope and authority of the Management Board. The Company has disclosed information in accordance with legal regulations, submitted reports to the Hanoi Stock Exchange, the State Securities Commission, and published them on the Company's website, as well as clearly indicated in the Company's Corporate Governance Report at the end of 2025.

B. Operation orientation of the Board of Management in 2026:

Organize BOM meetings in appropriate form, ensuring compliance with the regulations in the Charter, Internal Regulations on Governance, Regulations on the Operation of the Management Board, and the Enterprise Law.

Each member of Managemnt Board has effectively fulfilled their role in implementing the plans, policies, and strategic directions set by the General Meeting of Shareholders, based on full compliance with the Company's Charter, internal governance regulations, and legal provisions. Upholding a high sense of responsibility, performing tasks honestly and carefully. Maintaining the company's operations to achieve objectives and complying with legal regulations and the requirements of regulatory agencies.

Monitor and supervise the Board of Directors in managing daily business activities, deciding to organize and implement investment projects according to the decisions and resolutions of the Management Board and the Resolution of the General Meeting of Shareholders.

Exercise the rights and obligations of shareholders, capital contributors, and joint venture members through the management of the Representative of HGT's investment capital at other enterprises.

Maintain full, accurate and timely information disclosure activities in accordance with the law. Proactively disclose other information related to the Company's operations.

I. Projects of the Company:

1. NAMA Project:

Actively work with City authorizations to carry out project investment preparation steps according to regulations after the City People's Committee issues a decision on land allocation and grants a construction permit

2. Saigon Morin Hue Co., Ltd:

Complete the Charter of organization and operation of Saigon Morin Hue Company Limited. Prepare investment plan for repair and upgrade of service facilities to improve business performance.

II. Implement business targets in 2026:

The Board of Management believes that business activities in 2026 will continue to face difficulties due to the economic recession, price slippage, inflation and especially the ongoing conflict in some areas will significantly impact the business performance of the units. Based on the proposal of the General Director and functional departments, the business plan targets for 2026 are developed as follows:

(1) Expected profit after tax of the Company in 2026 (loss): (2,498) million VND

(2) Plan for setting up funds: No setting aside funds and no remuneration of the Board of Management and Board of Supervisors;

(3) Not paying dividends;

III. Executive management

1. Direct, manage, and supervise the Company's activities to continue stability and sustainable development, striving to complete the planned targets for 2026.

2. Strengthening forecasting efforts, continuously improving financial management capabilities, ensuring the company's overall finances are safe, efficient, and sustainable; flexibly adjusting business strategies; strictly controlling operating costs; developing new markets; and seeking future investment and cooperation opportunities to enhance the company's position and brand development.

3. Maintain Board of Management meetings once a quarter to evaluate the business performance of the Board of Directors as well as monitor the implementation of resolutions of the General Meeting of Shareholders and resolutions of the Board of Management has issued.

4. Review, revise, and supplement internal management regulations and rules in accordance with current laws and the Company's Charter;

5. Continuously improve the management system towards advanced approach; enhance legal risk management and internal control; and continue to strictly comply with state regulations on environmental protection and workplace safety.

6. Working closely with shareholders throughout the operational process.

Dear valued Shareholders!

Above is the report of Management Board on activities in 2025 and orientation for activities in 2026. Respectfully submitted to the General Meeting of Shareholders./.

**For. BOARD OF MANAGEMENT
CHAIRMAN**

Toshihiko Takahashi

**HUONG GIANG TOURIST
JOINT STOCK COMPANY**
**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**
Hue City, April 17th, 2026
REPORT OF THE GENERAL DIRECTOR OF THE COMPANY
On business results in 2025 and business plan in 2026
At 2026 Annual General Meeting of Shareholders

Draft

I. Business results in 2025
1. Factors affecting business results in 2025:

Advantages: The government has expanded visa exemptions and e-visas, facilitating the attraction of international tourists. The road network and domestic and international air routes are well-developed. Hue possesses a rich system of cultural, historical, and natural heritage sites, attracting both domestic and international visitors. The locality has focused on developing diverse forms of green tourism, ecotourism, and experiential tourism alongside traditional tourism products. The tourism environment in the area continues to improve, ensuring security and safety.

Difficulties: The prolonged storms at the end of 2025 negatively impacted transportation infrastructure, landscapes, and tourist attractions, disrupting business operations and increasing disaster relief costs for businesses. The economic recession, high inflation rates, a trend towards tightening spending, and rising input costs and the partial closure of Huong Giang Hotel for over six months to implement upgrade plans, put significant pressure on production costs and directly affected the company's business results.

2. Business performance results in 2025

No.	Target	Unit	Actual 2024	Plan 2025	Actual 2025	Act 2025/ Act 2024 (%)	Act 2025/ Plan2025 (%)
1	Sales and service delivery revenue	million dong	57,444	52,691	38,473	67	73
2	Cost of goods sold	"	44,003	39,660	33,449	76	84
3	Sales and service delivery gross profit	"	13,441	13,031	5,024	37	39
4	<i>Revenue from financial operations</i>	"	80,534	2,745	7,158	9	261
5	<i>Financial expenses</i>	"	4,964	838	3,696	74	441
	<i>In which: loan interest</i>		1,758	838	810	46	97
6	<i>Sales expenses</i>		1,341	1,271	1,234	92	97
7	<i>Enterprise management expenses</i>	"	19,939	18,336	26,794	134	146
8	Net Profit from business activities	"	67,731	(4,669)	(19,542)	(29)	419
9	<i>Other incomes</i>	"	31	-	93	300	-
10	<i>Other expenses</i>	"	934	-	20	2	-
11	Other profits	"	(903)	-	73	(8)	-
12	Accounting profit before tax	"	66,828	(4,669)	(19,469)	(29)	417
13	Current corporate income tax expense		2,196	-	433	20	-
14	Profit after corporate income tax	"	64,632	(4,669)	(19,902)	(31)	426

According to the business results report, the target of profit after tax in 2025 made a profit of 19,902 million VND, decreasing the profit compared to the plan is 15,233 million VND (the plan 2025, the loss is 4,669 million VND).

3. Cause analysis and performance results:

3.1 Huong Giang Hotel Resort & Spa:

In 2025, Huong Giang Hotel must implement an investment plan for upgrades, therefore, revenue and profit targets will decrease compared to 2024, specifically:

Revenue in 2025 is projected at 33,513 million VND, a decrease of 35% compared to the same period in 2024. Profit before tax: loss of 1,877 million VND, a decrease of 3,188 million VND compared to the 2025 plan and a decrease of 6,788 million VND compared to 2024.

3.2 Huong Giang Travel Company Limited:

Regarding business performance in 2025, the target for revenue from the sale of goods and services is 16,562 million VND, a decrease of 16% compared to the same period in 2024; Net profit after tax: a loss of 3,163 million VND, reduced losses by 37% compared to the same period in 2024.

3.3 Hotel De La Cite Imperiale Company Limited:

Regarding business performance in 2025, the target for revenue from the sale of goods and services is 82.878 million VND, an increase of 1% compared to the same period in 2024; Net profit after tax: a loss of 9.671 million VND, reduced losses by 8% compared to the same period in 2024.

3.4 Saigon Morin Hue Company Limited:

Regarding business results for 2025, the target for revenue from the sale of goods and services is 63.781 million VND, an increase of 3% compared to the same period in 2024; Profit after tax: profit of 8.679 million VND, an increase of 3% compared to the same period in 2024.

II. Performance result of projects:

1. Project at 85 Nguyen Chi Dieu – NAMA resort

The People's Committee of Thua Thien Hue Province (now the People's Committee of Hue City) issued Decision No. 3280/QD-UBND approving the zoning plan (scale 1/2000) for the Hue Imperial Citadel area and Decision No. 2871/QD-UBND dated November 7, 2024, approving the adjustment of the land use plan until 2030.

On July 01st, 2025, the People's Committee of Hue City issued an official document to central ministries and agencies to request guidance, consideration, and resolution of obstacles related to 15 projects in Hue City and NAMA is one of them.

Currently, the City People's Committee is continuing to review and resolve the obstacles regarding the NAMA project after being approved by the Government at the request of the People's Committee of Hue City.

2. Joint venture agreement at Saigon Morin Co., Ltd

The Members' Council of Saigon Morin Hue Co., Ltd. has coordinated to complete the internal procedures to replace the capital representative and join the SMH Members' Council as requested by SGT.

HGT and SGT have worked closely with each other's legal teams over the past

period to revise and finalize the Charter. However, because SGT Group is a state-owned enterprise, and the Chairman of SGT has just been newly appointed, the Ho Chi Minh City People's Committee has directed the Ho Chi Minh City Department of Finance to review the Charters of many units under the SGT Group. Therefore, the Charter of Saigon Morin Hue Co., Ltd. is also currently under review.

III. Performance result of other tasks

1. *Regarding investment and purchasing:*

On December 10, 2024, the Company's Management Board issued a Resolution approving the investment plan for the renovation of Huong Giang Hotel, with a total investment of VND 38 billion. To implement the Management Board's Resolution, on May 9, 2025, the Company's General Director issued Decisions regarding: Appointing the Project Manager and Financial Supervisor for the Huong Giang Hotel renovation project; Establishing a project support team and defining the team's responsibilities. The Company coordinated with relevant parties to organize the groundbreaking ceremony on May 15, 2025.

The renovation was officially completed at the end of November 2025. Due to adverse weather conditions, including heavy rain and prolonged flooding, the final handover date was delayed. After the contractor and supervisory consultant rectified several defects, on January 1, 2026, the Project Contractor completed and handed over the entire renovated project area to Huong Giang Hotel for operation and use, and transitioned to the warranty period. Coordination is underway to develop maintenance procedures for the invested facilities.

The investment has brought about a noticeable transformation, from the landscaped gardens to the interior furnishings, bedrooms, restaurant, garden, swimming pool, etc and services at Huong Giang Hotel.

2. *Regarding financial work:*

The financial situation of the Company during the year is always reflected honestly, timely and transparently. Strictly adhere to the regulations on capital and asset management, profit distribution, financial and accounting management as prescribed by law.

The process of seeking opinions has been carried out, and the Company's Management Board has issued a Resolution regarding the Memorandum of Audit Results from AASC Audit Company on assessing the recoverability of debts as a basis for provisioning.

Focus on reconciling accounts payable, conducting asset and inventory checks, and completing tax settlement reports (corporate income tax, personal income tax) on time. Implement the establishment of provisions and transfer of expenses related to completed projects in accordance with legal regulations.

Conduct reviews and audits of semi-annual and year-end financial statements as required. Maintain control over cash flow at all facilities. Control costs, cost of goods sold, and gross profit margin (GPP). Fulfill all tax obligations and other obligations to the State as required.

3. *Regarding Administration and Human Resource management*

The Board of Directors of the Company has managed the daily operations of the Company based on the functions and tasks prescribed in the Charter of HGT's operations and the provisions of law, ensuring accuracy and consistency. Focus on

enhancing transparency, sustainability, strengthening risk management, and complying with legal standards and regulations in all of the Company's operations.

