

*Hanoi, April 22, 2025*

**DRAFT**

**REGULATION ON**  
**ORGANIZING THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF**  
**SHAREHOLDERS IN 2025 OF SAI GON - HANOI COMMERCIAL JOINT**  
**STOCK BANK**

- *Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and documents guiding its implementation;*
- *Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and guiding documents;*
- *Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;*

**CHAPTER I**  
**GENERAL PROVISIONS**

**Article 1. Scope and subjects of regulation**

1. This Regulation applies to the organization of the 33<sup>rd</sup> Annual General Meeting of Shareholders in 2025 (hereinafter referred to as "the AGM") of Saigon - Hanoi Commercial Joint Stock Bank (SHB).
2. This Regulation specifies the rights and obligations of shareholders and participants of the AGM; conditions and procedures for convening the AGM.
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. Attendance eligibility for the AGM**

Shareholders named in the list of shareholders as of March 14, 2025 are eligible to attend the AGM in person or via proxy.

**CHAPTER II**  
**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, THEIR PROXIES AND**  
**PARTICIPANTS OF THE AGM**

**Article 3. Rights and obligations of shareholders/proxies**

1. Rights of shareholders/proxies
  - Discuss and vote on all issues under the authority of the AGM in accordance with the Law and the Charter of SHB.
  - Be publicly informed by the Organizing Committee of the agenda of the AGM.

- Receive voting and election ballots after registering with the Shareholders Eligibility Inspection Committee.
  - Shareholders/proxies who arrive after the opening of the AGM have the right to register and vote at the meeting. However, the Chairman is not responsible for pausing the AGM to accommodate their registration, and any voting results prior to their arrival shall remain unchanged.
  - Shareholders/proxies have the right to attend, speak, and discuss opinions directly at the AGM under the direction of the Presidium or submit written opinions using the opinion form provided by the Organizing Committee. Written opinions hold the same validity as those spoken directly at the AGM.
  - Other rights as prescribed by law and SHB's Charter.
2. Obligations of shareholders/proxies:
- Each shareholder/proxy attending the AGM must present valid identification (ID card/Passport/Certificate of Business Registration/Establishment Decision) along with the Letter of Invitation and Proxy Form (if applicable) to register with the Shareholders Eligibility Inspection Committee. Upon verification, they will receive voting and election ballots and other relevant meeting documents.
  - Each shareholder/proxy must comply with inspection procedures or any other reasonable and lawful security measures when attending the AGM.
  - The proxy cannot re-authorize another person to attend the AGM.
  - During the AGM, shareholders/proxies must follow the guidance of the Presidium, maintain civil and polite behavior, and refrain from causing disorder, disrupting the meeting, or violating security measures. Shareholders/proxies who wish to speak must register with the Organizing Committee.
  - Shareholders/proxies attending the AGM must strictly comply with the AGM regulations and respect the meeting's outcomes. In case of any violations, the Presidium will review the situation and take appropriate action in accordance with 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 AGM shall vote to approve the Presidium. The Chairman of the Board of Directors is the Chairman of the AGM.
2. Duties of the Presidium:
  - Oversee and manage the AGM proceedings in accordance with the agenda approved by the AGM.
  - Guide the shareholders and the AGM to discuss the agenda items.



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- Present key issues for the AGM to vote on.
  - Address participants' inquiries regarding items included in the approved and voted agenda.
  - Handle any arising matters during the AGM.
3. The Presidium's decision on the order and proceedings for any issues not included in the AGM agenda shall be final.
  4. The Chairman may adjourn the AGM to another time (in accordance with the Law and SHB's Charter) and to a different location without consulting the AGM if:
    - The meeting venue lacks sufficient seating for all participants;
    - The technical conditions at the venue do not ensure proper attendance, discussion, and voting for shareholders;
    - An attendee obstructs or disrupts the meeting, or poses a threat to its fair and lawful conduct;
    - The AGM shall not be adjourned for more than **three (03) days** from the originally scheduled date;

