

DRAFT

REGULATION
ON THE ORGANIZATION OF THE ANNUAL GENNERAL MEETING OF SHAREHOLDERS
FOR THE FISCAL YEAR 2025 OF SAIGON THUONG TIN COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Credit Institutions 2024 and its guiding documents;
- Pursuant to the Charter of Saigon Thuong Tin Commercial Joint Stock Bank (the Charter).

The Annual General Meeting of Shareholders for the fiscal year 2025 (AGM) of SACOMBANK shall be conducted an accordance with the following provisions:

Article 1. Principles of the AGM

1. Transparency, fairness and democracy.
2. Ensuring the legal rights and interests of Shareholders.
3. Compliance with the provisions of the law, the Charter and this Regulation.

Article 2. Conditions for participation and conducting the AGM

1. Shareholders named in the list of Shareholders entitled to attend the AGM as of the final registration date (16/03/2026) provided by Vietnam Securities Depository and Clearing Corporation shall have the right to attend the AGM in or authorize others to attend on their behalf.
2. The AGM shall be conducted if Shareholders or their proxies represent more than 50% of the total voting shares of SACOMBANK.

Article 3. Rights and Obligations of Shareholders attending the AGM

1. Rights of Shareholders and their proxies (collectively referred to as Shareholders):
 - a) To discuss and vote on all contents within the authority of the AGM, to elect members of the Board of Directors (BOD) in accordance with the law and the Charter.
 - b) To be notified by the Organizing Committee of the AGM's agenda and contents.
 - c) Upon completing the AGM registration procedures, Shareholders shall receive a Shareholder Card, Voting Cards, Ballots, Election Ballots. In the event of not receiving, Shareholders must contact the Organizing Committee of the AGM to obtain them, ensuring the full exercise of voting and election rights at the AGM.
2. Obligations of Shareholders:
 - a) To present on time and complete the registration procedures before attending the AGM.
 - b) To present personal identification documents (Citizen ID card/Identity card/Electronic Identity card/Passport), Business Registration Certificate/Operating License/Decision of Establishment, and Power of Attorney (for authorized representatives) to the Shareholder Relation Committee for eligibility verification.



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- c) To follow the guidance of the Organization Committee, maintain civilized and polite conduct, refrain from causing disorder, and avoid any actions that may adversely affect the AGM.
 - d) To maintain confidentiality, properly use and preserve AGM documents, and refrain from providing AGM materials to external parties without the Chairperson's permission.
 - e) To strictly abide by this Regulation and respect the outcomes of the AGM. In case of violations, depending on the severity, the Chairperson shall consider and decide on appropriate handling measures in accordance with the law, including requesting the violating Shareholder to leave the AGM venue or referring the matter to competent state authorities for handling serious cases.
3. Shareholders arriving after the AGM has commenced shall have the right to attend and vote on matters arising after their registration for attendance; however, they shall not be entitled to vote on matters that have already been resolved. The Chairperson is not obliged to suspend the Meeting to wait for late-arriving Shareholders to register, and the validity of resolutions adopted prior to their arrival shall remain unaffected.

Article 4. Presidium

1. The Presidium shall include: The Chairman of SACOMBANK's BOD shall act as the Chairperson of the AGM, along with other members appointed by the Chairperson. In the event that the Chairman is absent or unable to attend the AGM, authorization may be granted to another BOD members to act as the AGM Chairperson; or the remaining BOD members shall elect one of them to act as the AGM Chairperson according to the majority rule; in case where there is no one be elected as the AGM Chairperson, the Chief Supervisor shall arrange the AGM to elect a Chairperson and the person with the highest number of votes shall act as the AGM Chairperson.
2. Duties of the Presidium:
 - a) To conduct and manage the proceedings of the AGM in accordance with the Regulations and the agenda approved by the AGM.
 - b) To guide the delegates and the AGM in discussions.
 - c) To conclude on matters necessary for the AGM to vote upon.
 - d) To respond to Shareholders on matters within the agenda of the AGM.
 - e) To address issues arising throughout the course of the AGM.
3. Decisions of the Presidium regarding the order and procedures for matters arising outside the agenda of the AGM shall be final and binding.
4. The Chairperson may change the venue or postpone the AGM, despite having met the required quorum for attendance registration, provided that such change or postponement does not exceed three (03) working days from the scheduled opening date of the AGM, in the following circumstances:
 - a) The venue does not have sufficient seating capacity or convenience for all attendees;
 - b) The communication and technical facilities at the venue do not ensure that attending Shareholders can effectively participate in discussions, voting, and elections;

