

**GENERAL MEETING OF  
SHAREHOLDERS  
VIETNAM TRAVEL AND  
MARKETING TRANSPORTS JOINT  
STOCK COMPANY – VIETRAVEL**  
Address: 190 Pasteur Street, Vo Thi Sau  
Ward, District 3, Ho Chi Minh City  
Enterprise Registration Number:  
0300465937  
No.: .....27-08/ĐHĐCĐ.....

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence – Freedom – Happiness  
Binh Dinh, May 17, 2025

**MINUTES  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
VIETNAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK  
COMPANY – VIETRAVEL**

On this day, May 17, 2025, Vietnam Travel and Marketing Transports Joint Stock Company – Vietravel convened its 2025 Annual General Meeting of Shareholders.

- **Company name:** Vietnam Travel and Marketing Transports Joint Stock Company – Vietravel
- **Head office address:** 190 Pasteur Street, Vo Thi Sau Ward, District 3, Ho Chi Minh City
- **Business registration number:** 0300465937, issued by the Department of Planning and Investment of Ho Chi Minh City
- **Time:** 08:00 AM, May 17, 2025
- **Venue:** Fleur de Lys Hotel Quy Nhon, No. 16 Nguyen Hue Street, Thi Nai Ward, Quy Nhon City, Binh Dinh Province
- **Purpose:** 2025 Annual General Meeting of Shareholders of Vietnam Travel and Marketing Transports Joint Stock Company – Vietravel

**A. OPENING CEREMONY, PARTICIPANTS AND LEGALITY OF THE MEETING**

Mr. Tran Nguyen Hop Trung – Chief of Office, on behalf of the Organizing Committee, declared the opening of the 2025 Annual General Meeting and introduced the list of participants.

**I. Participants**

The Company issued meeting invitations in accordance with Article 143 of the 2020 Law on Enterprises. Accordingly, the Meeting was attended by **59** shareholders representing **23.586.994** shares, accounting for **82.30** % of the total voting shares of Vietravel.

**The conditions required by law to convene the Meeting were fully met.**

The General Meeting voted by raising voting cards to approve the list of the Credentials Verification Committee and the Vote Counting Committee, with 100% approval by voting shareholders. The members are as follows:

1. Ms. Le Thi Tuyet Mai – Head



2. Mr. Ho Quoc Binh – Member
3. Mr. Nguyen The Hung – Member
4. Ms. Nguyen Thi Minh Thi – Member
5. Mr. Le Van Hung – Member
6. Mr. Nguyen Phu Son – Member
7. Ms. Hoang Thi Dung – Member

## **II. Legality of the Meeting**

The Meeting heard Ms. Le Thi Tuyet Mai – Head of the Credentials Verification Committee – announce the Credentials Verification Report of shareholders:

- Total number of shares of Vietravel as of the record date for the 2025 Annual General Meeting: **29.239.090** shares, including **580.843** treasury shares.
- Total number of shareholders invited to attend the Meeting: **2034** shareholders, representing **28.658.247** voting shares.
- Number of attending shareholders (either in person or by proxy): **59** shareholders representing **23.586.994** voting shares, accounting for **82.30** % of the total voting shares.

*(Attached to these Minutes is the list of shareholders and shareholder representatives attending the Meeting.)*

Pursuant to the Law on Enterprises passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, the 2025 Annual General Meeting of Shareholders of Vietravel is valid, lawful, and fully qualified to proceed.

## **B. MEETING AGENDA AND PROCEEDINGS**

### **I. Election of the Presidium**

To conduct the meeting, the General Meeting elected the Presidium. After reviewing the proposed list of personnel introduced by the Organizing Committee, the Meeting voted by raising voting cards. 100% of shareholders with voting rights approved the following members of the Presidium:

1. Mr. Nguyen Quoc Ky – Chairman of the Board of Directors – Chair of the Meeting
2. Mr. Tran Doan The Duy – Member of the Presidium
3. Ms. Nguyen Thi Le Huong – Member of the Presidium
4. Mr. Vo Quang Lien Kha – Member of the Presidium
5. Mr. La Quoc Khanh – Member of the Presidium

### **II. Election of the Meeting Secretariat**

To assist the Presidium and support the Meeting's administration, the Meeting voted by raising voting cards on the proposed list of secretarial personnel introduced by the Presidium. 100% of voting shareholders approved the Meeting Secretariat as follows:

1. Ms. Mai Thi Ngan – Head of Secretariat
2. Mr. Nguyen Minh Tri – Member



### **III. Approval of the Meeting Agenda and Rules of Order**

After the Presidium announced the Meeting agenda and rules of order, 100% of shareholders with voting rights approved the agenda and the Meeting's regulations.