#### **Article 5. Duties of the Secretariat**

1. The Chairman shall appoint individuals to serve as the Secretariat, who will be accountable to the Presidium and the AGM for executing their assigned duties.
2. Duties of the Secretariat:
  - Accurately and comprehensively record the proceedings of the AGM, including spoken opinions and the Chairman's conclusions.
  - Assist the Presidium in announcing draft documents, conclusions, resolutions of the AGM, and notices from the Presidium to shareholders upon request.
  - Collect shareholders' opinion forms and forward them to the Organizing Committee and the Presidium; document the opinions discussed at the AGM;
  - Perform other supporting tasks as assigned by the Presidium.

#### **Article 6. Duties of the Election and Ballot Counting Committee**

1. The Election and Ballot Counting Committee (EBCC) consists of three members nominated by the Chairman and approved by the AGM. Members of the EBCC may be shareholders of the Bank but must not be on the list of nominees or self-nominated candidates for the Board of Directors.
- The EBCC is responsible for ensuring the truthfulness and accuracy of the ballot counting results.
2. Duties of the EBCC:

- Prepare voting boxes, announce voting procedures, and check shareholders' eligibility and ballots.
  - Collect ballots, check and supervise the voting of shareholders/proxies.
  - Count ballots.
  - Review and report to the Presidium on relevant issues.
  - Prepare minutes of ballot counting and announce the voting and election results to the AGM.
  - Hand over the minutes and all ballots used for voting on agenda items to the Chairman of the AGM.
3. The EBCC has the right to establish an assistance group to fulfill its functions and tasks.

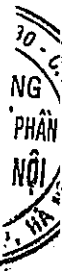
#### **Article 7. Duties of the Shareholders Eligibility Inspection Committee**

1. The Shareholders Eligibility Inspection Committee (SEIC) is appointed by the Chairman of the Board of Directors of SHB.
2. Duties of the SEIC:
  - Verify the eligibility of shareholders/proxies to attend the AGM; receive and check required documents for attendance.
  - Distribute AGM documents, Attendance Cards, and voting and election ballots to shareholders/proxies.
  - Report to the AGM on the results of the shareholder eligibility verification.
3. The SEIC has the right to establish an assistance group to fulfill its functions and duties.

### **CHAPTER III THE AGM PROCEEDINGS**

#### **Article 8. Conditions for convening the AGM**

1. The AGM is convened when shareholders attending the meeting represent more than 50% of the total ballots.
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 AGM 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 AGM is conducted regardless of the number of ballots represented by the attending shareholders.

#### **Article 9. Approval of the AGM decisions**

1. Resolutions of the AGM shall be considered approved if they are approved by shareholders/proxies representing more than 50% of the total ballots of attending shareholders/proxies, except as specified in Clause 2 of this Article.
2. The following matters require approval from shareholders/proxies representing more than 65% of the total ballots of attending shareholders/proxies:
  - Approval of changes to charter capital, including plans for share sales, types of shares, and the number of new shares to be issued;
  - Approval of investment decisions and transactions involving the purchase or sale of SHB's fixed assets, where the investment amount, expected purchase price, or original price in case of sale is equal to or exceeds 20% of SHB's charter capital as recorded in the most recent audited financial statements;
  - Decisions on division, separation, consolidation, merger, acquisition, legal transformation, dissolution, or requesting the Court to initiate bankruptcy proceedings.

#### **Article 10. Minutes of the AGM**

All discussions, resolutions, decisions and relevant matters at the AGM must be documented in the Minutes by the Secretariat. The Minutes must be read and approved before the AGM concludes.

### **CHAPTER IV VALIDITY**

#### **Article 11. VALIDITY**

1. This Regulation consists of 4 chapters, 11 articles and takes effect immediately upon approval by the AGM.
2. Shareholders, participants of the AGM and relevant parties are responsible for implementing this Regulation.

PP THE ANNUAL GENERAL MEETING OF



*Đỗ Quang Hiến*