- c) There are individuals obstructing or causing disturbances, posing a risk that the AGM cannot be conducted in a fair and lawful manner.

Article 5. Shareholder Relation Committee

1. Shareholder Relation Committee is a supporting body of the Organizing Committee, with the following duties:
 - a) To receive and verify personal identification documents, papers and other records to confirm the eligibility of Shareholders and their proxies.
 - b) To distribute Shareholder Cards, Voting Cards, Ballots, Election Ballots and other AGM documents to Shareholders.
 - c) To report to the AGM on the results of the Shareholder eligibility verification and the attendance ratio.
2. The Organization Committee may assign support personnel to assist the Shareholder Relation Committee in fulfilling its functions and duties.

Article 6. Secretariat

1. The Chairperson shall appoint one or more persons to serve as the AGM's Secretaries.
2. Duties:
 - a) To record fully, truthfully all contents and proceedings of the AGM, including discussions; the Chairperson's summaries and matters approved by the AGM, as well as any reserved opinions.
 - b) To receive written opinions from Shareholders and promptly report them to the Chairperson for consideration and explanation.
 - c) To assist in announcing draft documents, conclusions, resolutions of AGM, as well as announcements from the Presidium to Shareholders upon request.
 - d) To perform administrative and support tasks as assigned by the Chairperson.

Article 7. Duties of the Vote Counting Committee

1. The AGM shall vote to approve the Vote Counting Committee based on the Chairperson's nomination.
2. Duties:
 - a) To instruct Shareholders on the procedures for election and voting at the AGM.
 - b) To distribute and collect ballots; to inspect and supervise the voting process of Shareholders.
 - c) To organize the vote-counting process.
 - d) To review and report relevant matters to the Presidium.
 - e) To prepare the Minutes for voting and election results and to announce the vote-counting results to the AGM.
3. The Organizing Committee may assign support personnel to assist the Vote Counting Committee in completing assigned duties.

Article 8. Discussion at the AGM

1. Shareholders shall conduct discussions following the Chairperson's direction and the Organizing Committee's guidance.
2. Discussions shall only be carried out within the arranged timeframe and must be confined to the scope of contents presented in the AGM agenda.
3. Shareholders shall submit their discussions in writing on Question Sheets (provided by the Organizing Committee during the registration or before the discussion session) and sending them to the Secretariat. The Secretariat will arrange the Question Sheets in order of registration or group those with similar content before forwarding them to the Presidium for responses. Questions must be concise, clear and relevant to the contents presented in the AGM agenda.

Article 9. Order at the AGM

1. Attendees must sit at their assigned positions and are subject to inspection or other legal and reasonable security measures as guided by the Organizing Committee.
2. Attendees are requested to refrain from private conversations and to limit the use of mobile phones during the AGM.
3. Filming, photography and audio recording are prohibited during the AGM without the Chairperson's consent (except for invited press and media representatives).
4. To ensure the accuracy of voting ratios, Shareholders are requested to limit leaving the hall during the AGM. In case of necessity, upon re-entering the hall, Shareholders must present their Shareholder Card to the Shareholder Relation Committee.
5. Other regulations as announced by the Presidium throughout the AGM.

Article 10. Minutes of the AGM

All proceedings and contents of the AGM must be recorded in the Meeting Minutes by the Secretariat. The Meeting Minutes must be read and approved before the adjournment of the AGM and shall be archived in accordance with regulations.

Article 11. Regulations on Voting and Vote Counting

1. Voting shall commence once the distribution of ballots is complete and shall conclude when the Organizing Committee officially announces the end of the voting process.
2. Shareholders must use the Voting Card (for public voting), Ballots (for private voting) and Election Ballots (for electing the Board of Directors) provided by the Organizing Committee, which must have the Bank's stamp.
3. In the event that Ballots or Election Ballots are deemed invalid, the corresponding voting or election contents shall not be counted towards the final voting or election results.
4. The vote-counting process shall be conducted immediately after the voting session ends.
5. Each common share shall correspond to one (01) voting and election right.
6. The vote-counting results shall be recorded in writing, publicly announced at the AGM.

Article 12: Voting at the Annual General Meeting of Shareholders

1. Voting method

a) Voting Card: shall be used for open, direct voting on each agenda content, whereby Shareholders raise their voting cards at the AGM. The matters subject to this method include:

- Approval of the Rules and Regulations of the Annual General Meeting;
- Approval of the Meeting agenda;
- Approval of the composition of the Vote Counting Committee;
- Approval of the number of Board of Directors members in the event of changes;
- Approval of the Minutes and Resolution of the Annual General Meeting

To expedite the vote counting process under this method, the Vote Counting Committee shall directly count, at the Meeting, the number of votes "Against" and "Abstention". The number of "For" votes shall be determined by deducting the "Against" and "Abstention" votes from the total voting rights. Voting results for each agenda content shall be announced immediately at the Meeting.

b) **Ballots:** shall be used for secret voting on all other matters, except those specified in Point a, Clause 1 of this Article. The voting results for each agenda content shall be reported to the General Meeting by the Vote Counting Committee immediately upon completion of the vote counting process.

- When casting ballots, Shareholders shall mark (X) or (√) in one of the three options: "For", "Against", or "Abstention".
- In case of an incorrect mark, the Shareholder must cross out the incorrect marking, sign next to the correction (without erasure), and re-mark the selected option
- In the case of no option selected, the Ballot shall be deemed as "Abstention"

2. Invalid Voting Card:

- a) Not issued by the Organizing Committee of the Annual General Meeting;
- b) Do contain additional voting content beyond that prescribed by the Organising Committee;
- c) Not on original Ballot, is torn, damaged, or erased (except for corrections made in accordance with Clause 1 of this Article).

3. Invalid voting content:

- a) More than one of the three options—"For", "Against", or "Abstention"—is selected;
 - b) Be erased or corrected in a manner not compliant with Point b, Clause 1 of this Article.
- Any voting item deemed invalid shall not affect the validity of other voting contents on the same ballot that are duly completed in accordance with the regulations.

4. Adoption of resolutions of the Annual General Meeting

- a) A resolution of the General Meeting shall be adopted when it is approved by Shareholders representing more than 50% of the total voting rights of all Shareholders attending the AGM, except as provided in Point b of this Clause.

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- b) A resolution shall be adopted only when it is approved by Shareholders representing at least 65% of the total voting rights of all Shareholders attending the Meeting, for the following contents:
- Approval of proposal of the change of the charter capital; approval of share issuance plans, including the types and number of shares to be offered;
 - Approval of investment, acquisition, or disposal of fixed assets of SACOMBANK where the investment value, proposed purchase price, or original cost (in case of disposal) is equal to or exceeds 20% of the SACOMBANK's charter capital as stated in the most recent audited financial statements;
 - Decisions on division, demerger, consolidation, merger, conversion of legal form, dissolution, or requesting the Court to initiate bankruptcy proceedings of the Bank;
 - Other matters as prescribed in the Charter.