### **IV. Key Items on the Agenda**

The Meeting proceeded with the following agenda items:

#### **Item 1: Report on Business Results for 2024 and Business Plan for 2025 by the Executive Board**

Mr. Tran Doan The Duy – Vice Chairman of the Board of Directors cum CEO and a member of the Presidium – presented the business performance report for 2024 and the business plan for 2025 by the Executive Board (*Attached 2025 Business Plan Report No. 748/CVBC-VT/2025 dated April 28, 2025*).

*(Detailed in 2025 Business Plan Report 748/CVBC-VT/2025 dated April 28, 2025)*

Following the presentation of the Reports, Mr. Trần Đoàn Thế Duy – Vice Chairman of the Board of Directors and Chief Executive Officer – proposed an adjustment to the 2025 business plan figures as presented in the 2024 Business Performance and 2025 Plan Report, and the Board of Directors' Activity Report previously circulated to shareholders, as follows:

- **Revenue:** Proposed to be revised down from VND 9,549 billion to VND 8,418 billion
- **Gross profit:** Proposed to be revised down from VND 813 billion to VND 749 billion

#### **Basis and rationale for the proposed adjustment:**

- The adjustment to revenue and gross profit aims to rebalance growth and operational efficiency, thereby making the 2025 plan more achievable while still ensuring business expansion goals.
- The proposed revenue growth of approximately 25% aligns more closely with the overall growth rate of the tourism industry.
- Increasing the gross profit margin from 8.5% to 8.9% reflects the Company's focus on higher-yield business segments and more efficient resource utilization.
- Optimization of product structure and operating costs.
- Acceleration of digital transformation and organizational streamlining.

Following Mr. Duy's proposal, the Chairing Board consulted with the members of the Board of Directors present at the Meeting.

After on-site discussion, Mr. Tran Doan The Duy – Vice Chairman of the Board of Directors – reported that all members of the Board of Directors present at the Meeting, including:

- Mr. Nguyen Quoc Ky
- Mr. Tran Doan The Duy
- Mr. Vo Quang Lien Kha
- Ms. Nguyen Thi Le Huong
- Ms. Nguyen Nguyet Van Khanh
- Mr. La Quoc Khanh



- Mr. Le Kien Thanh

unanimously agreed with Mr. Duy's proposal and recommended that the Chairing Board submit the revised 2025 business plan figures to the 2025 Annual General Meeting of Shareholders for approval, as follows:

- Revised revenue: **VND 8.418 billion**
- Revised gross profit: **VND 749 billion**

These adjusted figures for the 2025 business plan shall replace the original figures stated in Section 3.3.2 of 2025 Business Plan Report No. 748/CVBC-VT/2025 dated April 28, 2025 previously submitted to shareholders.

*The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: 23.586.994 ballots, representing 23.586.994 voting shares. Of which:*

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## **Item 2: Report on the Activities of the Board of Directors in 2024, Business Plan for 2025 – Orientation Toward 2030**

The General Meeting heard Mr. Nguyen Quoc Ky – Chairman of the Board of Directors and Chair of the Meeting – deliver the Report on the Board's activities in 2024, business plan for 2025, and strategic direction toward 2030 (Attached the Board of Directors' Activity Report No. 17-BC/HĐQT-VP dated April 25, 2025), including the following key indicators:

**(Detailed in the Board of Directors' Activity Report No. 17-BC/HĐQT-VP dated April 25, 2025)**

### **1. 2024 Business Results:**

- Revenue: VND 6,735,000,000,000 (97% of the target)
- Profit before tax: VND 56 billion (82% of the target)

### **2. 2025 Business Plan:**

With regard to the 2025 business plan figures, as proposed by Mr. Tran Doan The Duy – Vice Chairman of the Board of Directors and Chief Executive Officer – the Board of Directors present at the Meeting discussed and unanimously agreed to submit to the General Meeting of Shareholders for discussion and approval the adjustments to the 2025 business plan figures as stated in Section 1.1, Part IV of the Board of Directors' Activity Report No. 17-BC/HĐQT-VP dated April 25, 2025. The revised 2025 business plan is as follows:

- Adjusted revenue: VND 8,418 billion (an increase of approximately 25% compared to actual performance in 2024)
- Adjusted gross profit: VND 749 billion



- Adjusted profit before tax: VND 50 billion

The revised 2025 business plan figures as approved by the General Meeting shall replace the corresponding figures in Section 1.1, Part IV of the Board of Directors' Activity Report No. 17-BC/HĐQT-VP dated April 25, 2025.

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### **Item 3: Report on Activities of the Audit Committee in 2024**

Mr. La Quoc Khanh – Independent Member of the Board of Directors, Chairman of the Audit Committee, and member of the Presidium – presented the report on the activities of the independent members of the Board within the Audit Committee (Attached Report No. 15-BC/HĐQT-VP dated April 22, 2025).

*(Detailed in Report No. 15-BC/HĐQT-VP dated April 22, 2025)*

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### **Item 4: Proposal to Amend the Company's Official Name in Vietnamese and English**

The General Meeting heard Mr. Nguyen Quoc Ky – Chairman of the Board of Directors and Chair of the Meeting – present the Proposal on changing the official name of Vietnam Travel and Marketing Transports Joint Stock Company – Vietravel (Attached Submission No. 04-TTr/HĐQT-VP dated April 22, 2025), with the following details:

#### **4.1 Company Name Adjustment:**

- **Current company name:**
  - Full Vietnamese name: CÔNG TY CỔ PHẦN DU LỊCH VÀ TIẾP THỊ GIAO THÔNG VẬN TẢI VIỆT NAM – VIETRAVEL



- English name: VIETNAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK COMPANY – VIETRAVEL
- Abbreviation: VIETRAVEL
- **New company name after amendment:**
  - Vietnamese name: CÔNG TY CỔ PHẦN DU LỊCH VIETRAVEL
  - English name: VIETRAVEL JOINT STOCK COMPANY
  - Abbreviation: VIETRAVEL

#### **4.2 Authorization to the Board of Directors:**

The Board of Directors is authorized to update the new Company name in the Charter and all legal operating documents of the Company; and to carry out all notification and/or registration procedures with competent authorities in accordance with legal regulations.

Within its delegated authority, the Board of Directors has full discretion to adjust the English company name to align with the Vietnamese name, provided that such adjustment complies with the law and does not alter the Company's legal entity status.

*(Detailed in Submission No. 04-TTr/HĐQT-VP dated April 22, 2025)*

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#### **Item 5: Addition of Business Lines and Amendment of the Company's Charter**

Ms. Nguyen Thi Le Huong – Member of the Board of Directors and member of the Presidium – presented the Proposal on amendments to the Company's Charter (*Attached Submission No. 05-TTr/HĐQT-VP dated April 22, 2025*), including:

##### **5.1 Addition of Business Lines:**

##### **a. Addition of two new business sectors to the Company's business lines, including:**

No	Description of Business Line	Industry Code
1.	Other activities auxiliary to financial services not elsewhere classified  <i>Details:</i> Personal financial consulting services for the purposes of investment, immigration, and international integration; general consulting on fund transfer plans, exchange rates, and opening international investment accounts in accordance with Vietnamese and foreign laws (excluding financial, accounting, and legal consulting)	6619



2.	Management consultancy activities  <i>Details:</i> Investment consulting, personal strategic consulting, and asset management consulting for investment and immigration purposes in accordance with applicable laws (excluding financial, accounting, and legal consulting)	7020
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**b. Supplementing details of an existing business line – Code 7490:**

1.	Other professional, scientific and technical activities not elsewhere classified  <i>Details:</i> Translation services; consulting on preparing individual investment dossiers, overseas immigration dossiers, and other related administrative support services (excluding activities of independent journalists, bill payment and exchange rate information services, and securities consulting)	7490
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*(Detailed in Submission No. 05-TTr/HĐQT-VP dated April 22, 2025)*

## 5.2 Amendments and Supplements to the Company's Charter

### a. Amendment to Clause 1, Article 2 of the Company Charter:

- *Previous content before amendment:*
  - Full Vietnamese name: **CÔNG TY CỔ PHẦN DU LỊCH VÀ TIẾP THỊ GIAO THÔNG VẬN TẢI VIỆT NAM – VIETRAVEL**
  - English trading name: **VIET NAM TRAVEL AND MARKETING TRANSPORTS JOINT STOCK COMPANY – VIETRAVEL**
  - Abbreviated name: **VIETRAVEL**
- *Revised content after amendment:*
  - Full Vietnamese name: **CÔNG TY CỔ PHẦN DU LỊCH VIETRAVEL**
  - English trading name: **VIETRAVEL JOINT STOCK COMPANY**
  - Abbreviated name: **VIETRAVEL**

### b. Amendment to Clause 2, Article 4 of the Company Charter:

Supplementing the Company's business lines as listed in Section 5.1 above.

*(Detailed in Submission No. 05-TTr/HĐQT-VP dated April 22, 2025)*

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#### **Item 6: Amendments and Supplements to the Company's Internal Governance Regulations**

Ms. Nguyen Thi Le Huong – Member of the Board of Directors and member of the Presidium – presented the Proposal on amending and supplementing the Internal Governance Regulations of the Company (*Attached Submission No. 06-TTr/HĐQT-VP dated April 22, 2025*).

**(Detailed in Submission No. 06-TTr/HĐQT-VP dated April 22, 2025)**

The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: **23.586.994** ballots, representing **23.586.994** voting shares. Of which:

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#### **Item 7: Amendments and Supplements to the BOD's Operational Regulations**

Ms. Nguyen Thi Le Huong continued to present the Proposal on amendments and supplements to the Board of Directors' Operating Regulations (*Attached Submission No. 07-TTr/HĐQT-VP dated April 22, 2025*).

**(Detailed in Submission No. 07-TTr/HĐQT-VP dated April 22, 2024)**

The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: **23.586.994** ballots, representing **23.586.994** voting shares. Of which:

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#### **Item 8: Dismissal and Election of Additional BOD Member for the 2024–2029 Term**

Mr. Nguyen Quoc Ky – Chairman of the Board and Chair of the Meeting – presented the Proposal on dismissal and nomination of an additional member to the Board of Directors for the 2024–2029 term (*Attached Submission No. 24-TTr/HĐQT-VP dated May 7, 2025*).

##### **8.1 Dismissal:**



Dismissal of Mr. Le Kien Thanh from the Board of Directors for the 2024–2029 term. He officially ceases to hold the rights and responsibilities of a BOD member from the time of approval by the General Meeting.

## 8.2 Nomination:

Nominee: **Mr. Tran Du Lich**

- Date of birth: August 19, 1952
- Hometown: Cat Tai Commune, Phu Cat District, Binh Dinh Province
- Academic background:
  - PhD in Economics, Leningrad Institute of Economics and Finance (1987)
  - Lawyer, Ho Chi Minh City Bar Association (1989–2004)
- Work experience: Detailed in the attached CV  
(Detailed in Submission No. 24-TTr/HĐQT-VP dated May 07, 2025)

The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: **23.586.994** ballots, representing **23.586.994** voting shares. Of which:

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## Item 9: Approval of the Audited Financial Statements for FY2024

Mr. Vo Quang Lien Kha – Member of the Board of Directors and member of the Presidium – presented the Proposal for approval of the 2024 audited financial statements (*Attached Submission No. 09-TTr/HĐQT-VP dated April 22, 2025*).

(Detailed in Submission No. 09-TTr/HĐQT-VP dated April 22, 2025)

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**Item 10: FY2024 Business Results and Profit Distribution Plan**

Mr. Vo Quang Lien Kha continued to present the Proposal on the 2024 business results and the plan for profit distribution (*Attached Submission No. 10-TTr/HĐQT-VP dated April 22, 2025*).

No.	Indicator	Unit	Note	Amount (VND)
1	Revenue	VND	1	6.634.724.745.594
2	Profit before tax	VND	2	62.088.396.649
3	Profit after corporate income tax	VND	3	41.319.337.943
4	Profit after tax attributable to non-controlling interests	VND	4	0
5	Profit after tax attributable to the parent company	VND	$5 = 3 - 4$	41.319.337.943
6	Items increasing profit after tax	VND	6	0
7	Items reducing profit after tax	VND	$7 = 8$	1.500.000.000
	– Remuneration of the BOD	VND	8	1,500,000,000
8	Remaining profit for distribution	VND	$9 = 5 + 6 - 7$	39.819.337.943
9	Appropriations to funds:	VND	$10 = 11 + 12 + 13$	0
	– Bonus fund	VND	11	0
	– Welfare fund	VND	12	0
	– Business development investment fund	VND	13	0
10	Reward fund for BOD and Executive Board for exceeding targets	VND	14	0
11	Profit allocated for dividend payment	VND	$15 = 9 - 10 - 14$	39.819.337.943
	– Dividend payment at 10% face value	VND	16	28,658,247,000
12	Undistributed profit of current year	VND	$17 = 15 - 16$	11.161.090.943



No.	Indicator	Unit	Note	Amount (VND)
13	Undistributed profit carried forward from previous year	VND	18	4.585.752.304
14	Total undistributed profit remaining	VND	19 = 17 + 18	15.746.843.247

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#### **Item 11: Dividend Distribution Plan for 2024 and 2025**

Mr. Vo Quang Lien Kha – Member of the Board of Directors and the Presidium – presented the Proposal on dividend payment for 2024 and the dividend plan for 2025 (*Submission l No. 11-TTr/HĐQT-VP dated April 22, 2025*).

##### **1. Dividend Payment for 2024:**

- Approved cash dividend distribution from the Company's undistributed profit
- Proposed dividend rate: **10%** (i.e. VND 1,000 per common share)
- Payment method: **Cash**
- Estimated payment period: **Q2 or Q3 of 2025**

##### **2. Dividend Plan for 2025:**

- Approved proposed dividend payout from 2025 profit at **5%** of par value

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## **Item 12: Appointment of Independent Auditor for FY2025**

The General Meeting approved the appointment of AFC Vietnam Auditing Company Limited as the independent auditor for the 2025 financial statements (*Submission No. 13-TTr/HĐQT-VP dated April 22, 2025*).

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## **Item 13: Share Issuance Plan to Increase Charter Capital in 2025**

Mr. Vo Quang Lien Kha presented the Proposal on **issuance of shares to increase charter capital** in 2025 (*Submission No. 25-TTr/HĐQT-VP dated May 7, 2025*).

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## **Item 14: Remuneration and Salary of the Board of Directors in 2024 and Plan for 2025**

Mr. Vo Quang Lien Kha presented the Submission (*No. 19-TTr/HĐQT-VP dated April 25, 2025*), including:

### **1. 2023 Remuneration:**

- Approved plan: VND 4.850.000.000
- Actual amount paid: VND 5.138.062.885

### **2. Remuneration and Salary of the Board of Directors in 2024**

2.1 The Board of Directors submits to the General Meeting of Shareholders for consideration and approval the total remuneration, salary, and bonus for the Board of Directors in 2025, capped at a maximum of 1% of the Company's gross profit in 2025.

2.2 The Board of Directors shall be assigned to develop a specific allocation plan based on the following criteria:



1. Actual title and role of each member of the Board of Directors (e.g., full-time Chairman, independent member, executive member, etc.);
2. Level of involvement in management, supervision, and strategic direction;
3. Performance and individual contributions to key projects and core activities;
4. Compliance with applicable laws and adherence to transparent corporate governance principles.

2.3 The General Meeting of Shareholders is requested to authorize the Board of Directors to determine the specific allocation to each member in accordance with the principles stated above.

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#### **Item 15: Authorization for the Board to Approve Transactions with Internal and Related Parties**

Mr. Nguyen Quoc Ky – Chairman of the Board of Directors – presented the Proposal authorizing the BOD to approve contracts and transactions with insiders, related parties, and shareholders (*Submission No. 08-TTr/HĐQT-VP dated April 22, 2025*).

**(Detailed in Submission No. 08 -TTr/HĐQT-VP dated April 22, 2025)**

*The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: 23.586.994 ballots, representing 23.586.994 voting shares. Of which:*

- **Valid ballots: 23.585.994** ballots, representing **23.585.994** voting shares, accounting for **99.9958 %** of total voting shares. Including:
  - **Ballots in favor: 23.585.994** ballots, representing **23.585.994** voting shares, accounting for **99.9958 %** of total voting shares
  - **Ballots against: 0** ballot.
  - **Abstentions: 0** ballot.
- **Invalid ballots: 1000** ballots, representing **1000** voting shares, accounting for **0.0042%** of total voting shares

#### **Item 16: Election of Additional Member to the Board of Directors for 2024–2029 Term**

Mr. Vo Quang Lien Kha introduced the **Election Regulations (No. 26-QC/HĐQT-VP dated May 7, 2025)** and proceeded with the election of an additional member to the Board of Directors for the 2024 – 2029 term.



The General Meeting discussed and voted by ballot on the contents of the above report. Total number of ballots cast: **23.586.994** ballots, representing **23.586.994** voting shares. Of which:

- **Valid ballots: 23.585.994** ballots, representing **23.585.994** voting shares, accounting for **99.9958** % of total voting shares. Including:
  - **Ballots in favor: 23.585.994** ballots, representing **23.585.994** voting shares, accounting for **99.9958** % of total voting shares
  - **Ballots against: 0** ballot.
  - **Abstentions: 0** ballot.
- **Invalid ballots: 1000** ballots, representing **1000** voting shares, accounting for **0.0042**% of total voting shares.

The General Meeting conducted the vote to elect an additional member to the Board of Directors for the 2024–2029 term. The election results are as follows (refer to the vote counting minutes dated May 17, 2025):

✓ **Total votes cast:** 23.586.994 votes, equivalent to 23.586.994 voting shares (accounting for 100% of the voting shares represented at the Meeting, corresponding to 23.586.994 voting rights).

✓ **Valid votes:** 23.586.994 votes, equivalent to 23.586.994 voting shares (accounting for 100% of the voting shares represented at the Meeting, corresponding to 23.586.994 voting rights), including 0 abstentions, representing 0.00% of total voting rights.

✓ **Invalid votes:** 0 votes, equivalent to 0 voting shares (representing 0.00% of the voting shares represented at the Meeting, corresponding to 0 voting rights).

No.	Candidate Name	Total Voting Rights Received	Percentage (%)
1	<b>Tran Du Lich</b>	<b>23.586.994</b>	100.00%

- Election Results – Additional Member of the Board of Directors for the 2024–2029 Term

No.	Candidate Name	Result	Position
1	<b>Tran Du Lich</b>	Elected	Independent Member of the Board of the Directors

#### **Item 17: Approval of the Minutes and Resolution of the 2025 Annual General Meeting of Shareholders**

Ms. Mai Thi Ngan – Head of the Secretariat Team – read aloud the Minutes and the Resolution of the 2025 Annual General Meeting of Shareholders.

The Minutes were prepared and finalized at 12:10 PM on May 17, 2025, immediately after the conclusion of the agenda of the 2025 Annual General Meeting of Shareholders of Vietnam Travel and Marketing Transport Joint Stock Company – Vietravel.

The Minutes were read aloud before all attending shareholders and were approved by a show-of-hands vote, with 100% of the voting shares present at the Meeting voting in favor.



**On behalf of the Presidium.**

**Chairman**



**Nguyen Quoc Ky**

**Meeting Secretariat**

A blue ink signature, likely belonging to Mai Thi Ngan, written on a horizontal line.

**Mai Thi Ngan**

A blue ink signature, likely belonging to Nguyen Minh Tri, written on a horizontal line.

**Nguyen Minh Tri**

