

PHU THO TOURIST SERVICE JOINT STOCK COMPANY



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Ho Chi Minh City, 26 March 2026

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION OF
THE BOARD OF DIRECTORS AND THE BOARD OF SUPERVISORS
PHU THO TOURIST SERVICE JOINT STOCK COMPANY**

Pursuant to

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 17/06/2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on 26/11/2019;*
- *Decree No. 155/2020/ND-CP, regulating in detail the implementation of a number of articles of the Law on Securities on 31/12/2020;*
- *The Charter of Phu Tho Tourist Service Joint Stock Company;*
- *The Internal regulations on corporate governance of Phu Tho Tourist Service Joint Stock Company.*

The Vote Counting Committee hereby announces the regulations on the nomination, candidacy, and election of the Board of Directors and the Board of Supervisors at the 2026 Annual General Meeting of Shareholders of Phu Tho Tourist Service Joint Stock Company as follows:

I. Definitions and Abbreviations

- Company : Phu Tho Tourist Service Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- OC : Organizing Committee
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, authorized representatives

II. The presidium:

The Presidium is responsible for presiding over the election process, with the specific tasks as follows:

- Propose the list of nominated and candidacy for the Board of Directors and Board of Supervisors;
- Supervise voting and vote counting;

- Resolve any complaints related to the election (*if any*).

III. Regulations on Nomination and Candidacy for The Board of Directors

- Number of BOD members: 07 members
- Term: 2026-2031
- Maximum number of candidates: Unlimited

1. Nomination and Candidacy Rights for the Board of Directors: (*Pursuant to Article 25 of the Company Charter*)

Shareholders holding voting shares have the right to aggregate their voting rights to nominate candidates to the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares is entitled to nominate one (01) candidate; from 20% to less than 30% may nominate two (02) candidates; from 30% to less than 40% may nominate three (03) candidates; from 40% to less than 50% may nominate four (04) candidates; from 50% to less than 65% may nominate five (05) candidates; and from 65% or more may nominate the full number of candidates.

Nominated candidates must satisfy all eligibility criteria set out in Section 2 below.

In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Directors may nominate additional candidates or organize nominations in accordance with the Company's Internal Regulations on Corporate Governance.

1. Eligibility Criteria for the Board of Directors Candidates

Candidates for election to the Board of Directors must meet the following qualifications and conditions (*pursuant to Article 155 of the Law on Enterprises No. 59/2020/QH14 and Decree No. 155/2020/ND-CP*):

- Possess full civil act capacity and not fall within the prohibited categories from managing enterprises as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Have professional qualifications and experience in business management; it is not mandatory for candidates to be shareholders of the Company;
- Must not have family relationships (including spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father of the wife, mother of the wife, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological younger brother of the wife, biological younger brother of the husband) with the Company's managers, the parent company's managers, or the capital representatives of the parent company and the Company.
- A member of the Board of Directors may concurrently serve as a member of the Board of Directors of no more than five (05) other companies.

IV. Regulations on Nomination and Candidacy for The Board of Supervisors

- Number of BOS members: 03 members
- Term: 2026-2031
- Maximum number of candidates: Unlimited

2. Nomination and Candidacy Rights (*Pursuant to Article 36 of the Company Charter*)

Shareholders holding at least 10% of the voting shares may aggregate their voting rights to nominate candidates to the Board of Supervisors. The nomination and self-nomination of members of the Board of Supervisors shall be carried out in accordance with the provisions set out in Article 25 of the Company Charter.

Nominated candidates must satisfy all eligibility criteria specified in Section 2 below.

In the event that the number of candidates nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanisms prescribed in the Company's Internal Regulations on Corporate Governance.

3. Eligibility Criteria for Board of Supervisors Candidates

Candidates for election to the Board of Supervisors must meet all of the following qualifications and conditions (*per Article 169 of the Law on Enterprises No. 59/2020/QH14 and Decree 155/2020/ND-CP*):

- Must have full legal capacity and not be prohibited from establishing or managing enterprises under the Law on Enterprises 59/2020/QH14;
- Must hold qualifications in economics, finance, accounting, auditing, law, business administration, or other majors relevant to the Company's business activities.
- Must not have family relationships (including spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, father of the wife, mother of the wife, biological child, adopted child, son-in-law, daughter-in-law, biological brother, biological sister, biological younger sibling, brother-in-law, younger brother-in-law, sister-in-law, younger sister-in-law, biological brother of the wife, biological brother of the husband, biological sister of the wife, biological sister of the husband, biological younger brother of the wife, biological younger brother of the husband) with the Company's managers, the parent company's managers, or the capital representatives of the parent company and the Company.
- Must not hold managerial positions in the Company; not necessarily required to be a shareholder or an employee of the Company.
- Must not work in the Company's accounting or finance department or be an employee/member of an audit firm that audited the Company's financial statements in the preceding 03 consecutive years.

V. Election Principles:

- In compliance with legal regulations and the Company Charter.
- Voting rights are based on the number of shares owned or represented. Election results are determined based on the total voting shares of attending shareholders.

- Each shareholder may only use one voting card per voting session, corresponding to their number of shares owned or represented.
- The Vote Counting Committee is nominated by the Presidium and approved by the General Meeting. Its members can not be among the nominated candidates.

VI. Voting Method:

- Cumulative voting method (per Clause 3, Article 148 of the Law on Enterprises No. 59/2020/QH14).
- Each delegate has a total number of votes equivalent to the total number of shares owned or represented multiplied by the number of Board of Directors/Supervisors members to be elected.
- Delegates may allocate all votes to one or multiple candidates.
- Delegates attending the meeting online shall access the electronic voting system and re-cast their votes (note: voting must be conducted within the electronic voting period as specifically stipulated in the Working Regulations).

VII. Votes

Contents of the Vote

- Votes are uniformly printed and indicate the total number of voting shares per attending shareholder.
- Votes are a voting form in which shareholders cast their votes by indicating the number of votes.

VIII. Voting and Determination of Voting Results

Vote Counting Committee

- The Vote Counting Committee is nominated by the Presidium and approved by the General Meeting of Shareholders.
- Vote Counting Committee have responsibilities including:
 - + Distributing votes and guiding shareholders on how to fill out votes.
 - + Conducting vote counting.
 - + Announcing election results to the General Meeting.
- Committee members must not be among the nominated candidates.

1. Voting and Vote Counting

- Ballot completion:
 - Shareholders may vote for a maximum number of candidates equal to the number of members to be elected.
 - Votes must be filled out manually, with the number of votes allocated to each candidate clearly stated.

- If all votes are concentrated on a single candidate, the delegate allocates all votes to that candidate.
 - If the number of votes is not evenly distributed among the candidates, the delegate must specify the number of votes in the "**Number of Votes**" box for each respective candidate.
 - If a vote is incorrectly filled, shareholders may request a new vote from the Vote Counting Committee.
- The Vote Counting Committee is responsible for preparing the Vote counting minutes, announcing the results, and coordinating with the Chairperson to resolve questions or complaints from shareholders (if any).

2. Invalid votes:

- Votes that do not follow the official template of the Organizing Committee or do not bear the Phu Tho Tourist Service Joint Stock Company's official seal.
- Votes that contain erasures, corrections, additional markings, or names that are incorrect or not on the list of candidates approved by the General Meeting of Shareholders before the voting process.
- Votes in which the total number of votes allocated to the candidates by the shareholder exceeds the total voting rights held by that shareholder (including owned and authorized shares).

3. Election Principles for Selecting Candidates (*According to Article 148 of the Law on Enterprises No. 59/2020/QH14*)

- Elected candidates are determined based on the number of votes received, ranked from highest to lowest, starting with the candidate with the most votes until the required number of members is reached.
- In case two (02) or more candidates receive the same number of votes for the final position, a re-election will be conducted among those candidates.
- If the first election does not result in the required number of elected members, additional rounds of voting will be conducted until the required number of members is elected.

IX. Nomination and Candidacy application for the BOD/BOS Election

The nomination and candidacy application for the BOD and BOS election includes:

- Nomination/Candidacy Form for the BOD/BOS (*as per template*)
- Curriculum Vitae (*as per the template*).
- Copies of the following documents: Citizen ID Card /Passport
- Certificates of educational and professional qualifications. (*if any*)
- Certificate of ownership ratio of shareholders/group of shareholders meeting the nomination conditions stipulated in the Company Charter.
- The nominee shall take responsibility before the law and the General Meeting of Shareholders for the accuracy and honesty of the information in their application.

All applications must be submitted to Phu Tho Tourist Service Joint Stock Company before 20/04/2026 at the following address:

Phu Tho Tourist Service Joint Stock Company Office

Address: 3 Hoa Binh, Binh Thoi Ward, Ho Chi Minh City

Phone: 0985390966

The above outlines the Regulations On Nomination, Candidacy, And Election Of the Board Of Directors and the Board of Supervisors at the 2026 Annual General Meeting of Shareholders of Phu Tho Tourist Service Joint Stock Company, which is hereby respectfully submitted to the General Meeting of Shareholders for consideration and approval.

These regulations shall take effect immediately after approval by the General Meeting of Shareholders.

**ON BEHALF OF THE BOARD OF
DIRECTORS**

CHAIRMAN

(Signed)

Tran Viet Anh