Articles 13: Election of Additional Member(s) to the Board of Directors

1. The number of additional members of the Board of Directors, including independent members, to be elected shall be determined by the Annual General Meeting of Shareholders.
2. **List of candidates:** Candidates must meet the eligibility criteria and "fit and proper" requirements in accordance with prevailing laws and regulations, and shall have obtained prior approval from the State Bank of Vietnam. The official list of candidates shall be disclosed in accordance with applicable regulations prior to the Annual General Meeting of Shareholders.
3. **Voting Method**
 - a) The election shall be conducted using the cumulative voting method. Shareholders shall be entitled to allocate all or part of their total voting rights to one or more candidates, or to abstain from voting for any candidate.
 - b) The total voting rights of each Shareholder or their authorized representative, corresponding to each type of Ballot/Voting Card, shall be determined as follows:
 - **Total voting rights = Total number of voting shares × Number of members to be elected;** where:
Total number of voting shares = Number of shares held + Number of shares authorized by other Shareholders (if any).
 - Exp: Shareholder A owns 100 voting shares and has received proxy authorization for 50 voting shares from other shareholders. In the event that the AGM resolves to elect an additional 03 (three) members of the Board of Directors: Total voting rights for the election of members of the BOD = $(100+50) \times 3 = 450$ voting rights.
 - c) Shareholders shall indicate the number of voting rights allocated to each candidate in the "Number of voting rights" column using one of the following methods:
 - **Method 1:** Allocate voting rights equally among all or a selected number of candidates by inserting the number of voting rights or marking (X)/(√) in the relevant boxes. In the event

of fractional votes, the number shall be rounded down to the nearest whole number (any decimal portion shall be disregarded).

- **Method 2:** Voting rights shall be allocated to one or more candidates by specifying the exact number of voting rights, which must be whole numbers. Fractional number shall be disregarded and shall not be counted for the relevant candidate, and the number of voting rights allocated thereto shall be recorded as zero.
- d) In the event of no candidate selected, the Shareholder shall leave the **"Number of voting rights"** box blank or put "0" to such candidate.
- e) In the event of any incorrect marking/entry arose during course of voting rights session, the Shareholder shall cross out/strikethrough the incorrect marking/entry, sign adjacent to the stricken portion (no erasure or alteration of the original marking/entry shall be permitted), and re-mark or re-enter voting rights.
- f) Under no circumstances shall the total number of voting rights allocated to all candidates exceed the Shareholder's total voting rights as specified on the relevant Ballot//Voting Card.

4. Invalid Ballots/Voting Card, if:

- Not issued by the Organizing Committee of the Annual General Meeting;
- No required seal;
- Not voted for any eligible/listed candidate;
- The total number of voting rights casted exceeds the total voting rights specified on the Ballots/Voting Card.
- Any erasure, deletion, alteration, or addition of content (except as permitted under Clause 3 of this Article)

Prior to depositing the Ballots/Voting Card into the ballot box, if a Shareholder determines that the Ballots/Voting Card is invalid or identifies any error in his/her voting decisions, the Shareholder may request the Organising Committee to issue a replacement Ballots/Voting Card, return the previously issued Ballots/Voting Card.

Once the Ballots/Voting Card has been deposited into the ballot box, no amendment shall be permitted and any attempted change shall be null and void.

5. The voting content for a candidate shall be deemed invalid in the following cases:

- The "Number of Votes" box is erased, torn, or damaged such that the number of votes allocated cannot be accurately determined;
- *Corrections are made in violation of Clause 3 of this Article.*

The voting content for other candidates on the same ballot shall remain valid and be counted toward the election results.

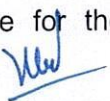
6. Principles for Determining Elected Candidates:

- a) Elected Candidates shall be determined based on the number of voting rights in descending order, starting from the individual with the highest until the required number of additional members is met.



- b) In the event of a tie among candidates resulting in the number of elected individuals exceeding the required number, a re-election shall be conducted among those specific candidates.
- c) Election results shall be announced at the AGM.
- d) The BOD shall perform the reporting procedures to the State Bank of Vietnam following the election results.

Article 14: Implementation Provision

- 1. This Regulation shall take effect immediately upon its approval by the AGM.
- 2. Shareholders, attendees at AGM and other related parties shall be responsible for the implementation of, and compliance with, the provisions set forth in this Regulation. 

**ON BEHALF OF
ANNUAL MEETING OF SHAREHOLDERS
CHAIRPERSON**



DUONG CONG MINH

Recipients:

- Annual General Meeting of Shareholder FY 2025: *"for approval"*;

Archived at Governance Office.