

DRAFT

REGULATION

ORGANIZING THE 31ST ANNUAL MEETING OF SHAREHOLDERS IN 2023 OF SAI GON - HANOI COMMERCIAL JOINT STOCK BANK

- Pursuant to the Enterprise Law No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and guiding, amended and supplemented documents ;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 29, 2010 of the National Assembly of the Socialist Republic of Vietnam and the Law amending and supplementing a number of articles of the Law on Credit Institutions No. 17/2017/QH14 dated 20/11/2017 ;
- Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and objects of regulation

1. This Regulation applies to the organization of the 31st Annual General Meeting of Shareholders in 2023 (hereinafter referred to as "the General Meeting") of Saigon - Hanoi Commercial Joint Stock Bank (SHB).
2. This Regulation specifies the rights and obligations of shareholders and participants of the General Meeting; conditions and procedures for conducting the General Meeting.
3. Shareholders and participants are responsible for complying with the provisions of this Regulation, the Charter of SHB and current regulations of law.

Article 2. Conditions of participation in the General Meeting

Shareholders named in the list of shareholders as of March 03, 2023 have the right to attend the meeting in person or via proxy.

CHAPTER II

RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORIZED PERSONS AND PARTICIPANTS OF THE GENERAL MEETING

Article 3. Rights and obligations of shareholders/authorized persons

1. Rights of shareholders/authorized persons
 - To discuss and vote on all issues under the authority of the General Meeting in accordance with the Law and the Charter of SHB.

- To be publicly informed by the General Meeting Organizing Committee of the agenda of the General Meeting.
 - At the General Meeting of Shareholders, each shareholder/authorized person is entitled to receive Voting Cards, Election Ballots after registering to attend the General Meeting with the Committee of Shareholders Eligibility Inspection.
 - Shareholders/authorized persons who arrive late to the General Meeting of Shareholders have the right to register, then have the right to participate and vote at the meeting of the General Meeting of Shareholders, but the Chairman shall not be responsible for stopping the General Meeting and the previously voted contents of the General Meeting of Shareholders remain unchanged.
 - Other rights as prescribed by law and SHB's Charter.
2. Obligations of shareholders/authorized persons:
- Each shareholder/authorized person when attending the Meeting must bring identification (ID card/Passport/Certificate of business registration/Establishment Decision) and Letter of Invitation, power of attorney (if any) to register to attend the General Meeting with the Committee of Shareholders Eligibility Inspection to check shareholder status and receive Voting Cards, Voting Ballots and Election Ballots and other meeting documents.
 - The person authorized to attend the General Meeting can not re-authorize another person to attend the General Meeting.
 - During the General Meeting, shareholders/authorized persons must comply with the guidance of the Presidium, behave civilly, politely and not cause disorder. Shareholders/authorized persons can speak directly at the General Meeting or note down their comments and send them to the Organizing Committee of the Meeting. When wishing to express opinions directly, shareholders/authorized persons need to register with the Organizing Committee of the General Meeting.
 - Shareholders/authorized persons attending the General Meeting of Shareholders must strictly abide by the working regulations of the General Meeting of Shareholders; respect the working results at the General Meeting of Shareholders. In case shareholders violate this Regulation, depending on the specific extent, the Presidium will consider and handle the violation in accordance with the provisions of the Law and the Charter of SHB.
 - Other obligations as prescribed by law and SHB's Charter.

Article 4. Duties of the Presidium

1. The meeting shall vote to approve the Presidium. The Chairman of the Board of Directors is the Chairman of the General Meeting.
2. Duties of the Presidium:
 - Manage the activities of the General Meeting according to the program approved by the General Meeting.
 - Guide the shareholders and the general meeting to discuss the agenda.
 - Concluding necessary issues for the General Meeting to vote.
 - Answer at the request of shareholders on the agenda which have been approved and voted by the General Meeting.
 - Solve problems that arise during the Meeting.
3. The decision of the Presidium on the order and procedures for events not on the agenda of the General Meeting shall prevail.
4. The Chairman may adjourn the General Meeting to another time (in accordance with the Law and SHB's Charter) and at another location without consulting the General Meeting in the awareness that:
 - The meeting place does not have enough convenient seats for all meeting participants;
 - The media at the meeting place does not guarantee the attendance, discussion and voting of shareholders attending the meeting;
 - Someone attending the meeting obstructs disrupts order and threatens to prevent the meeting from being conducted in a fair and lawful manner;
 - The maximum postponement length of time shall not exceed 03 days from the date the meeting is intended to open;

Article 5. Duties of the Secretariat

1. The Chairman appoints a number of people to act as Secretary of the Meeting. The Secretariat is responsible to the Presidium and the General Meeting of Shareholders for its tasks.
2. Duties of the Secretariat:
 - To fully and honestly record the contents and developments of the General Meeting, the opinions expressed at the General Meeting, and the summary of the Chairman of the General Meeting.
 - Support the Presidium in announcing the draft documents, conclusions, resolutions of the General Meeting and the notice of the Presidium to the shareholders upon request.
 - Receive and review registration forms for speaking and discussion sheets of shareholders and transfer them to the Presidium for decision;
 - Carry out supporting tasks as assigned by the Presidium.