Carry out procedures to seek approval from the Management Board of the Company for matters under the approval authority of the Management Board. Organize full and timely implementation of the Resolutions and Decisions of the Management Board of the Company in the fields of investment, finance, human resources and business operations.

Perform monthly reports on the overview of the operations of the Company's Office and affiliated units to the Chairman and members of the Management Board to promptly adjust, supplement and decide on flexible policies for the Company's operations.

Establish a centralized storage system for company documents and related units at the Company Office. Effectively implement service agreements (SLAs) between the Company Head Office and units related to HGT Company.

Implement procedures for periodic and ad hoc information disclosure, reports to the State Securities Commission, Hanoi Stock Exchange, Vietnam Securities Depository and Clearing Corporation regarding shareholder management, transactions of major shareholders, and related persons of the Company in accordance with the provisions of law.

Proposed to the Company's Board of Management to initiate procedures to report to the State Securities Commission and the Hanoi Stock Exchange that Huong Giang Tourist Joint Stock Company meets the requirements as a public company as stipulated by regulations.

Continue to effectively carry out the assignment and division of tasks within the Company's Board of Directors to operate and manage all activities of the Company and participate in and promptly resolve requests from local authorities and relevant agencies, especially for the Company's projects.

4. General assessment:

Despite the challenges and opportunities encountered, in 2025, the Board of Directors and the entire workforce of the Company made efforts to promptly implement the resolutions of the General Shareholders' Meeting and the resolutions of the Management Board in the following areas: daily business management; investment management and upgrading of facilities; financial and accounting management; maintaining stability of internal policies; and ensuring compliance with legal regulations in the Company's operations. Units focused on improving the quality and professionalism of products and services, diversifying approaches to reaching and promoting products to customers. However, while some units showed positive development trends, the business results of some units were still unsatisfactory.

IV. Business Plan 2026:

1. Business targets:

In addition to the advantages, the tourism business situation in 2025 is forecasted to continue to face numerous difficulties due to war and conflict. Based on each unit's business plan forecast, the Company's Board of Directors develops a business plan for the whole company in 2026 as follows:

Revenue & Financial Income: **69,974 million VND.**

Profit after tax (loss): **-2,498 million VND.**

Specific by unit:

a. Huong Giang Hotel Resort & Spa

No.	Target	Unit	Business Plan 2026
1	Total net revenue (include service fee)	VND million	62,850
2	Total cost	VND million	58,844
3	Profit before tax	VND million	4,006

b. Head Office of Huong Giang Tourist JSC

No.	Target	Unit	Business Plan 2025
	Total net revenue	VND million	7,111
	<i>In which:</i>		
1	- Revenue from financial activities	“	1,449
	- Revenue from Facility 11 Le Loi	“	5,473
	- Other revenue:	“	189
2	Total cost	VND million	13,615
	<i>In which:</i>		
A	Operating costs and depreciation of fixed assets	VND million	10,370
B	Interest expenses	VND million	644
C	Cost at unit 11 Le Loi	VND million	2,601
3	Profit after tax	VND million	(6,504)

2. Main solutions:

Maintain and enhance governance standards and transparency, and continue to improve the corporate governance framework. Focus on improving the operational capacity of departments under the Company's Head Office. Manage risks flexibly and adapt to domestic and international developments.

Prepare all necessary procedures, investment capital, and conditions for the implementation of the NAMA project once the City People's Committee issues a decision on land allocation and construction permits.

Working with relevant departments to: develop marketing strategies aligned with business objectives and target customers; utilize effective communication channels such as social media and online advertising to reach potential customers and enhance brand awareness; adjust service prices to reflect the upgraded facilities. Collect data to selectively target new, potential customers, especially those with high purchasing power; and proactively plan visual presentations of the upgraded products.

Applying technology and management software to optimize management processes. Developing and implementing customer care solutions. Strengthening linkages and building partnerships with travel agencies.

Focus on programs to optimize profits and minimize indirect costs; evaluate and review the currently applied economic and technical standards to make appropriate adjustment. Regularly urge units to actively collect outstanding debts to ensure operational cash flow.

Ensure full and timely submission of governance reports, periodic reports, and

ad hoc reports from all units. Enhance the role and responsibility of the Company's capital representatives in joint ventures and affiliated units. Regularly assess the current state of human resources to develop plans for appropriate arrangement, selection, and replacement.

Improve employee welfare by enhancing labor productivity and business efficiency. Build a friendly work environment to foster employee capabilities and commitment.

Ensure security and safety, disease prevention, fire prevention and fighting, flood and storm prevention, occupational safety and hygiene, food hygiene.

The above is the report of the General Director of the Company on business results in 2025 and business plan in 2026. Kindly submit to the General Meeting of Shareholders of the Company.

GENERAL DIRECTOR

Johnny Cheung Ching Fu



HUONG GIANG TOURIST JOINT STOCK COMPANY
2026 GENERAL MEETING OF SHAREHOLDERS

Dự thảo/ Draft
SỬA ĐỔI, BỔ SUNG ĐIỀU LỆ và CÁC QUY CHẾ CỦA CÔNG TY HGT NĂM 2026
AMENDING AND SUPPLEMENTING HGT CHARTER AND REGULATIONS 2026

I. Sửa đổi, bổ sung Điều lệ/ Amendments and additions to HGT Charter

Stt/ No.	Điều lệ hiện hành/ Current charter	Đề nghị sửa đổi/ Propose to amend	Ghi chú Remark
1	<p>Điều 25. Thành phần và nhiệm kỳ của thành viên Hội đồng quản trị <i>Article 25. Composition and term of BOM members</i></p> <p>3. Cơ cấu Hội đồng quản trị của Công ty phải đảm bảo tối thiểu 1/3 tổng số thành viên Hội đồng quản trị là thành viên không điều hành. Công ty hạn chế tối đa thành viên Hội đồng quản trị kiêm nhiệm chức danh điều hành của Công ty để đảm bảo tính độc lập của Hội đồng quản trị.</p> <p><i>The structure of company's Management Board must ensure that at least one-third of its members are non-executive members. The company minimizes the number of Board members holding executive positions within the company to ensure the independence of the Management Board.</i></p>	<p>Điều 25. Thành phần và nhiệm kỳ của thành viên Hội đồng quản trị <i>Article 25. Composition and term of BOM members</i></p> <p>3. Số lượng thành viên Hội đồng quản trị không điều hành của công ty đại chúng phải đảm bảo quy định sau:</p> <p><i>The number of non-executive members on the Management board of a public company must comply with the following regulations:</i></p> <p>a) Có tối thiểu 01 thành viên không điều hành trong trường hợp công ty có số thành viên HĐQT từ 03 đến 05 thành viên.</p> <p><i>There must be at least 01 non-executive member if the company has 03 to 05 members on its Management Board.</i></p> <p>b) Có tối thiểu 02 thành viên không điều hành trong trường hợp công ty có số thành viên HĐQT từ 06 đến 08 thành viên.</p> <p><i>There must be at least 02 non-executive members if the company has 06 to 08 members on</i></p>	<p>Theo quy định tại Điều 1.79 Nghị định 245/2025/NĐ-CP ngày 11/9/2025 của Chính phủ về sửa đổi bổ sung một số Điều của Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật Chứng khoán.</p> <p><i>According to Article 1.79 of Government Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Government Decree 155/2020/ND-CP dated December 31, 2020, detailing the implementation of a number of articles of the</i></p>

		<p><i>its Management Board.</i></p> <p>c) Có tối thiểu 03 thành viên không điều hành trong trường hợp công ty có số thành viên HĐQT từ 09 đến 11 thành viên.</p> <p><i>There must be at least 03 non-executive members if the company has 09 to 11 members on its Management Board.</i></p>	<i>Securities Law.</i>
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II. Sửa đổi, bổ sung Quy chế Nội bộ về quản trị Doanh nghiệp: *Amendments and additions to Internal Regulation on Corporate Governance*

Stt/ No.	Quy chế hiện hành/ Current regulation	Đề nghị sửa đổi/ Propose to amend	Ghi chú Remark
1	<p>Phần căn cứ: <i>Article members</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán;</p> <p><i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;</i></p>	<p>Phần căn cứ: <i>Article</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán; Nghị định 245/2025/NĐ-CP ngày 11/9/2025 về sửa đổi, bổ sung một số điều của Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật chứng khoán;</p> <p><i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law; Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;</i></p>	<p>Đề phù hợp với Nghị định 245/2025/NĐ-CP ngày 11/9/2025 của Chính phủ.</p> <p><i>In accordance with Government Decree 245/2025/ND-CP dated September 11, 2025.</i></p>

2	<p>Điều 54. Hiệu lực Quy chế này gồm 10 chương 54 điều, được ĐHĐCĐ Công ty Cổ phần Du lịch Hương Giang thông qua ngày 20 tháng 7 năm 2021 và cùng chấp thuận hiệu lực toàn văn của quy chế.</p> <p>Article 54. Validity <i>This Regulation, comprising 10 chapters and 54 articles, was approved by the General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company on July 20, 2021, and the full text of the Regulation was unanimously accepted as valid.</i></p>	<p>Điều 54. Hiệu lực Quy chế này gồm 10 chương 54 điều, được ĐHĐCĐ Công ty Cổ phần Du lịch Hương Giang thông qua ngày 17 tháng 4 năm 2026 và cùng chấp thuận hiệu lực toàn văn của quy chế.</p> <p>Article 54. Validity <i>This Regulation, comprising 10 chapters and 54 articles, was approved by the General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company on April 17th, 2026, and the full text of the Regulation was unanimously accepted as valid.</i></p>	<p>Để phù hợp với ngày được Đại hội đồng cổ đông thông qua.</p> <p><i>To coincide with the date approved by the General Meeting of Shareholders.</i></p>
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III. Sửa đổi, bổ sung Quy chế Hoạt động của HĐQT:
Amendments and additions to the BOM Operating Regulations:

Stt/ No.	Quy chế hiện hành/ <i>Current regulation</i>	Đề nghị sửa đổi/ <i>Propose to amend</i>	Ghi chú <i>Remark</i>
1	<p>Phần căn cứ: <i>Article members</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán;</p> <p><i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;</i></p>	<p>Phần căn cứ: <i>Article</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán; Nghị định 245/2025/NĐ-CP ngày 11/9/2025 về sửa đổi, bổ sung một số điều của Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật chứng khoán;</p>	<p>Để phù hợp với Nghị định 245/2025/NĐ-CP ngày 11/9/2025 của Chính phủ.</p> <p><i>In accordance with Government Decree 245/2025/ND-CP dated September 11, 2025.</i></p>

		<i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law; Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;</i>	
2	<p>Điều 5. Nhiệm kỳ và số lượng thành viên Hội đồng quản trị</p> <p>1. Hội đồng quản trị có 05 thành viên.</p> <p>Article 5. Term and Number of Members of BOM</p> <p>1. The Board of Management shall have 05 members.</p>	<p>Điều 5. Nhiệm kỳ và số lượng thành viên Hội đồng quản trị</p> <p>1. Hội đồng quản trị có 04 thành viên.</p> <p>Article 5. Term and Number of Members of BOM</p> <p>1. The Board of Management shall have 04 members.</p>	
3	<p>Điều 24. Hiệu lực</p> <p>Quy chế hoạt động của Hội đồng quản trị Công ty cổ phần Du lịch Hương Giang bao gồm 07 Chương, 24 Điều và có hiệu lực thi hành kể từ ngày 20 tháng 7 năm 2021.</p> <p>Article 24. Effectiveness</p> <p><i>The operating regulations of the Management Board of Huong Giang Tourist Joint Stock Company consist of 7 Chapters and 24 Articles and shall come into effect from July 20, 2021.</i></p>	<p>Điều 24. Hiệu lực</p> <p>Quy chế hoạt động của Hội đồng quản trị Công ty cổ phần Du lịch Hương Giang bao gồm 07 Chương, 24 Điều và có hiệu lực thi hành kể từ ngày 17 tháng 4 năm 2026.</p> <p>Article 24. Effectiveness</p> <p><i>The operating regulations of the Management Board of Huong Giang Tourist Joint Stock Company consist of 7 Chapters and 24 Articles and shall come into effect from April 17th, 2026.</i></p>	<p>Để phù hợp với ngày được Đại hội đồng cổ đông thông qua.</p> <p><i>To coincide with the date approved by the General Meeting of Shareholders.</i></p>

IV. Sửa đổi, bổ sung Quy chế Hoạt động của BKS:

Amendments and additions to the Regulations on the Operation of the Supervisory Board:

Stt/ No.	Quy chế hiện hành/ <i>Current charter</i>	Đề nghị sửa đổi/ <i>Propose to amend</i>	Ghi chú <i>Remark</i>
1	<p>Phần căn cứ: <i>Article members</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán;</p> <p><i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law;</i></p>	<p>Phần căn cứ: <i>Article</i></p> <p>Căn cứ Nghị định 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ Quy định chi tiết thi hành một số điều của Luật Chứng khoán; Nghị định 245/2025/NĐ-CP ngày 11/9/2025 về sửa đổi, bổ sung một số điều của Nghị định số 155/2020/NĐ-CP ngày 31/12/2020 của Chính phủ quy định chi tiết thi hành một số điều của Luật chứng khoán;</p> <p><i>Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Securities Law; Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;</i></p>	<p>Đề phù hợp với Nghị định 245/2025/NĐ-CP ngày 11/9/2025 của Chính phủ. <i>In accordance with Government Decree 245/2025/ND-CP dated September 11, 2025.</i></p>
2	<p>Điều 22. Hiệu lực</p> <p>Quy chế hoạt động của Ban kiểm soát Công ty cổ phần Du lịch Hương Giang bao gồm 07 Chương, 22 Điều và có hiệu lực thi hành kể từ ngày 20 tháng 7</p>	<p>Điều 22. Hiệu lực</p> <p>Quy chế hoạt động của Ban kiểm soát Công ty cổ phần Du lịch Hương Giang bao gồm 07 Chương, 22 Điều và có hiệu lực thi hành kể từ ngày 17</p>	<p>Đề phù hợp với ngày được Đại hội đồng cổ đông thông qua. <i>To coincide with the date approved by the</i></p>

	<p>năm 2021.</p> <p>Article 24. Effectiveness <i>The operating regulations of the Supervisory Board of Huong Giang Tourist Joint Stock Company consist of 7 Chapters and 22 Articles and shall come into effect from July 20, 2021.</i></p>	<p>tháng 4 năm 2026.</p> <p>Article 24. Effectiveness <i>The operating regulations of the Supervisory Board of Huong Giang Tourist Joint Stock Company consist of 7 Chapters and 22 Articles and shall come into effect from April 17th, 2026.</i></p>	<p><i>General Meeting of Shareholders.</i></p>
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Hue, Mar 10th 2026.

Prepared by: Ho Van Toai (HRM)

Số: 27/TT-HĐQT
Ref No.: 27/TT-BOM

Huế, ngày 17 tháng 4 năm 2026
Hue City, April 17th, 2026

Dự thảo

TỜ TRÌNH/STATEMENT
VỀ VIỆC BIỂU QUYẾT THÔNG QUA CÁC NỘI DUNG
About the voting to approve the contents

Kính gửi: Đại hội Đồng Cổ đông Công ty Cổ phần Du lịch Hương Giang
Kindly to: General Shareholder Meeting of Huong Giang Tourist JSC

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Căn cứ Điều lệ hoạt động của Công ty Cổ phần Du lịch Hương Giang;
Pursuant to the operation charter of Huong Giang Tourist Joint Stock Company;
- Căn cứ các nội dung báo cáo đã được HĐQT, Ban Tổng Giám đốc và Ban kiểm soát Công ty trình bày trước đại hội;
Pursuant to the contents of reports presented by the Board of Management, the Board of Directors and the Board of Supervisors of the Company to the meeting;

Hội đồng quản trị Công ty Cổ phần Du lịch Hương Giang kính trình Đại hội đồng cổ đông thông qua một số nội dung đã được trình bày trước đại hội, cụ thể như sau:

The Board of Management of Huong Giang Tourist Joint Stock Company would like to present to the General Meeting of Shareholders to approve a number of contents presented before the meeting, specifically as follows:

Nội dung 1: Thông qua Báo cáo của HĐQT đánh giá kết quả hoạt động năm 2025 và phương hướng hoạt động năm 2026;

Content 1: *Approve the report of the Management Board on evaluating the performance in 2025 and the direction of operation in 2026;*

Nội dung 2: Thông qua Báo cáo của Ban Tổng Giám đốc Công ty về kết quả hoạt động SXKD năm 2025 và Kế hoạch kinh doanh năm 2026;

Content 2: *Approve the Report of the Board of Directors on the results of production and business activities in 2025 and the business plan in 2026;*

Nội dung 3: Thông qua Báo cáo của Ban Kiểm soát Công ty về công tác giám sát năm 2025 và phương hướng hoạt động năm 2026;

Content 3: *Approve the Report of the Board of Supervisors of the Company on supervision in 2025 and operation direction in 2026;*

Nội dung 4: Thông qua Báo cáo tài chính của Công ty năm 2025 đã được Công ty TNHH Hãng kiểm toán AASC kiểm toán.

Content 4: *Approve the Company's financial statements for 2025 audited by AASC Auditing Firm Co., Ltd.*

Tóm tắt một số chỉ tiêu như sau/ *Summary indicators as follows:*

Dvt/Unit: đồng

CHỈ TIÊU / TARGET	Năm 2025/ YEAR OF 2025
1. Doanh thu thuần bán hàng và cung cấp dịch vụ <i>Net revenue from sales of goods and provision of services</i>	38.472.876.551
2. Tổng lợi nhuận kế toán trước thuế <i>Total accounting profit before tax</i>	-19.468.877.763
3. Lợi nhuận sau thuế Thu nhập doanh nghiệp <i>Profit after tax Corporate income</i>	-19.902.013.006
4. Tổng tài sản <i>Total assets</i>	254.115.006.503
5. Nguồn vốn Chủ sở hữu <i>Equity sources</i>	186.429.168.719

Nội dung 5: Không tiến hành chi trả cổ tức, thù lao HĐQT và Ban Kiểm soát năm 2025.

Content 5: *Not paying dividends and remuneration for the Management Board and Supervisory Board in 2025.*

Nội dung 6: Phê duyệt chỉ tiêu kế hoạch lợi nhuận, trích lập các quỹ và cổ tức năm 2026, cụ thể như sau:

Content 6: *Approve profit plan targets, setting aside funds and dividends in 2026, specifically as follows:*

- (1) Dự kiến lợi nhuận sau thuế của Công ty năm 2026 (lỗ): **(2,498) tỷ đồng**
Expected profit after tax of the Company in 2026 (loss): (2.498) billion VND
- (2) **Không tiến hành** trích lập quỹ và không chia thù lao của HĐQT và Ban Kiểm soát năm 2026.
Not establishing funds and no remuneration of the Management Board and Supervisory Board in 2026.
- (3) **Không tiến hành chi trả cổ tức năm 2026.**
Not paying dividends in 2026.

Nội dung 7: Phê duyệt việc sửa đổi Điều lệ, Quy chế nội bộ về quản trị Công ty, Quy chế hoạt động của HĐQT và Ban Kiểm soát (Có các dự thảo đính kèm).

Content 7: *Approve the amendment of the HGT Operating Charter, , internal regulations on corporate governance, and regulations on the operation of the Management Board and the Supervisory Board. (Attached drafts)*

Nội dung 8: Thông qua việc ủy quyền cho Ban kiểm soát lựa chọn công ty kiểm toán có chất lượng để thực hiện kiểm toán báo cáo tài chính của Công ty năm 2026. Danh sách các Công ty kiểm toán gồm:

Content 8: *Approve the authorization for the Board of Supervisors to select a qualified auditing company to audit the financial statements of the Company in 2026. The list of auditing companies includes:*

- (1) Công ty TNHH Hãng Kiểm toán (AASC)

Địa chỉ: Số 01 Lê Phụng Hiểu, Tràng Tiền, P. Hoàn Kiếm, Hà Nội.
(Công ty Hãng kiểm toán AASC là đơn vị đã thực hiện kiểm toán báo cáo tài chính của Công ty từ năm 2012 đến 2025).

Audit Firm Company Limited (AASC)

Address: No. 01 Le Phung Hieu, Hoan Kiem District, Hanoi.

(AASC Auditing Firm is the entity that has audited the financial statements of the HGT Company from 2012 to 2024).

(2) Công ty TNHH Kiểm toán KPMG – Chi nhánh Hồ Chí Minh

Địa chỉ: Tầng 10, tòa nhà Sun Wah Tower, 115 Nguyễn Huệ, phường Sài Gòn, thành phố Hồ Chí Minh.

KPMG Auditing Company Limited – Ho Chi Minh Branch

Address: 10th floor, SunWah Tower, 115 Nguyen Hue, Saigon Ward, HCMC

(3) Công ty TNHH Ernst & Young

Ernst & Young Co., Ltd

Một số nội dung đề nghị nêu trên, HĐQT kính trình Đại hội đồng cổ đông xem xét biểu quyết thông qua.

Some of the above proposal contents, the Board of Manangement would like to submit to the General Meeting of Shareholders for consideration and approval.

TM/ HỘI ĐỒNG QUẢN TRỊ
For BOARD OF MANAGEMENT
CHỦ TỊCH/CHAIRMAN

Toshihiko Takahashi



CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG
HUONG GIANG TOURIST JSC

Mã số DN/Enterprise Code: 3300101124

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NGÀY 17/4/2026
ANNUAL GENERAL SHAREHOLDER MEETING ON APRIL 17th, 2026

Dự thảo

PHIẾU BIỂU QUYẾT/VOTING SLIP

Theo nội dung của Tờ trình số 27/TT-HĐQT ngày 17/04/2026 của HĐQT Công ty
Tại Đại hội đồng cổ đông thường niên ngày 17/04/2026

*According to the contents of statement No. 27/TT-HĐQT dated April 17th, 2026 of BOM
At the Annual General Shareholder Meeting on April 17th, 2026*

Tên cổ đông/Name of shareholder:				
Mã cổ đông/Shareholder code:				
Số cổ phần sở hữu/Number of share own:				
Mã đăng nhập và mật khẩu/User & password:				
Stt No.	Nội dung biểu quyết Contents of voting	Tán thành Agree	Không tán thành Disagree	Không có ý kiến Have no idea
1	Thông qua Báo cáo của Hội đồng Quản trị; <i>Approve the BOM's Report;</i>			
2	Thông qua Báo cáo của Ban Tổng Giám đốc; <i>Approve the BOD's Report;</i>			
3	Thông qua báo cáo của Ban Kiểm soát; <i>Approve the BOS's Report;</i>			
4	Thông qua Báo cáo tài chính của Công ty đã được kiểm toán năm 2025; <i>Approve the financial statements audited of the Company in 2025;</i>			
5	Không tiến hành chi trả cổ tức, thù lao HĐQT và Ban kiểm soát năm 2025; <i>Non_payment of dividends and remuneration for the BOM and Supervisory Board in 2025;</i>			
6	Thông qua chỉ tiêu kế hoạch lợi nhuận, trích lập các quỹ và cổ tức năm 2026: - LNST (lỗ): (2,498) tỷ đồng - Không tiến hành trích lập quỹ, không chi trả Thù lao của Hội đồng Quản trị và Ban kiểm soát năm 2026. - Không chi trả cổ tức năm 2026. <i>Approve profit plan targets, set up funds and dividends in 2026:</i>			

	<ul style="list-style-type: none"> - Profit after tax (loss): (2.498) billion Vnd - Do not set aside funds, do not pay remuneration for the BOM and BOS in 2026. - Do not pay dividends in 2026. 			
7	<p>Thông qua việc sửa đổi Điều lệ, Quy chế nội bộ về quản trị Công ty, Quy chế hoạt động của HĐQT và Ban Kiểm soát.</p> <p><i>Approve the amendment of the company Charter, internal regulations on corporate governance, and regulations on the operation of the Management Board and the Supervisory Board.</i></p>			
8	<p>Thông qua việc lựa chọn danh sách Công ty kiểm toán thực hiện kiểm toán Báo cáo tài chính năm 2026;</p> <p><i>Approve the selection of list auditing company to audit the Financial Statements of Huong Giang company in 2026;</i></p>			

Cổ đông ký xác nhận/ Shareholder confirmed
by signature:

(Lưu ý: Cổ đông vui lòng đánh dấu ✓ vào cột "**tán thành**" hoặc "**không tán thành**" hoặc "**không có ý kiến**" đối với từng nội dung biểu quyết/
(Note: Shareholders please mark ✓ in the "agree" or "disagree" or "have no idea" column for each voting content)



CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG
HUONG GIANG TOURIST JSC

Mã số DN/Enterprise Code: 3300101124

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NGÀY 17/4/2026
ANNUAL GENERAL SHAREHOLDER MEETING ON APRIL 17th, 2026

Dự thảo

PHIẾU BẦU CỬ/VOTING SLIP

THÀNH VIÊN HỘI ĐỒNG QUẢN TRỊ, NHIỆM KỲ 2026 - 2031
MEMBER OF BOM, TERM 2026-2031

Tên cổ đông/Name of shareholder:	
Mã cổ đông/Shareholder code:	
Số cổ phần sở hữu/Number of share own:	
Tổng số phiếu được bầu:	
Mã đăng nhập và mật khẩu/User & password:	

DANH SÁCH BẦU/ ELECTION LIST

Thành viên HĐQT nhiệm kỳ 2026 - 2031

Member of BOM, Term 2026-2031

Stt No.	Họ và Tên Full name	Số phiếu bầu/ Number of votes Viết số lượng cụ thể phiếu bầu cho ứng viên Write the specific number of votes for each candidate.
1		
2		
3		
4		
	Tổng số phiếu bầu/ Total number of votes	

Cổ đông ký xác nhận/ Shareholder confirmed
by signature:



CÔNG TY CỔ PHẦN DU LỊCH HƯƠNG GIANG
HUONG GIANG TOURIST JSC

Mã số DN/Enterprise Code: 3300101124

ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NGÀY 17/4/2026
ANNUAL GENERAL SHAREHOLDER MEETING ON APRIL 17th,2026

Dư thảo

PHIẾU BẦU CỬ/VOTING SLIP

THÀNH VIÊN BAN KIỂM SOÁT, nhiệm kỳ 2026 - 2031
MEMBER OF BOS, TERM 2026-2031

Tên cổ đông/Name of shareholder:	
Mã cổ đông/Shareholder code:	
Số cổ phần sở hữu/Number of share own:	
Tổng số phiếu được bầu:	
Mã đăng nhập và mật khẩu/User& password:	

DANH SÁCH BẦU/ ELECTION LIST

Thành viên Ban Kiểm soát nhiệm kỳ 2026 - 2031

Member of BOS, Term 2026-2031

Stt No.	Họ và Tên Full name	Số phiếu bầu/ Number of votes Viết số lượng cụ thể phiếu bầu cho ứng viên Write the specific number of votes for each candidate.
1		
2		
3		
	Tổng số phiếu bầu/ Total number of votes	

Cổ đông ký xác nhận/ Shareholder confirmed by signature:

Huế, ngày 17 tháng 4 năm 2026
Hue City, April 17th 2026

Dự thảo

NGHỊ QUYẾT
ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2026 (NIÊN KHÓA 2025)
RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026 (YEAR OF 2025)

- Căn cứ Luật doanh nghiệp số 59/2020/QH14 ngày 17/06/2020;
Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020;
- Căn cứ Điều lệ hoạt động của Công ty cổ phần du lịch Hương Giang;
Pursuant to the operation charter of Huong Giang Tourist Joint Stock Company;
- Căn cứ Biên bản Đại hội đồng cổ đông thường niên của Công ty cổ phần Du lịch Hương Giang đã được Đại hội đồng cổ đông thông qua ngày 17/4/2026;
Pursuant to the Minutes of the Annual General Meeting of Shareholders of Huong Giang Tourist Joint Stock Company approved by the General Meeting of Shareholders on April 17th, 2026;

QUYẾT NGHỊ/RESOLUTION:

Điều 1: Đại hội đồng cổ đông thường niên ngày 17 tháng 4 năm 2026 của Công ty Cổ phần Du lịch Hương Giang đã quyết nghị như sau:

Article 1: *The Annual General Meeting of Shareholders on April 17th, 2026 of Huong Giang Tourist Joint Stock Company decided as follows:*

Quyết nghị 1: Thông qua Báo cáo của HĐQT đánh giá kết quả hoạt động năm 2025 và phương hướng hoạt động năm 2026.

Content 1: *Approve the report of the Management Board on evaluating the performance in 2025 and the direction of operation in 2026;*

Quyết nghị 2: Thông qua Báo cáo của Ban Tổng Giám đốc Công ty về kết quả hoạt động SXKD năm 2025 và Kế hoạch kinh doanh năm 2026;

Content 2: *Approve the Report of the Board of Directors on the results of production and business activities in 2025 and the business plan in 2026;*

Quyết nghị 3: Thông qua Báo cáo của Ban Kiểm soát Công ty về công tác giám sát năm 2025 và phương hướng hoạt động năm 2026;

Content 3: *Approve the Report of the Board of Supervisors of the Company on supervision in 2025 and operation direction in 2026;*

Quyết nghị 4: Thông qua Báo cáo tài chính của Công ty năm 2025 đã được Công ty TNHH Hãng kiểm toán AASC kiểm toán.

Content 4: *Approve the Company's financial statements for 2025 audited by AASC Auditing Firm Co., Ltd.*

Quyết nghị 5: Không tiến hành chi trả cổ tức, thù lao HĐQT và BKS năm 2025.

Content 5: *Not paying dividends and remuneration for the Management Board and Supervisory Board for year 2025.*

Quyết nghị 6: Phê duyệt chỉ tiêu kế hoạch lợi nhuận, trích lập các quỹ và cổ tức năm 2026, cụ thể như sau:

Content 6: *Approval of profit plan targets, setting aside funds and dividends in 2026, specifically as follows:*

- (1) Dự kiến lợi nhuận sau thuế của Công ty năm 2026 (lỗ): **(2,498) tỷ đồng**
Expected profit after tax of the Company in 2026 (loss): (2.498) billion VND
- (2) **Không tiến hành** trích lập quỹ và không chia thù lao của HĐQT và Ban Kiểm soát năm 2026.
Not establishing funds and no remuneration of the Board of Management and Supervisory Board in 2026.
- (3) **Không tiến hành chi trả cổ tức năm 2026.**
Not paying dividends in 2026.

Quyết nghị 7: Phê duyệt việc sửa đổi Điều lệ, Quy chế nội bộ về quản trị Công ty, Quy chế hoạt động của HĐQT và BKS như sau: đính kèm nội dung Điều lệ và các Quy chế.

Content 7: *Approve the amendment of the HGT Operating Charter, Internal regulations on corporate governance, operating regulations of the Management Board and Supervisory Board. Attach content of Charter and Regulations*

Quyết nghị 8: Thông qua việc ủy quyền cho Ban kiểm soát lựa chọn công ty kiểm toán có chất lượng để thực hiện kiểm toán báo cáo tài chính của Công ty năm 2026. Danh sách các Công ty kiểm toán gồm:

Content 8: *Approve the authorization for the Board of Supervisors to select a qualified auditing company to audit the financial statements of the Company in 2026. The list of auditing companies includes:*

- (1) Công ty TNHH Hãng Kiểm toán (AASC)
Audit Firm Company Limited (AASC)
- (2) Công ty TNHH Kiểm toán KPMG – Chi nhánh Hồ Chí Minh
KPMG Auditing Company Limited – Ho Chi Minh Branch
- (3) Công ty TNHH Ernst & Young
Ernst & Young Co., Ltd

Quyết nghị 9: Thông qua kết quả Bầu cử Hội đồng quản trị Công ty nhiệm kỳ 2026-2031, cụ thể:

Content 9: *Approval of the results of the election of the Board of Management of the Company for the term 2026-2031, specifically:*

Những cá nhân sau đây trúng cử Hội đồng quản trị Công ty cổ phần Du lịch Hương Giang, nhiệm kỳ 2026 – 2031: *The following individuals have been elected to the Board of Management of Huong Giang Tourist JSC for the term 2026 – 2031:*

Stt No.	Họ và Tên Full name	Số phiếu bầu No. of votes	Tỷ lệ % Percentage %

Quyết nghị 10: Thông qua kết quả Bầu cử Ban Kiểm soát Công ty nhiệm kỳ 2026-2031, cụ thể:

Content 10: *Approval of the results of the election of the Board of Supervisors of the Company for the term 2026-2031, specifically:*

Những cá nhân sau đây trúng cử Ban Kiểm soát Công ty cổ phần Du lịch Hương Giang, nhiệm kỳ 2026 – 2031/*The following individuals have been elected to the Board of Supervisors of Huong Giang Tourist JSC for the term 2026 – 2031:*

Stt No.	Họ và Tên Full name	Số phiếu bầu No. of votes	Tỷ lệ % Percentage %

Điều 2: Nghị quyết này có hiệu lực kể từ ngày 17 tháng 4 năm 2026.

Article 2: *This Resolution takes effect from April 17th, 2026.*

Điều 3: Hội đồng Quản trị, Ban Kiểm soát, Ban Tổng Giám đốc và Cổ đông Công ty Cổ phần Du lịch Hương Giang chịu trách nhiệm thi hành nghị quyết này./.

Article 3: *The Board of Management, Board of Supervisors, Board of Directors and Shareholders of Huong Giang Tourist Joint Stock Company are responsible for the implementation of this resolution./.*

Nơi nhận/Recipients:

- Như điều 3/As article 3;
 - UBCK Nhà nước, HNX/ SSC;HNX
 - Công bố website Công ty/ Published on Company's website;
 - Lưu VT, Thư ký HĐQT;
- Record: reception, BOM secretary;

**TM. ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN
For. ANNUAL GENERAL SHAREHOLDER MEETING
Chủ tọa đại hội – Chairman of the meeting**

Toshihiko Takahashi

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
SOCIALIST REPUBLIC OF VIET NAM

Độc lập – Tự do – Hạnh phúc
Independence – Freedom – Happiness

....., ngày/*date* tháng/*month* Năm/*year* 2026

GIẤY ỦY QUYỀN – *POWER OF ATTORNEY*
Tham dự đại hội cổ đông thường niên 2026 (niên khóa 2025)
của Công ty Cổ phần Du lịch Hương Giang (HGT)
To attend the HGT's Annual GSM 2026 (fiscal year 2025)

1. Tôi tên là/*Full name*:
Số CCCD/Hộ chiếu (*ID/Passport No.*) (1*):
Ngày cấp/*Date of issued*:
Nơi cấp/*Place of issued*:
Địa chỉ thường trú/*Permanent address* (2*):
Đang sở hữu số cổ phần (**mệnh giá 10.000 đồng/CP**) của Công ty Cổ phần Du lịch Hương Giang là:cổ phần;
Owning a number of shares (par value 10,000 VND / share) of Huong Giang Tourist Joint Stock Company is: Shares;
(*Bằng chữ*:)
(*By words*:)

2. Người được ủy quyền tham dự/biểu quyết tại Đại hội đồng cổ đông thường niên/
Authorized person to attend/voting at the HGT's Annual General Shareholders Meeting:

Họ và tên/*Full name*:
Số CCCD/Hộ chiếu/*(ID/Passport No.)*:
Ngày cấp/*Date of issued*:
Nơi cấp/*Place of issued*:

Hoặc cổ đông có thể ủy quyền cho các ông/bà có tên sau/ Or shareholders may authorize for the following members:

- | | | |
|-----------------------------------|--|--------------------------|
| 1. Ông/Mr. Toshihiko Takahashi | - Chủ tịch HĐQT/ <i>BOM Chairman</i> | <input type="checkbox"/> |
| 2. Ông/Mr. Johnny Cheung Ching Fu | - TV. HĐQT, TGD/ <i>BOM Member, GD</i> | <input type="checkbox"/> |
| 3. Ông/Mr. Lê Bá Giang | - Thành viên HĐQT/ <i>BOM Member</i> | <input type="checkbox"/> |
| 4. Bà/Ms. Fumiyo Okuda | - Thành viên BKS/ <i>Member of BOS</i> | <input type="checkbox"/> |
| 5. Ông/Mr. Lê Đức Quang | - Trưởng ban BKS/ <i>Head of BOS</i> | <input type="checkbox"/> |
| 6. Ông/Mr. Nguyễn P Quý Thịnh | - Thành viên BKS/ <i>Member of BOS</i> | <input type="checkbox"/> |

(*Vui lòng đánh dấu ✓ vào ô lựa chọn/Please tick ✓ in the checkbox*)

3. Nội dung ủy quyền/ **Authorized content:**

Người được ủy quyền được quyền tham dự trực tiếp/ hoặc đăng nhập trực tuyến và được biểu quyết các nội dung tại Đại hội đồng cổ đông thường niên 2026 (niên khóa 2025) của Công ty Cổ phần Du lịch Hương Giang **ngày 17 tháng 4 năm 2026.**

The authorized person has right to attend/login/voting at the 2026 Annual General Shareholders Meeting (fiscal year 2025) of Huong Giang Tourist Joint Stock Company on April 17th, 2026.

Giấy ủy quyền này có hiệu lực kể từ ngày ký cho đến khi kết thúc đại hội.

This power of attorney is effective from the date of signing until the end of the General shareholder meeting.

Tôi (*chúng tôi*) xin cam đoan không khiếu nại về kết quả biểu quyết của người được tôi (*chúng tôi*) ủy quyền trên đây/ *I (we) hereby declare not to complain about the voting results of the authorized person./.*

Người được ủy quyền/Authorized person
(Ký, ghi rõ họ tên/Signed, write full name)

Người ủy quyền/ Authorizing Person (3*)
(Ký, ghi rõ họ tên/Signed, write full name)

Ghi chú/Note:

(1*): Nếu cổ đông là tổ chức thì ghi số giấy phép đăng ký kinh doanh/ *If the shareholder is an organization, write down the business registration license number;*

(2*): Nếu cổ đông là tổ chức thì ghi địa chỉ trụ sở chính/ *If the shareholder is an organization, write the address of the head office;*

(3*): Nếu cổ đông là tổ chức thì người đại diện theo pháp luật ký tên và đóng dấu/ *If the shareholder is an organization, the legal representative will sign and seal;*

• Nếu ủy quyền cho các thành viên theo danh sách đề xuất nêu trên thì không cần phải ghi số CCCD hoặc hộ chiếu/ *If authorizing members according to the above proposed list, it is not necessary to write ID or passport number;*

• Người được ủy quyền trình Giấy ủy quyền này kèm theo CCCD (bản sao) cho Ban Tổ Chức trước giờ khai mạc đại hội từ **13h30 đến 14h00 ngày 17/04/2026.** Hoặc gửi trước về địa chỉ: Ông Hồ Văn Toại – Tổ trưởng Thư ký HĐQT Công ty Cổ phần Du lịch Hương Giang, số 02 Nguyễn Công Trứ, thành phố Huế (Điện thoại: 0234.3826070; E-mail: toaihv.hgt@huonggiangtourist.com) nhằm tạo điều kiện cho Ban tổ chức tổng hợp danh sách được sớm hơn.

Authorized person submitted this Power of Attorney with ID card (copy) to the Organization Board before the opening time of the meeting from 13:30 to 14:00 on April 17th, 2026. Or send to Mr. Ho Van Toai – BOM's Secretary of Huong Giang Tourist Joint Stock Company. Address: 02 Nguyen Cong Tru street, Hue City (Telephone: 0234.3826070; E-mail: toaihv.hgt@huonggiangtourist.com) to create conditions for the Organization Board to summary the list earlier.

Draft

Hue, April 17, 2026

**REGULATIONS ON ORGANIZATION AND WORKING
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2026
HUONG GIANG TOURIST JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17th 2020 and its guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019; its guiding documents;
- 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 Securities Law; Decree 245/2025/ND-CP dated September 11, 2025, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of articles of the Securities Law;
- Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of provisions on corporate governance applicable to public companies in 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 the Charter of organization and operation of HUONG GIANG TOURIST JOINT STOCK COMPANY;
- Pursuant to the practical needs activity of HUONG GIANG TOURIST JOINT STOCK COMPANY;

In order for the Meeting to work with high results, follow the plan and regulations of the operation charter of **HUONG GIANG TOURIST JOINT STOCK COMPANY**, the BOM of the Company develops the Regulation on organization and working The General Meeting's contents are as follows:

Target:

- Ensure the principles of openness, fairness, transparency and democracy;
- Create favorable conditions for the organization and conduct of the General Meeting of Shareholders;

**CHAPTER I
GENERAL PROVISIONS**

Article 1. Scope of application

- 1.1 This Regulation is used for organizing the 2026 Annual General Meeting of Shareholders of HUONG GIANG TOURIST JOINT STOCK COMPANY (hereinafter referred to as the "Company").
- 1.2. This Regulation specifies the rights and obligations of the parties participating in the General Meeting of Shareholders (hereinafter referred to as "the General Meeting"), the conditions and methods of conducting the meeting.

Article 2. Subjects of application

Shareholders and participating parties are responsible for complying with the provisions of this Regulation.

Article 3. Objectives of the Meeting

as follows:

- *Ensuring the interests of shareholders;*
- *Fair treatment among shareholders;*
- *Ensuring the role of the people with interests related to the Company;*
- *Transparency in the Company's operations;*
- *Comply with the provisions of Laws and the company's Charter;*

Article 4. Interpretation of terms

4.1 In this regulation, the words and phrases below are defined as follows:

a. "Shareholder" means an individual / organization that owns shares of the Company and is named in the list of closing rights to attend the meeting.

b. "Related person" is an organization or individual having direct or indirect relationship with the Company as defined in Clause 23, Article 4 of the Enterprise Law, Clause 42, Article 4 of the Securities Law.

c. "Major Shareholder" is a shareholder directly or indirectly owning 5% (five percent) or more of the voting shares of the Company.

d. "Online General Meeting of Shareholders" means the attendance and voting by shareholders at the General Meeting of Shareholders in case of attending and voting via online conference, electronic voting or electronic form other.

e. "E-voting" means the voting or voting by shareholders in the form of electronic voting through the Company's electronic voting system (hereinafter referred to as the "E-voting" system) or voting system. third-party electronics appointed by the Company.

f. "Account" means the username and password provided by the Company to shareholders to participate, access and vote on the Company's electronic voting system. Accounts are issued based on the participant's identifiable information registered with the Company.

g. "One-time password (OTP)" is a one-time password for a certain period of time to authenticate shareholders when shareholders log in to the system to attend the meeting and vote electronically on the E-voting system.

h. "Login password" is the password provided by the Company to shareholders by meeting invitation letter and / or email to shareholders. Shareholders can use login password or OTP to log into the system when attending the meeting and voting on E-voting system.

i. "Login code (ID) of shareholders" is the identity card number; Citizen card number; Business code; Foreign investor identification number, or other forms, have been registered with the Company or registered at the Vietnam Securities Depository and Clearing Corporation (VSDC).

k. Other terms and terms as provided in the Company Charter.

4.2. In this Regulation, references to one or several provisions or legal documents will include the amendments or replacements of such documents.

CHAPTER II

RIGHTS AND OBLIGATIONS OF THE PARTIES TO THE GENERAL MEETING

Article 5. Participants in the Meeting

Shareholders owning shares of the Company in the list of shareholders closed by the Vietnam Securities Depository and Clearing Corporation on: **March 13th, 2026.**

Article 6. Rights and obligations of the shareholders

6.1. Rights of shareholders when attending the meeting:

- a. All shareholders of the company have the right to attend and vote on matters under the authority of the meeting.
- b. In case shareholders cannot attend the meeting, shareholders can authorize others to attend and vote on matters under their authority.
- c. In case a shareholder authorizes another person in writing to attend the meeting, the following provisions shall apply:

- *For individual shareholders, the authorization document must be signed by the shareholder and the person authorized to attend the meeting;*
 - *For institutional shareholders, the authorization document must bear the signature of the head of the organization / legal representative of the organization, the seal of the organization, the full name of the signature and signature of the authorized person.*
- d. In case a shareholder authorizes another person to attend the meeting online, follow the provisions below:
- *Shareholders use a valid ID and password / OTP to log into the system, then go to "Authorize" to declare the authorization. An individual shareholder is only authorized for 01 (one) other person to attend the meeting and must authorize all rights corresponding to the number of shares owned by that shareholder.*
 - *For institutional shareholders, it is possible to authorize many people to attend the meeting and must clearly state the number of shares of each authorized person. The total number of authorized shares must not exceed the number of shares owned*
 - *After the declaration of authorization, shareholders send E-mail this authorization letter to the GSM Organization Board at the address: toaihv.hgt@huonggiangtourist.com. The authorization will only take effect when the Organization Board of the General Meeting confirms the completion of the authorization.*
 - *Shareholders are not allowed to change the authorization when authorized. If a shareholder wants to change the authorization, contact the Investor Relations Department 03 (three) days before the opening of the meeting. In order to change the authorization, the previous voting results (if any) of the former attorney will be canceled.*
- e. If shareholders attend the online meeting (attend the meeting remotely), the provisions are as follows:
- *Pursuant to Point c, Clause 3, Article 144 of the 2020 Law on Enterprises, the shareholder attending and voting online is also considered as attending the meeting directly. Therefore, the shareholders who log into the online meeting / voting system of the Company are considered direct attending shareholders and the voting results are as valid as the shareholders voting directly at the General Meeting.*
 - *Shareholders participate in the meeting through the form of using a login code (ID) and password or OTP to log into the system when the meeting is held.*
 - + *Login code (ID) of shareholders is: Identity card number; Citizen card number; Business code; Foreign investor code.*
 - + *After the shareholder logs in to the system, the OTP will be sent to the shareholder's phone number or the authorized person's phone number.*
 - + *In case shareholders change their phone number, contact the Company to update the new phone number.*
 - + *In case shareholders change personal information, you should contact the depository member where you open the account to update. For shareholders who have not yet deposited, please contact the Company for updates.*
- f. In addition to documents distributed in the meeting, each shareholder attending the meeting was also entitled to receive votes, on which the number of voting shares that that shareholder held or authorized. This vote is used when the Chairman proposes to vote on the discussed issues and / or asks for opinions of the Meeting.
- g. For shareholders attending the online Meeting, voting is done through the online voting system.
- h. Shareholders who attend the General Meeting of Shareholders late have the right to register immediately and then have the right to participate and vote at the meeting, but the Chairman is not responsible for stopping the meeting to allow late shareholders to register and take effect. Voting conducted in the past will not be

affected. This provision also applies to shareholders who log in to the system to attend the online meeting.

6.2. Obligations of the shareholder attending the meeting

- The costumes of the delegates to the meeting ensures politeness and formality;
- Participate fully in the General Meeting in accordance with the regulations of the Company. If unable to attend, you must authorize (authorize in writing or authorize online) for the representative to participate in accordance with regulations or participate in the online meeting according to the instructions of the Company;
- Shareholders or shareholders' representatives attending the meeting must complete the registration procedures to attend the meeting with the Annual General Meeting or complete the login to the system in case of remote meetings.;
- Comply with the conditions and procedures specified in the company's Charter and this Regulation ;
- Seriously abide by the working regulations at the Meeting, respect the working results at the meeting.

Article 7. Rights and obligations of the Chairman of the Meeting

7.1 Chairman of the Meeting:

The Chairman of the Meeting is the Chairman of the BOM or the person elected by the General Meeting, acting as the chairperson of the General Meeting of Shareholders. The place where the chairperson of the meeting is considered is the venue for the meeting

7.2 The Chairman of the Meeting has the following rights and obligations:

- a) Controlling the Meeting to implement the work program in a valid and orderly manner.
- b) When there are events arising outside the agenda of the Meeting, the Chairman will discuss with other members of the Organizing Board (before the meeting starts), or the Presiding Group (during the meeting) to find a way out. However, in the case of many different opinions, any opinion with the Chairman's support will be decisive.
- c) Have the right to take the necessary measures to control the meeting in a reasonable, orderly, proper manner according to the approved agenda and reflect the wishes of the majority of the meeting;
- d) Have the right to postpone the Meeting with the required number of delegates to another time and at a place decided by the Chairman without consulting the Meeting, if it is found that:
 - *The meeting place does not have enough seats for all meeting participants;*
 - *Attendees have acts of obstructing, disturbing order, risk of making the meeting not being conducted fairly and legally.*
 - *Procrastination is required in order for the Meeting to be properly conducted.*

The delay must not exceed three days from the date the meeting is scheduled to open

Article 8. Rights and obligations of the Presiding Delegation

1. The Presiding Delegation: Be a member of the BOM, BODs or Shareholders of the Company and approved by delegates attending the meeting.
2. Obligation:
 - It is the highest authority that governs any task at the Meeting;
 - Guide and answer shareholders' questions about the issues raised in the agenda of the meeting;
 - Operate and preside over voting to approve the issues raised in the meeting in accordance with the provisions of law and the Company's charter.

Article 9. Rights and obligations of the Secretary of the Meeting

- 9.1 The Secretary of the Meeting is appointed by the Chairman, has the task of assisting the Chairman in recording and making minutes and resolutions of the Meeting;
- 9.2 Responsible for the truthfulness, accuracy and completeness of the Minutes and Resolutions of the General Meeting of Shareholders;

9.3 Perform other duties assigned by the Chairman during the General Meeting's pause.

Article 10. Rights and obligations of the Shareholders' Status Inspection Board and Vote Counting Board

- 10.1 The Shareholders' Inspection Board is established by the Organization Board of the Meeting, is responsible:
- a) Make a list of shareholders attending the meeting.
 - b) Collect and check meeting invitations, authorization papers to attend the meeting.
 - c) Check the validity of shareholders to attend the online meeting.
 - d) Check that the attending shareholders are complete and have the right ingredients.
 - e) Prepare a report to verify shareholder status to report to the Meeting.
 - f) Distribute meeting materials and votes to the shareholders before entering the hall.
- 10.2 The Vote Counting Board has 3 members introduced by the Chairman so that the Meeting can elect from among the delegates attending the Meeting. The participants of the Vote Counting Board are not concurrently the Secretary of the Meeting. The Vote Counting Board is responsible for guiding the voting rules, guiding shareholders to vote online, checking and supervising the voting, organizing the counting of votes, making minutes and announcing the results of counting votes before the meeting, then submit the Minutes to the Chairman of the Meeting.
- 10.3 Shareholders who attend the meeting and vote online are recorded by the system voting at the end of voting for each content of the meeting or recording the voting results at the end of voting. Shareholders are responsible for the voting results when logged in with the ID and OTP provided by the Organization Board.
- 10.4 Online shareholders who are disconnected before voting ends, the content that shareholders have voted will be recorded and content that has not been voted will not be counted when counting votes. In case the shareholder is reconnected, the shareholder is allowed to continue to vote for un-voting contents.
- 10.5 The Vote Counting Board is responsible for the truthfulness and accuracy of the vote counting results.

CHAPTER III ORDER OF THE GENERAL MEETING

Article 11. Conditions for the meeting

A meeting of the General Meeting of Shareholders is conducted when the number of attending shareholders represents at least **51%** of the total number of voting shares of the Company according to the list of shareholders invited to the meeting when deciding to convene the meeting. This rate is calculated on the number of shareholders representing the number of shares participating in direct, online and authorized.

In case the 1st Meeting does not have a sufficient rate of conduct, the Company will organize the 2nd and 3rd Meeting according to the provisions of the Charter and the Enterprise Law.

Article 12. Form Conducted

- 12.1 The Meeting is scheduled to take place in ½ days.
- 12.2 The meeting will in turn discuss and approve the contents stated in the agenda of the Annual General Meeting of Shareholders according to the agenda approved by the shareholders.
- 12.3 Order of conducting the meeting (according to the agenda)

CHAPTER IV MEETING PROCEDURE AND DECISION SCHEDULE

Article 13. Procedures for conducting and voting at the General Meeting of Shareholders

13.1 Before the opening of the meeting, the Company must proceed with the shareholder registration procedure and must do so until all shareholders who have the right to attend the meeting have registered.

13.2 Expressing opinions at the Meeting

a. Shareholders attending the meeting, when wishing to express their opinions, must obtain the consent of the Chairman of the meeting. Shareholders made a short speech and focused on the right focus contents to be exchanged, in accordance with the approved agenda of the meeting. The Chairman of the meeting will invite / request shareholders to speak in the order of registration or the expected internal speech, and at the same time answer questions of shareholders.

b. Online shareholders can speak and give comments to the Meeting through the E-voting system connected to the Annual General Meeting online chat to the Board or via the online conversation screen Meeting secretary. When shareholders register to speak, the Chairman of the meeting is the person who decides to choose which shareholder to speak. When a shareholder is selected to speak, a link will be displayed on the shareholder connected device for shareholders to click on that link to speak. The Chairman of the meeting will disqualify the meeting when shareholders intentionally do not comply with the provisions of the meeting, have acts of disrupting, causing disorder or having actions that directly affect the management

13.3 Perform voting :

a. In case shareholders attending the meeting in-person: When registering shareholders, the Company grants each shareholder or authorized representative a voting right, on which the registration number, full name of the shareholder, and number of voting shares are recorded of that shareholder. At the request of the Chairman, when voting at the meeting, with the content required to vote, the Organizing Board sent shareholders to vote, clearly stating the voting contents (Voting votes printed on white A4 paper with the stamp of Huong Giang Tourist Joint Stock Company). Shareholders agree, disagree or have no opinion for each content by ticking ✓ in the selection box on the respective voting ballot and signing below for confirmation. Shareholders who do not confirm in the selection box on the vote or do not send votes to the Vote Counting Board are considered as having no opinion. The Meeting elects the people responsible for counting votes or supervising the counting of votes at the proposal of the Chairman. The number of members of the vote counting board is decided by the General Meeting of Shareholders based on the proposal of the Chairman of the meeting.

b. Shareholders or authorized representatives who arrive after the meeting has opened have the right to immediately register and then have the right to participate and vote at the meeting right after registration. The chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the previously voted contents does not change.

c. Shareholders can choose to vote and vote by placing them directly in the ballot box at the General Meeting of Shareholders; or vote, vote through the General Meeting of Shareholders online E-voting results are as valid as shareholders vote directly at the meeting.

d. In case shareholders attend the online meeting:

- *Shareholders who log into the online meeting system of the Company are considered as direct attending shareholders and shareholders are obliged to keep their login information, passwords, and OTP confidential. In any case, the Company is not responsible when shareholders disclose this information.*

- *Shareholders attend the online meeting by using their account (including login code and password) to log in and meet online meeting according to the program, the plan of the online meeting was announced.*

- *When shareholders perform electronic voting, depending on the progress of the meeting, shareholders choose one of the voting options as follows:*

+ *For the contents: Electing the Presidium; Electing the Vote Counting Board; Approve regulations of the Meeting; Approve the agenda and content; Approving the minutes and resolutions of the meeting ..., shareholders choose one of the options: "Agree" or "Disagree", or "Have no opinion"*

+ For the contents in the Proposals, shareholders choose one of two options: either "Agree" or "Disagree" or "Have no idea".

- For contents related to cumulative voting, Shareholders will enter the number of votes for each corresponding candidate or click to vote equally to divide the total number of votes that can be voted for candidates. (Total number of votes can be voted = Total shares held by shareholders or representatives * Number of members elected)

(Note: The total number of votes entered in each box must be less than or equal to the total number of votes that can be cast.)

- In case shareholders change their phone number, you should contact the Company's shareholder management to update the new phone number.

- In case shareholders change personal information, you should contact the Depository Center / Depository Center members where shareholders open their accounts to update. For non-custodial shareholders, you should contact the Company's shareholder management for updates. In case shareholders change their phone book, shareholders complete the shareholder information change form and send an email to the Company at the email address: toaihv.hgt@huonggiangtourist.com and at the same time send the delivery by post the original to the Company. The shareholders need to change this phone number right after the change and before each time the Company closes the rights to ensure the interests of shareholders.

- Online meeting documents are posted on the website of the Company. Shareholders visit the Website: www.huonggiangtourist.com, section "Shareholders> Annual General Meeting of Shareholders 2026" to learn about the meeting documents.

- Shareholders attending the online Meeting vote through the online voting system: hgt.bvote.vn. Log-in link to attend the meeting and vote online at each meeting session will be shown on the invitation letter and / or email to the shareholders.

- Shareholders can vote on the contents of the meeting before the opening date of the meeting. The voting time is decided by the BOM and assigned to the Organizing Board of the Meeting to implement. The voting time must be announced in the invitation letter to Shareholders or specified in the regulations of the Meeting. Shareholders who vote before and during the meeting mean that Shareholders attend and vote at the meeting.

- Shareholders attending the meeting after the opening time have the right to register to participate and vote at the meeting, but the Chairman is not responsible for stopping the meeting to allow late shareholders to register and the validity of the meetings. Decisions made previously will not be affected.

- In case shareholders disconnect before the closing time of the meeting, the issues that shareholders have voted will be counted for votes, the contents that shareholders have not yet voted will not be included in the total number of votes. In case a shareholder votes once, before the end of voting time, the shareholder disconnects before sending voting results, the number of shares with voting rights of such shareholder will not be included in the total number of votes decided.

- For shareholders who vote before the opening date of the meeting, on the date of the meeting, if such content is changed / supplemented / adjusted, the shareholders will vote again according to the changed / supplemented content. / adjust that.

- Shareholders attending the online meeting self-manage and use the granted access to participate in the online meeting in accordance with the regulations and instructions of the Company; prepare conditions for equipment, connection to be able to access and participate in the online meeting according to the program and plan announced by the Company.

13.4 Counting votes:

a. Shareholders attending the meeting vote by marking the votes distributed at the General Meeting of Shareholders and placing them in the ballot box located in the meeting room. The valid and signed vote of the Shareholder is the evidence to confirm the Shareholder's voting opinion on the issue stated in the vote.

b. When shareholders make votes, vote online:

- The number of votes of each candidate is recorded on the system by: number of votes for approval, number of cards against and number of cards with no opinion. The election of the

Management Board and the Supervisory Board is conducted through cumulative voting. In the case of arising contents outside the agenda sent to the shareholders, shareholders can vote, elect additionally. Any content a shareholder does not vote, the number of voting shares of that shareholder is not included in the total number of votes.

- Shareholders can change the results of voting, voting; to vote, elect additionally for the arising contents, the online system only uses the voting results, the last election at the end of the voting and election.

c. In necessary cases and if the shareholders request, the meeting will appoint one (01) or some shareholders with no interests related to the content of the vote, to vote to supervise the vote counting.

d. At the end of voting, the electronic voting system of the Company will record and display the results of each content that the shareholders have voted. In case a shareholder votes by direct paper ballot at the meeting, the Vote Counting Board shall copy the voting results of the shareholder into the E-voting system. The final vote counting results are the voting results of online participating shareholders and the voting results of direct participating shareholders.

13.5 Notification of vote counting results

Vote counting results are announced right at the General Meeting of Shareholders after completing the vote counting.

13.6 Notice of decisions of the General Meeting of Shareholders to the public:

Announcing the decisions of the General Meeting of Shareholders to the public complies with the Information Disclosure of the Enterprise Law, the Securities Law and relevant legal documents.

13.7 The Company applies to the utmost modern information technology solutions to facilitate shareholders to participate in the online General Meeting of Shareholders in the most convenient way.

13.8 The Chairman of the BOM shall act as the chairperson of the meetings convened by the BOM. In case the Chairman is absent or temporarily incapable of working, the remaining members of the BOM shall elect one of them to chair the meeting according to the majority rule. In case a person cannot be elected, the Head of the Supervisory Board shall control for the General Meeting of Shareholders to elect the chairman of the meeting from among the attendees and the person with the highest votes shall chair the meeting.

In other cases, the person who signs to convene the General Meeting of Shareholders controls the meeting of the General Meeting of Shareholders to elect the chairman of the meeting and the person with the highest number of votes shall be appointed to chair the meeting.

13.9 The agenda and content of the meeting must be approved by the General Meeting of Shareholders in the opening session. The agenda must define clearly and in detail the timing of each issue in the agenda.

13.10 The chairman of the meeting can carry out necessary activities to control the meeting of the General Meeting of Shareholders in a valid, orderly manner, according to the approved program and reflects the wishes of the majority of delegates attend.

13.11 The Chairman of the meeting may postpone the meeting when there is a consensus or request of the General Meeting of Shareholders that has had the necessary number of participants in accordance with the provisions of Clause 8, Article 146 of the Law on Enterprises.

13.12 The person who convenes the General Meeting of Shareholders has the right to request the shareholders or authorized representatives attending the General Meeting of Shareholders to be examined or other legal and reasonable security measures. In case there is a shareholder or an authorized representative that fails to comply with the above provisions on inspection or security measures, the convener of the General Meeting of Shareholders after careful consideration has the right to refuse or expel the above shareholder or representative from the meeting.

13.13 The convener of the General Meeting of Shareholders, after careful consideration, can take appropriate measures to:

- a. Arrange seats at the meeting place of the General Meeting of Shareholders;
- b. Ensure safety for everyone present at meeting locations;
- c. Create conditions for shareholders to attend (or continue to attend) the meeting. The person who convenes the General Meeting of Shareholders has full rights to change the above measures and apply all necessary measures. The applied measures may be the issuance of admission permits or use of other options.

13.14 In case the meeting of the General Meeting of Shareholders applies the above measures, the convener of the General Meeting of Shareholders when determining the venue of the meeting may:

- a. Notice the meeting is conducted at the location stated in the notice and the chairman of the meeting is present there ("Main Venue of the meeting");
- b. Arrange, organize so that shareholders or authorized representatives who cannot attend the meeting under this Article or those who want to attend at a venue other than the main venue of the meeting can concurrently attend the meeting;

A notice on the organization of a meeting does not need to detail the measures of organization under this Article.

13.15 In the Company Charter (unless otherwise required by circumstances), all shareholders are considered to attend the meeting at the main venue of the meeting.

13.16 Annually, the Company organizes a meeting of the General Meeting of Shareholders at least one (01) time. The Annual General Meeting of Shareholders of the Company is held in accordance with the provisions of Clause 2, Article 139 of the Law on Enterprises.

CHAPTER V APPROVING THE GSM DECISION AND HANDLING WHEN THE AGM'S DISCOUNT PERFORMANCE

Article 14. Approve the Decision of the General Meeting of Shareholders

1. Decisions of the General Meeting of Shareholders on the following issues will be approved when 65% or more of the total votes of the shareholders with voting rights are present in person or through an authorized representative. present at the General Meeting of Shareholders :
 - a. Type of shares and total number of shares of each class;
 - b. Change industry, industry and business area;
 - c. Change the company's organizational structure;
 - d. Investment project or sale of assets with a value equal to or greater than 35% of the total value of assets recorded in the latest financial statements of the company and its branches;
 - e. Reorganization and dissolution of the company.
2. Decisions on other issues within the authority of the General Meeting of Shareholders are passed when approved by shareholders holding more than 50% of the total voting rights of all shareholders present at the meeting, except as stipulated in Clause 1 of this Article and Clauses 3, 4 and 6 of Article 148 of the Enterprise Law.

Article 15. Handling cases where the Meeting fails

- 15.1 In case within 30 minutes from the scheduled opening of the meeting but there is not enough necessary number of shareholders as stipulated in Article 9 of this Regulation, the meeting must be re-convened within 30 days from the date of the first meeting failed.
- 15.2 In the re-convened General Meeting of Shareholders (the 2nd meeting), there should be a number of attending shareholders representing at least 33% of the voting shares of the Company. In case the 2nd Meeting does not have the necessary number of delegates within 30 minutes from the scheduled opening time of the meeting, the 3rd Meeting must be convened within 20 days from the intended date of the meeting 2nd Meeting.
- 15.3 In the 3rd Meeting, the meeting will be conducted regardless of the attendance rate

Article 16. Minutes of the General Meeting of Shareholders

All contents at the meeting of the General Meeting of Shareholders must be recorded by the Secretary of the Meeting in writing and the Resolution. Minutes and resolutions of the meeting are read and approved before the closing of the meeting and are kept at the company.

CHAPTER VI OTHER REGULATIONS

Article 17. Some other regulations

- 17.1** Shareholders attending the meeting, when wishing to express their opinions, must obtain the consent of the meeting chairman. Shareholders gave a short speech and focused on the right focus contents to be exchanged, in accordance with the approved agenda of the meeting. The Chairman of the meeting will arrange for shareholders to speak in the order of registration, and at the same time answer questions of shareholders;
- 17.2** At the online meeting, shareholders can speak and give comments to the Meeting through a video and audio system connected to the GSM or via the chat screen with the Secretariat of the Meeting. When there is a need to speak, Shareholders can register through the online interface of the Meeting at: hgt.bvote.vn The Chairman of the meeting decides which Shareholders are invited to speak and can stop the Shareholder speaking if the time or contents are not related to the meeting content.
- 17.3** Shareholders will be disqualified from the Meeting by the Presidium of the Meeting or the Chairman has the right to disconnect when deliberately not complying with the provisions of the Meeting, having acts of causing disorder, disorder or taking action has a direct influence on the operation of the Meeting.

CHAPTER VII TERMS ENFORCEMENT

Article 18. Effect of the Regulations

This Regulation includes 7 chapters, 18 articles, approved by the General Meeting of Shareholders HUONG GIANG TOURIST JOINT STOCK COMPANY and applies to the annual General Meeting of Shareholders 2026 taking place on April 17th, 2026.

Recipients:

- *The shareholders of the Company;*
- *Members of the BOM, BOS;*
- *Published on the company's website.*
- *Save the company office;*

**HUONG GIANG TOURIST
JOINT STOCK COMPANY**

Draft

Hue City, April 17th 2026

REGULATION

ELECTION OF MEMBERS OF THE MANAGEMENT BOAR AND SUPERVISORY BOARD - HUONG GIANG TOURIST JSC TERM 2026-2031

Pursuant to the Enterprise Law 2020;

Regulations on election of members of the Board of Management (BOM) and Board of Supervisors (BOS) of Huong Giang Tourist Joint Stock Company are implemented as follows:

I. SELF-NOMINATION AND NOMINATION MEMBERS FOR BOM TERM 2026-2031:

1. The number of members of the BOM and the term of the BOM:

- Number of members of the BOM for the term 2026-2031 including 4 members.
- The term of the BOM of Huong Giang Tourist JSC is 05 (five) years.
- The term of a member of the BOM follows the term of the BOM and may be re-elected for an unlimited number of terms.

2. Standards and conditions to be members for the BOM:

Members of the BOM have to meet the following standards and conditions:

- Not liable to be prohibited from establishing and managing enterprises as defined in paragraph 2 of Article 17 of the Law on Enterprises;
- Having professional qualifications and experience in business management of the company and not necessarily being a shareholder of the Company;
- A member of the BOM of the Company can be a member at the same time BOM of another company;
- Other standards as prescribed by law and the Company's Charter.

3. Self-nomination and nomination members for the BOM

Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Management. A shareholder or group of shareholders holding from **10% to less than 20%** of the voting shares may nominate one (1) candidate; **from 20% to less than 30%** can nominate up to two (2) candidates; from **30% to less than 50%** may nominate up to three (3) candidates; from **50% to less than 65%** can nominate up to four (4) candidates and if **65% or more** can nominate a sufficient number of candidates.

In case the number of candidates for the BOM through self-nomination and nomination is still not enough, the incumbent BOM may nominate more candidates or organize the nomination according to a mechanism prescribed by the Company. The nomination mechanism or the way the incumbent BOM nominate candidates for the BOM must be clearly announced and must be approved by the General Meeting of Shareholders before the nomination is made.

4. Dossier of self-nomination and nomination members for the BOM:

- Application to self-nominate(nominate) to be member of the BOM (form).
- Curriculum vitae provided by the candidate (form).
- A valid copy of the ID/passport and other qualifications certifying the applicant's education.

5. List of candidates approved by the general meeting to elect members to the BOM:

Based on the self-nomination and nomination dossiers of a shareholder or a group of shareholders, the Organization Board of the General Meeting of Shareholders of the Company compiles a list of candidates who fully meet the above provisions for the Meeting to approve the list of candidate's election of BOM members.

II. SELF-NOMINATION AND NOMINATION MEMBERS FOR BOS TERM 2026-2031:

1. The number of members of the BOS and the term of the BOS:

- Number of members of the BOS for the term 2026-2031 including 3 members. The BOS must have more than half of its members permanently residing in Vietnam.
- The term of the BOS of Huong Giang Tourist JSC is 05 (five) years.

2. Standards and conditions to be members of the BOS:

Members of the BOS have to meet the following standards and conditions:

- Not falling into the categories specified in Clause 2, Article 17 of the Enterprise Law;
- Being trained in one of the majors in economics, finance, accounting, auditing, law, business administration or in a major suitable to the Company's business activities;
- Not being family members of members of the Board of Management, General Director and other managers;
- Not being a manager of the Company, not necessarily a shareholder or employee of the Company;
- Not being a member or employee of an audit organization approved to audit the Company's financial statements for the previous 3 years;
- Other standards and conditions as prescribed by relevant laws and the Company's Charter;

In addition to the standards and conditions specified above, a member of the Supervisory Board of the Company must not be a related person of the enterprise's managers of the company and company head office; the representative of the capital

portion of the enterprise, the representative of the state capital portion at the company head office and at the Company.

3. Nominate Member for Supervisory Board:

Shareholders or groups of shareholders holding at least 10% of the ordinary shares have the right to nominate candidates to the Supervisory Board. A shareholder or group of shareholders holding **from 10% to less than 20%** of the voting shares may nominate one (1) member; **from 20% to less than 30%** may nominate up to two (2) members; **from 30% to less than 50%** may nominate up to three (3) members; **from 50% to less than 65%** may nominate up to four (4) members and if **from 65% or more** may nominate a sufficient number of candidates.

In case the number of candidates for the Supervisory Board through self-nomination and nomination is not enough, the incumbent Supervisory Board may nominate more candidates or organize the nomination according to the mechanism specified in the Company's Charter and internal regulations on corporate governance. The mechanism by which the incumbent Supervisory Board nominates candidates for the Supervisory Board must be clearly announced and must be approved by the General Meeting of Shareholders before nomination.

4. Dossier of self-nomination and nomination members for the BOS:

- Application to self-nominate(nominate) to be member of the BOM (form).
- Curriculum vitae provided by the candidate (form).
- A valid copy of the ID/passport and other qualifications certifying the applicant's education.

5. List of candidates approved by the general meeting to elect members to the BOS:

Based on the self-nomination and nomination dossiers of a shareholder or a group of shareholders, the Organization Board of the General Meeting of Shareholders of the Company compiles a list of candidates who fully meet the above provisions for the Meeting to approve the list of candidates on election of Supervisory Board members.

III. ELECTION OF MEMBERS TO THE BOM AND BOS FOR TERM 2026-2031:

1. Election subjects:

Company shareholders owning shares or authorized representatives of shareholders have the right to vote to attend the meeting to elect members of the BOM and the BOS.

2. Votes:

2.1. Votes:

- The vote contains information of shareholders: Full name of shareholder or shareholder representative, shareholder code, total number of shares owned and represented, total number of votes.
- The vote contains a list of full names of self-nomination, nomination candidates approved by the General Meeting of Shareholders, sorted by name in the order A, B, C and the number of votes column.

2.2. Valid votes and invalid votes:

a. Valid votes:

- Is the number of valid voting rights of the shareholder and complete the cumulative voting on the electronic voting system.
- The total number of voting right is less than or equal to (\leq) the total number of voting right allowed by that shareholder/representative of that shareholder (equal to the number of shares multiplied by the number of members elected).
- Not falling into the cases specified in Clause b of this Section.

b. Invalid votes:

The vote is invalid in one of the following cases:

- Not in the online voting system provided by the Organization board, or
- The system will block voting if the number of voting rights is exceeded.

3. Principles of election members to the BOM and BOS:

3.1 Follow the principle of cumulative voting, whereby each shareholder or shareholder representative has the total number of votes corresponding to the total number of shares owned or represented multiplied by the number of elected members of the BOM or BOS.

A shareholder or a shareholder's representative may give all his or her total votes to one or several candidates or divide votes for several candidates.

- a. The number of BOM members elected at the General Meeting of Shareholders for the term 2026-2031 is 04 members, whereby the total number of votes of each shareholder/representative of shareholders is equal to the total number of shares owned or represented multiplied (x) by 4 (four).
- b. The number of BOS members elected at the General Meeting of Shareholders for the term 2021-2026 is 03 members, whereby the total number of votes of each shareholder or shareholder representative is equal to the total number of shares owned or represented multiplied (x) by 3 (three).

3.2 The total number of votes for the candidates of a shareholder or shareholder representative shall not exceed the total number of votes allowed by such shareholder or shareholder representative (equal to the number of shares owned or owned representative multiplied by number of members elected). The number of votes that do not run out is counted as no vote for any candidate.

For example:

Shareholder A owning 1000 voting shares will have $1000 \times 4 = 4000$ votes to elect members of the BOM and $1000 \times 3 = 3000$ votes to elect members of the BOS.

According to the method of cumulative voting, shareholder A may vote in one of the following cases with condition that the election does not exceed 4000 votes for members of the BOM and 3000 votes for members of the BOS:

+ Equally voting the number of votes for all members of the BOM and the BOS (1000 votes for each candidate); or

+ Cumulative voting with a different number of votes for each candidate for the BOM or the BOS (Example: Candidate X: 2000 votes, Candidate Y: 500 votes, Candidate Z: 0 votes....)

3.3 The elected members of the BOM and BOS are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is full.

a. In case there are 02 or more candidates achieving the same number of votes for the last member of the BOM or the BOS, a re-election will be conducted among the candidates with the same number of votes.

b. If the number of BOM or BOS member is insufficient, the General Meeting of Shareholders will conduct a second election among the remaining candidates. If after the second election, it is still not enough, the General Meeting of Shareholders will vote for a third election or leave the member of the BOM or BOS vacant and additionally elected in the next General Meeting of Shareholders according to regulations of the Chairman of the General Meeting.

4. Procedure voting and counting votes:

- Shareholders attending the General Meeting and voting online shall be recorded result by the system at the end of voting time for each content of the General Meeting or at the end of voting. Shareholders are responsible for the voting results when logged in with the ID and OTP provided by the Organization board.

- Voting is started after the Organization board announces: "voting".

- The vote counting is carried out immediately after the Organization announced: "End of voting".

- The vote counting results are recorded in the vote counting minutes and signed by the members of the Vote Counting board.

- Voting and counting records are stored at the Company's head office.

IV. ANNOUNCEMENT OF VOTING AND ELECTION RESULTS:

- The head of the Vote Counting board shall publicly announce before the meeting the vote counting results and the election results of members to the BOM and BOS of the Company for the term 2026-2031.

- Complaints about the election and counting of votes shall be settled by the Chairman of the meeting and recorded in the minutes of the meeting.

- The vote counting results are recorded in the Resolution of the General Meeting of Shareholders.

V. EFFICIENCY:

This Regulation takes effect after being approved by the General Meeting of Shareholders and applies only to the election of members of the BOM and BOS for the term 2026-2031.

ORGANIZATION BOARD