Article 6. Duties of Elections and Vote Counting Committee

1. The Election and Vote Counting Committee consists of 3 members nominated by the Chairman and approved by the General Meeting. Members of the Election and Vote Counting Committee may be the Bank's shareholders but must not be on the list of nominees or candidates for the Board of Directors.
 - The Election and Vote Counting Committee is responsible for the truthfulness and accuracy of the vote counting results.
2. The Election and Vote Counting Committee has the following duties:
 - Prepare ballot boxes, announce voting procedures, and check shareholders' eligibility and votes.
 - Collect votes, check and supervise the voting of shareholders/authorized persons.
 - Organize the counting of votes.
 - Review and report to the Presidium of the General Meeting on relevant issues.
 - Make minutes of vote counting and announce the vote counting results and election results to the General Meeting.
 - Hand over the Minutes and all vote for approval and voting records to the Chairman of the General Meeting.
3. Election and Vote Counting Committee has the right to set up an assistance group to fulfill its functions and tasks.

Article 7. Tasks of the Committee of Shareholders Eligibility Inspection

1. Committee of Shareholders Eligibility Inspection is appointed by the Chairman of the Board of Directors of SHB.
2. Committee of Shareholders Eligibility Inspection has the following duties:
 - Check eligibility of shareholders/authorized persons to attend the General Meeting; receive and check required documents for attendance of shareholders/authorized persons.
 - Distributing documents and General Meeting Attendance Cards, Voting Cards, Voting Ballots and Election Ballot to shareholders/authorized persons.
 - Report to the General Meeting on the results of checking the eligibility of shareholders to attend the General Meeting.
3. The Committee of Shareholders Eligibility Inspection has the right to establish an assistance group to fulfill its functions and duties.

CHAPTER III
PROCEDURES OF GENERAL MEETING

Article 8. Conditions to conduct the General Meeting

1. The General Meeting is conducted when the number of shareholders attending the meeting represents more than 50% of the total number of votes.
2. If the first meeting fails to meet the conditions prescribed in Part 1 of this Article, it may convene a second meeting within 30 days from the intended date of the first meeting. The second General Meeting of Shareholders is conducted when the number of shareholders attending the meeting represents 33% of the total number of votes.
3. If the meeting convened for the second time does not meet the conditions prescribed in Clause 2 of this Article, the meeting may be convened for the third time within 20 days from the intended date of the second meeting. In this case, the meeting of the General Meeting of Shareholders is conducted regardless of the number of shareholders attending the meeting and the percentage of voting shares of the attending shareholders.

Article 9. Approving the decision of the General Meeting of Shareholders

1. Issues considered as being approved at the meeting must be approved by the number of shareholders/authorized persons representing more than 51% of the total votes of the shareholders/authorized persons with voting rights attending the meeting (except for the case prescribed in Part 2 of this Article).
2. For the following issues to be approved, they must be approved by the number of shareholders/authorized persons representing more than 65% of the total votes of the shareholders/authorized persons with voting rights attending the meeting, including:
 - Amending and supplementing the Charter of the Bank;
 - Approving the plan to change the charter capital level; approve the share sale plan, including the type of shares and the number of new shares to be offered for sale;
 - The Bank's decision on investment, purchase and sale of assets valued at 20% (twenty percent) or more of the charter capital recorded in the Bank's most recent audited financial statement;
 - Deciding the division, separation, consolidation, merger, acquisition, legal transformation, dissolution or request the Court to conduct bankruptcy proceedings.

Article 10. Minutes of the General Meeting of Shareholders

All contents at the General Meeting must be recorded in the Minutes of the Meeting by the Secretariat. Minutes of the meeting must be read and approved before the closing of the General Meeting.

CHAPTER IV

IMPLEMENTATION EFFECTIVENESS

Article 11. Effectiveness

1. This Regulation consists of 4 chapters, 11 articles and takes effect immediately after the General Meeting votes for approval.
2. Shareholders, participants of the General Meeting and related parties are responsible for the implementation of this Regulation.

**PP. GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN**