

No.: 09/2026/CBTT-SBD

Ho Chi Minh City, June 30, 2026

**PERIODIC INFORMATION DISCLOSURE**

**To: Hanoi Stock Exchange**

**1. Name of organization: SAO BAC DAU TECHNOLOGIES CORPORATION**

- Stock code: SBD

- Address: Block U.14b - 16a, Road 22, Tan Thuan EPZ, Tan Thuan Ward, Ho Chi Minh City

- Tel: 028 37700968

Fax: 028 37700968

- Email: [info@saobacdau.vn](mailto:info@saobacdau.vn)

Website: <https://saobacdau.vn>

**2. Contents of disclosure:**

- Notice of Invitation and Meeting Materials for the 2026 Annual General Meeting of Shareholders (AGM).

**3.** This information was published on the Company's website on June 30, 2026, at: <https://saobacdau.vn>.

We hereby certify that the above information is true and accurate and assume full responsibility before the law for the contents hereof.

**Attached documents:**

- Notice of Invitation to the 2026 AGM
- Meeting Materials for the 2026 AGM

**Organization Representative  
Legal Representative /  
Person Authorized to Disclose Information**  
(Signature, full name, position, and seal)



**Executive Chairman**

*Nguyễn Đức Quang*

No: 01/2026/TBMH-DHCD

Ho Chi Minh City, June 30, 2026

## NOTICE AND INVITATION TO THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To: Shareholders of Sao Bac Dau Technologies Corporation,**

The Board of Directors of Sao Bac Dau Technologies Corporation (Stock Code: SBD, Enterprise Registration No.: 0303191804) respectfully invites you to attend the 2026 Annual General Meeting of Shareholders (AGM) as follows:

**I. TIME:** 08:00 AM – 11:30 AM, Wednesday, July 22, 2026

**II. LOCATIONS:**

Main Venue – Ho Chi Minh City: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
(*Head Office – The meeting will be chaired from this location*).

Remote Participation – Hanoi Office: 3rd Floor, CT1AB Building, VOV Residential Complex, Dai Mo Ward, Hanoi City (*Video conferencing connection point*).

**III. ELIGIBILITY TO ATTEND:**

- All shareholders whose names appear in the shareholder list of SBD as of June 18, 2026, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC), are eligible to attend the AGM.
- Shareholders who are unable to attend in person may authorize a representative to attend on their behalf. The authorization must be made in writing using the attached proxy form or any other legally compliant proxy form. It must be signed by the shareholder (for individuals) or signed and stamped (for organizations).

**IV. MEETING AGENDA & DOCUMENTS:**

The agenda of the 2026 AGM will include the presentation and approval of the following:

- Audited Financial Statements for fiscal year 2025.
- Profit distribution plan for 2025 and Business Plan for 2026.
- Report of the Board of Directors (BOD) on activities in 2025, and operational plan and budget for 2026.
- Report of the Supervisory Board (SB) on activities in 2025, operational plan and budget for 2026, and the selection of the independent auditor for 2026.
- Proposals on Amendments and Supplements to the Company Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Directors.

All relevant documents are published on SBD's official website: <https://saobacdau.vn>



## V. CONTACT INFORMATION

For further information regarding the 2026 AGM, please contact:

### AGM Organizing Committee – Sao Bac Dau Technologies Corporation:

**Address:** Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City.  
**Phone:** 028 37700968 or 0908 882182 (Ms. Uyen)  
**Email:** [uyenlna@saobacdao.vn](mailto:uyenlna@saobacdao.vn)

We hereby notify and cordially invite you to attend the Meeting.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN

**Recipients:**

- As above;
- Archive.



NGUYEN DUC QUANG

**Note:**

- This Notice shall serve as the invitation to the General Meeting of Shareholders in the event that a shareholder does not receive the invitation letter by post.
- Shareholders and authorized representatives attending the General Meeting of Shareholders must present a valid Citizen Identity Card, Passport, or a Level 2 verified VNeID account. Authorized representatives must also present a valid power of attorney executed by the authorizing shareholder.



**TENTATIVE AGENDA**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**SAO BAC DAU TECHNOLOGIES CORPORATION**

**Time:** 08:00 AM – 11:30 AM, Wednesday, July 22, 2026

**Locations:** Ho Chi Minh City: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
 (Main Office – The meeting will be chaired from this location)

Hanoi: 3rd Floor, CT1AB Building, VOV Residential Complex, Dai Mo Ward, Hanoi City  
 (Branch Office – Participation via Video Conferencing)



Time	Tentative Agenda	Chaired/Presented by
08:00 – 08:30	- Reception and registration of shareholders and delegates. - Verification of shareholder eligibility and preparation of the list of shareholders attending the Meeting.	Organizing Committee
08:30 – 08:40	- Opening remarks and introduction of delegates.	Organizing Committee
08:40 – 08:45	- Report on the validity of the Meeting.	Representative of the Shareholder Verification Committee
08:45 – 08:55	- Introduction of the Chairperson. - Appointment of the Meeting Secretary. - Election of the Vote Counting Committee. - Approval of the Regulations on Organization of the Meeting and the Meeting Agenda.	Chairperson
08:55 – 09:00	- Instructions on voting procedures	Chairperson
09:00 – 09:40	- Report by the Executive Board, including: <ul style="list-style-type: none"> <li>• Report on business performance in 2025;</li> <li>• Audited Financial Statements for FY2025;</li> <li>• Business plans and targets of the Parent Company and the Group for 2026.</li> </ul>	Executive Representative
09:40 – 10:20	- Report by the Board of Directors (BOD), including: <ul style="list-style-type: none"> <li>• Report on the activities of the Board of Directors in 2025 and the Board of Directors' operational plan and budget for 2026;</li> <li>• Proposal for approval of the audited financial statements for the fiscal year ended March 31, 2026, the 2025 profit distribution plan, and the 2026 business plan;</li> <li>• Proposal for amendments and supplements to the Charter, the Internal Regulations on Corporate</li> </ul>	BOD Representative



	Governance, and the Regulations on the Operation of the Board of Directors.	
10:20 – 10:30	<ul style="list-style-type: none"> <li>- Report by the Supervisory Board (SB), including: <ul style="list-style-type: none"> <li>• Report on supervisory activities in 2025 and the Supervisory Board’s operational plan and budget for 2026;</li> <li>• Proposal regarding the selection of the independent auditor for 2026.</li> </ul> </li> </ul>	Supervisory Board Representative
10:30 – 10:50	- Tea break	MC
10:50 – 11:10	- Q&A session	Chairperson
11:10 – 11:20	<ul style="list-style-type: none"> <li>- Voting on matters submitted to the General Meeting of Shareholders for approval: <ul style="list-style-type: none"> <li>• Approval of the 2025 audited financial statements;</li> <li>• Approval of the selection of the independent auditor for 2026;</li> <li>• Approval of the 2025 profit distribution plan;</li> <li>• Approval of the 2026 business plan;</li> <li>• Approval of the Board of Directors’ report for 2025 and the Board of Directors’ operational plan and budget for 2026;</li> <li>• Approval of the Supervisory Board’s report for 2025 and the Supervisory Board’s operational plan and budget for 2026;</li> <li>• Approval of amendments and supplements to the Company Charter;</li> <li>• Approval of amendments and supplements to the Internal Regulations on Corporate Governance;</li> <li>• Approval of amendments and supplements to the Regulations on the Operation of the Board of Directors.</li> </ul> </li> </ul>	Chairperson
11:20 – 11:30	<ul style="list-style-type: none"> <li>- Announcement of voting results and closing of the Meeting. <ul style="list-style-type: none"> <li>• Chairperson reads the draft Minutes of the Meeting.</li> <li>• Official closing of the AGM</li> </ul> </li> </ul>	Chairperson

*Note: The official agenda of the Meeting shall be submitted to the General Meeting of Shareholders for approval at the Meeting.*



No: 01/2026/TTr-DHĐCĐ

June 30, 2026

**PROPOSAL**

**Re: Approval of the 2025 Audited Financial Statements, the 2025 Profit Distribution Plan, and the 2026 Business and Production Plan**

**To: The 2026 Annual General Meeting of Shareholders  
Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

The Board of Directors (“BOD”) of Sao Bac Dau Technologies Corporation respectfully submits to the General Meeting of Shareholders (“GMS”) for consideration and approval the following matters:

**Item 1. Approval of the Company’s 2025 Audited Financial Statements**

The separate and consolidated financial statements for the fiscal year 2025 of the Company were audited with unqualified opinions by RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International, as selected by the 2025 Annual General Meeting of Shareholders, and have been disclosed in accordance with applicable laws and regulations.

Detailed documents have been published on the Company’s website and the information disclosure system in accordance with current regulations.

The BOD respectfully submits to the GMS for consideration and approval the separate and consolidated audited financial statements for the fiscal year 2025 of the Company.

**Item 2. Approval of the 2025 Profit Distribution Plan**

Based on the audited separate financial statements of the Parent Company for fiscal year 2025.

Unit: VND billion

No.	Item	Amount	Notes
1	Profit before tax	14.57	—
2	Corporate income tax	7.50	—
3	Deferred corporate income tax	(3.93)	Deferred tax arising from unrealized provision expenses
4	Profit after tax	10.99	—



5	Appropriation to funds	0.385	Allocation to the Science and Technology Development Fund
6	Remaining profit for 2025 after appropriations to funds	10.61	—
7	2025 dividend payout ratio	6.96	5% per share (VND 500 per share)
8	Dividend payment method		Cash
9	Dividend payment time		Expected from Quarter II of 2026

The BOD respectfully submits to the GMS for consideration and approval the above profit distribution plan for the fiscal year 2025.

**Item 3. Approval of the 2026 Business and Production Plan**

**a. Parent Company**

Unit: VND billion

No.	Item	Actual 2025	Plan 2026	Increase/(Decrease) (%)
1	Net revenue	909.40	1,008.00	10.8%
2	Profit after tax	10.90	17.70	62.4%
3	Dividend to shareholders of the Parent Company	6.96	13.92	100%

**b. Consolidated (Parent Company and Subsidiaries)**

Unit: VND billion

No.	Item	Actual 2025	Plan 2026	Increase/(Decrease) (%)
1	Net revenue	918.90	1,008.00	9.7%
2	Profit after tax	11.04	13.90	25.9%

The BOD respectfully submits to the GMS for consideration and approval the Company's 2026 business and production plan as set out above.

The BOD is authorized to proactively organize and implement the 2026 business and production plan in accordance with actual circumstances and applicable laws and regulations.

Respectfully submitted.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**NGUYEN DUC QUANG**

304-C.T.C.P  
 CÔNG TY  
 CỔ PHẦN  
 CÔNG NGHỆ  
 SAO BẮC ĐẪU  
 5 CHÍ MINH

No: 02/2026/TTr-DHDCD

June 30, 2026

**PROPOSAL**

**Re: Selection of the Independent Auditor for Fiscal Year 2026**

**To: The 2026 Annual General Meeting of Shareholders**

**Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

The Supervisory Board ("SB") of Sao Bac Dau Technologies Corporation respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the following matter:

Based on the results of cooperation during fiscal year 2025, the Supervisory Board respectfully proposes that the General Meeting of Shareholders approve the continued engagement of RSM Vietnam Auditing & Consulting Co., Ltd. – a member firm of RSM International ("RSM") – and authorize the Company to negotiate and execute an agreement with RSM for the review and audit of the Company's financial statements for fiscal year 2026.

In the event that the cooperation with, or the negotiation and execution of the agreement with, RSM is unsuccessful, the Supervisory Board respectfully requests that the General Meeting of Shareholders authorize the Board of Directors to proactively select another independent auditing firm from the list of auditing firms approved to audit public-interest entities as announced by the Ministry of Finance and the State Securities Commission of Vietnam, to conduct the audit of the Company's financial statements for fiscal year 2026 in accordance with applicable laws and regulations.

Respectfully submitted.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE SUPERVISORY BOARD**



**MAI THI THUY MAI**

No: 03/2026/TTTr-DHDCE

Ho Chi Minh City, June 30, 2026

**PROPOSAL**

**Re: Amendment and Supplementation of the Charter**

**To: The 2026 Annual General Meeting of Shareholders  
Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, and guiding the implementation thereof;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents amending, supplementing, and guiding the implementation thereof;*
- *Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;*
- *Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership Model, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement;*
- *Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC guiding certain aspects of corporate governance applicable to public companies;*
- *The current Charter and the practical requirements for governance and management of Sao Bac Dau Technologies Corporation.*

**The Board of Directors (“BOD”) of Sao Bac Dau Technologies Corporation respectfully submits to the General Meeting of Shareholders (“GMS”) for consideration and approval of the following matters:**

1. Amendment and supplementation of the Charter of Sao Bac Dau Technologies Corporation in accordance with the prevailing laws and regulations (Appendix 01 attached hereto).
2. Authorization for the BOD of the Company and the Legal Representative to promulgate the official Charter after being approved by the GMS and to complete other relevant procedures in accordance with the law.

Respectfully submitted to the GMS for consideration and approval./.

**ON BEHALF OF THE BOD**

**CHAIRMAN**



**APPENDIX 1: AMENDMENTS AND SUPPLEMENTS TO THE CHARTER**

No.	Current Charter Provision	Amended and Supplemented Charter Provision	Basis / Rationale
1	<p><b>Cover Page</b></p> <p>THIS CHARTER WAS ADOPTED AT THE EXTRAORDINARY GMS HELD ON DECEMBER 01, 2022</p>	<p><b>Cover Page</b></p> <p>THIS CHARTER WAS ADOPTED AT THE 2026 ANNUAL GMS HELD ON JULY 22, 2026</p>	Update of the effective cover page of the Charter
2	<p><b>Point c, Clause 1, Article 1</b></p> <p>c. The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;</p>	<p><b>Point c, Clause 1, Article 1</b></p> <p>c. The Law on Enterprises means the Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020 and its amendments and supplements;</p>	Updated in accordance with Law No. 03/2022/QH15 and Law No. 76/2025/QH15
3	<p><b>Point d, Clause 1, Article 1</b></p> <p>d. The Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;</p>	<p><b>Point d, Clause 1, Article 1</b></p> <p>d. The Law on Securities means the Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019 and its amendments and supplements;</p>	Updated in accordance with Law No. 56/2024/QH15
4	<p><b>Point o, Clause 1, Article 1</b></p> <p>Not available</p>	<p><b>Point o, Clause 1, Article 1</b></p> <p>o. Trade secrets and business secrets” mean undisclosed information having economic or commercial value and providing competitive advantages to the Company, including but not limited to source codes, technological solutions, data, customer information, partner information, business strategies and other confidential information of the Company.</p>	Updated to align with the Company’s business orientation
5	<p><b>Clause 3, Article 2</b></p> <p>The registered office of the Company is:</p>	<p><b>Clause 3, Article 2</b></p> <p>The registered office of the Company is:</p>	Updated in accordance with the new administrative boundaries

	<p>- Head office address: Lot U.14b-16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Dong Ward, District 7, Ho Chi Minh City, Vietnam</p> <p>- Telephone: (84) (28) 37700968</p> <p>- Fax: (84) (28) 37700969</p> <p>- E-mail: info@saobacdau.vn</p> <p>- Website: <a href="https://www.saobacdau.vn">https://www.saobacdau.vn</a></p>	<p>- Head office address: Lot U.14b-16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City, Vietnam</p> <p>- Telephone: +84 28 3770 0968</p> <p>- Fax: +84 28 3770 0969</p> <p>- E-mail: info@saobacdau.vn</p> <p>- Website: <a href="https://www.saobacdau.vn">https://www.saobacdau.vn</a></p> <p>Any changes to the above information shall be deemed automatically incorporated into and updated in this Charter</p>	
6	<p><b>Clause 1, Article 7</b></p> <p>1. The Company shall establish and maintain the shareholder register from the date of issuance of the Enterprise Registration Certificate. The shareholder register may be maintained in the form of paper documents, electronic database records containing information on share ownership of shareholders, or both. The shareholder register shall be kept at the head office of the Company; in case the Company registers centralized depository at the Securities Depository Center, the shareholder register shall also be kept at the Securities Depository Center.</p>	<p><b>Clause 1, Article 7</b></p> <p>1. The Company shall establish and maintain the shareholder register from the date of issuance of the Enterprise Registration Certificate. The shareholder register may be maintained in the form of paper documents, electronic database records containing information on share ownership of shareholders, or both. The shareholder register shall be kept at the head office of the Company; in case the Company registers centralized depository at the Vietnam Securities Depository and Clearing Corporation, the shareholder register shall also be kept at the Vietnam Securities Depository and Clearing Corporation.</p>	Update of the authority's name in accordance with current regulations
7	<p><b>Point a, Clause 2, Article 12:</b></p> <p>a. Point a, Clause 2, Article 12 a. Request the BOD to convene the GMS in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises</p>	<p><b>Point a, Clause 2, Article 12:</b></p> <p>a. Request the BOD to convene the GMS in accordance with Article 115 and Article 140 of the Law on Enterprises</p>	Removal of the specific reference to "Clause 3" to ensure consistency with applicable laws
8	<p><b>Clause 2, Article 16</b></p> <p>2. Shareholders entitled to attend the GMS in accordance with the law may authorize their representatives to attend</p>	<p><b>Clause 2, Article 16</b></p> <p>2. Shareholders entitled to attend the GMS in accordance with applicable laws may authorize their representatives to attend the</p>	Wording revised to ensure clarity, consistency and

	<p>the meeting. An institutional shareholder owning at least ten percent (10%) of the total ordinary shares may authorize a maximum of three (03) authorized representatives, while an individual shareholder may authorize one (01) representative. In case more than one authorized representative is appointed, the number of shares authorized to each representative must be specified. If the shareholder does not specify the number of shares corresponding to each authorized representative, such shares shall be equally divided among all authorized representatives.</p>	<p>meeting. An institutional shareholder owning at least ten percent (10%) of the total ordinary shares may authorize a maximum of three (03) authorized representatives, while an individual shareholder may authorize one (01) representative. In case more than one authorized representative is appointed, the number of shares authorized to each representative must be specified. If the shareholder does not specify the number of shares corresponding to each authorized representative, such shares shall be equally divided among all authorized representatives.</p>	<p>compliance with applicable laws</p>
9	<p><b>Clause 3, Article 16</b></p> <p>3. The authorization of an individual or organization to attend the GMS as prescribed in Clause 1 of this Article must be made in writing. The authorization document must comply with civil laws and specify the name of the authorizing shareholder, the authorized individual or organization, the number of authorized shares, scope and content of authorization, authorization term, and signatures of the authorizing and authorized parties. The authorized attendee must submit the authorization document upon registration for attendance. In case of re-authorization, the attendee must additionally present the original authorization document of the shareholder or the institutional shareholder's authorized representative (if not previously registered with the Company).</p>	<p><b>Clause 3, Article 16</b></p> <p>3. The authorization of an individual or organization to attend the GMS as prescribed in Clause 1 of this Article must be made in writing. The authorization document must comply with civil laws and specify the name of the authorizing shareholder, the authorized individual or organization, the number of authorized shares, scope and content of authorization, authorization term, and signatures of the authorizing and authorized parties.</p> <p>The authorized attendee must submit the authorization document upon registration for attendance and may not re-authorize any third party.</p>	<p>Supplementing provisions prohibiting re-authorization to third parties</p>
10	<p><b>Clauses 1 and 2, Article 21</b></p> <p>1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of attending shareholders, except for cases specified in Clauses 4 and 6, Article 148 of the Law on Enterprises:</p>	<p><b>Clauses 1 and 2, Article 21</b></p> <p>1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least sixty-five percent (65%) of the total voting shares of shareholders attending and voting at the meeting, except for cases specified in Clauses 4 and 6, Article 148 of the Law on Enterprises:</p>	<p>Updated in accordance with Clause 5, Article 7 of Law No. 03/2022/QH15</p>

	<p>a. Classes and total number of shares of each class;</p> <p>b. Changes in business lines and sectors;</p> <p>c. Changes in the organizational and management structure of the Company;</p> <p>d. Investment projects or sale of assets equal to or exceeding 35% of the total asset value as stated in the latest financial statements of the Company;</p> <p>e. Reorganization or dissolution of the Company.</p> <p>2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of attending shareholders, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.</p>	<p>a. Classes and total number of shares of each class;</p> <p>b. Changes in business lines and sectors;</p> <p>c. Changes in the organizational and management structure of the Company;</p> <p>d. Investment projects or sale of assets equal to or exceeding 35% of the total asset value as stated in the latest financial statements of the Company;</p> <p>e. Reorganization or dissolution of the Company.</p> <p>2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of shareholders attending and voting at the meeting, except for cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.</p>	
11	<p><b>Clause 4, Article 25</b></p> <p>4. Members of the BOD must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter.</p>	<p><b>Clause 4, Article 25</b></p> <p>4. Members of the BOD must satisfy the following criteria and conditions: a. Members of the BOD must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and this Charter; b. A member of the BOD of the Company may concurrently serve as a member of the BOD or Members' Council of no more than five (05) other companies.</p>	<p>Updated in accordance with Clause 1 and Clause 2, Article 155 of the Law on Enterprises, and Decree No. 245/2025/ND-CP amending and supplementing Decree No. 155/2020/ND-CP</p>
12	<p><b>Clause 3, Article 26</b></p> <p>3. The structure of the BOD shall ensure that at least one-third (1/3) of the total members are non-executive members.</p>	<p><b>Clause 3, Article 26</b></p> <p>3. The number of non-executive members of the BOD of a public company must satisfy the following requirements:</p> <p>a. At least one (01) non-executive member where the BOD has from three (03) to five (05) members;</p> <p>b. At least two (02) non-executive members where the BOD has from six (06) to eight (08) members;</p> <p>c. At least three (03) non-executive members where the BOD has from nine (09) to eleven (11) members</p>	<p>Updated in accordance with Clause 79 of Decree No. 245/2025/ND-CP</p>

13	<p><b>Clause 3, Article 27</b></p> <p>3. The BOD shall report to the GMS on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.</p>	<p><b>Clause 3, Article 27</b></p> <p>3. The BOD shall report to the GMS on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements or replacement documents (if any).</p>	<p>Updating legal basis in accordance with current regulations and supplementing open-ended references to amendments, supplements or replacement documents</p>
14	<p><b>Not available</b></p>	<p><b>Clause 4, Article 27</b></p> <p>Each independent member of the Board of Directors of a listed company shall prepare a report evaluating the activities of the Board of Directors and submit such report to the Annual General Meeting of Shareholders in accordance with applicable laws</p>	<p>Updated in accordance with Clause 82 of Decree No. 245/2025/ND-CP</p>
15	<p><b>Clause 7, Article 39</b></p> <p>7. Report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities.</p>	<p><b>Clause 7, Article 39</b></p> <p>7. Report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities and its amendments, supplements or replacement documents (if any).</p>	<p>Updating legal basis in accordance with current regulations and supplementing open-ended references to amendments, supplements or replacement documents</p>
16	<p><b>Not available</b></p>	<p><b>Clause 6, Article 42</b></p> <p>6. The Chief Executive Officer must not be a related person of the managers, member of the Supervisory Board of the Company and parent company, representatives of state capital or representatives of enterprise capital in the Company and parent company as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.</p>	<p>Updated in accordance with Clause 83 of Decree No. 245/2025/ND-CP</p>
17	<p><b>Point b, Clause 1, Article 52</b></p> <p>b. The Company shall disclose information through the following means:</p>	<p><b>Point b, Clause 1, Article 52</b></p> <p>b. The Company shall disclose information through the following means:</p>	<p>Update of the authority's name in accordance with current regulations</p>

	<ul style="list-style-type: none"> <li>- The Company's website: <a href="http://www.saobacdao.vn">www.saobacdao.vn</a>;</li> <li>- Information disclosure systems of the State Securities Commission, Stock Exchange and Securities Depository Center;</li> <li>- Mass media in accordance with laws</li> </ul>	<ul style="list-style-type: none"> <li>- The Company's website: <a href="http://www.saobacdao.vn">www.saobacdao.vn</a></li> <li>- Information disclosure systems of the State Securities Commission, Stock Exchange and Vietnam Securities Depository and Clearing Corporation;</li> <li>- Mass media in accordance with laws.</li> </ul>	
18	<p><b>Clause 1, Article 60</b></p> <p>1. This Charter consisting of 21 Chapters and 60 Articles was authorized by the GMS of Sao Bac Dau Technologies Corporation to be adopted by the BOD under Resolution No. 17/2024/NQ-HDQT dated November 25, 2024 in Ho Chi Minh City, and the full validity of this Charter was also approved.</p>	<p><b>Clause 1, Article 60</b></p> <p>1. This Charter consisting of 21 Chapters and 60 Articles was unanimously adopted by the GMS of Sao Bac Dau Technologies Corporation on July 22, 2026 at the 2026 Annual GMS in Ho Chi Minh City, and the full validity of this Charter was also approved.</p>	Update of the effective date of the Charter



## **CHARTER**

**SAO BAC DAU TECHNOLOGIES CORPORATION**

**THIS CHARTER WAS ADOPTED BY THE ANNUAL GENERAL  
MEETING OF SHAREHOLDERS ON 22 JULY 2026**

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## **I. DEFINITIONS AND INTERPRETATION**

### **Article 1. Definitions**

1. In this Charter, the following terms shall have the meanings set forth below:
  - a. "Share Capital" means the aggregate par value of shares that have been sold or subscribed for upon the incorporation of the Company and as prescribed in Article 6 of this Charter;
  - b. "Voting Capital" means share capital under which the holders are entitled to vote on matters falling within the decision-making authority of the GMS;
  - c. "Law on Enterprises" means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 17 June 2020, as amended and supplemented from time to time.
  - d. "Law on Securities" means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on 26 November 2019, as amended and supplemented from time to time.
  - e. "Vietnam" means the Socialist Republic of Vietnam;
  - f. "Date of Incorporation" means the date on which the Company was first issued its Enterprise Registration Certificate (Business Registration Certificate or equivalent legal documents);
  - g. "Executive Officer" means the Chief Executive Officer (CEO), Vice President(s), Chief Financial Officer (CFO), Chief Accountant, and other executive officers as prescribed by the Company's Charter;
  - h. "Enterprise Manager" means a manager of the Company, including the Chairman of the Board of Directors (BOD), members of the BOD, the CEO, and other individuals holding managerial positions as prescribed by the Company's Charter;
  - i. "Related Person" means any individual or organization as defined in Clause 46, Article 4 of the Law on Securities;
  - j. "Shareholder" means any individual or organization owning at least one share of the Company;
  - k. "Founding Shareholder" means a shareholder owning at least one ordinary share and whose name appears in the list of founding shareholders of the Company;
  - l. "Major Shareholder" means a shareholder as defined in Clause 18, Article 4 of the Law on Securities;
  - m. "Operating Term" means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension thereof approved by the GMS;
  - n. "Stock Exchange" means the Vietnam Stock Exchange and its subsidiaries;
  - o. "Trade Secrets and Business Confidential Information" mean information that has not been publicly disclosed, possesses economic or commercial value, and provides a competitive advantage to the Company, including but not limited to source codes, technological solutions, data, customer information, partner information, business strategies, and other information designated by the Company as confidential.
2. In this Charter, references to any provision of law or legal document shall include any amendments, supplements, or replacement documents thereto.
3. The headings (Sections and Articles) of this Charter are inserted for convenience of reference only and shall not affect the interpretation or substance of any provision of this Charter.

## **II. NAME, LEGAL FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, BUSINESS LOCATIONS, TERM OF OPERATION, AND LEGAL REPRESENTATIVES OF THE COMPANY**

### **Article 2. Name, Legal Form, Head Office, Branches, Representative Offices, Business Locations, and Term of Operation of the Company**

1. Company Name:

- Vietnamese name: Công ty Cổ phần Công nghệ Sao Bắc Đẩu
  - English name: SaoBacDau Technologies Corporation.
  - Abbreviated name: SBD Corp
2. The Company is a joint stock company with legal entity status in accordance with the applicable laws of Vietnam.
3. The registered head office of the Company:
- Head Office Address: Block U.14b - 16a, Road 22, Tan Thuan EPZ, Tan Thuan Ward, Ho Chi Minh City, Việt Nam.
  - Telephone: +84 28 3770 0968
  - Fax: +84 28 3770 0969
  - E-mail: [info@saobacdau.vn](mailto:info@saobacdau.vn)
  - Website: <https://www.saobacdau.vn>
- Any changes to the above information shall be deemed automatically incorporated into and updated in this Charter.
4. The Company may establish branches, representative offices, and business locations within or outside its business areas in order to achieve its operational objectives, subject to resolutions of the BOD and in accordance with applicable laws.
5. Unless terminated prior to its expiry in accordance with Clause 2, Article 54 of this Charter or its operation is extended pursuant to Article 55 of this Charter, the term of operation of the Company shall commence from the Date of Incorporation and continue for an indefinite period.

**Article 3. Legal Representatives of the Company**

1. The Company shall have two (02) legal representatives, namely the Chairman of the BOD ("Chairman") and the Chief Executive Officer ("CEO").
2. The legal representatives of the Company shall represent the Company in exercising rights and performing obligations arising from the Company's transactions; represent the Company as claimant, respondent, or person with related rights and obligations before arbitration tribunals, courts, and other competent authorities. The responsibilities of the legal representatives shall be performed in accordance with Article 13 of the Law on Enterprises and other rights and obligations prescribed by applicable laws.
3. Rights and obligations of each legal representative:
- a. The CEO shall be responsible before the law for matters relating to the Company's daily business and operational activities, as well as relationships with governmental authorities and banking institutions.
  - b. The Chairman shall be responsible before the law for matters relating to shareholders and technology development investments.
  - c. In the event that the CEO is unable to perform his/her executive functions, the Chairman shall exercise the rights and perform the obligations of the legal representative as prescribed in Point a of this Clause, and vice versa.

**III. BUSINESS OBJECTIVES, SCOPE OF BUSINESS AND OPERATIONS OF THE COMPANY**

**Article 4. Business Objectives of the Company**

1. The Company's business lines are as follows:

No.	Business Lines	Business Code
1	Wholesale of electronic and telecommunications equipment and components	4652 (Primary)

	<p>Details: Trading in connectors and electronic components; telephones of all kinds, fax machines, PABX systems (up to 32 extensions); electrical and electronic products; information technology equipment and computer networking equipment; postal and telecommunications equipment and telecommunications network equipment (not operated at the Company's head office)</p> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export, import and distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and processed oil products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	
2	Manufacture of fabricated metal products	2511
3	Forging, pressing, stamping, and roll-forming of metal; powder metallurgy	2591
4	Machining, treatment, and coating of metals	2592
5	<p>Manufacture of other fabricated metal products n.e.c.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Manufacture of metal utensils for kitchens, bathrooms and dining rooms;</li> <li>- Manufacture of other fabricated metal products not elsewhere classified</li> </ul>	2599
6	Manufacture of electronic components	2610
7	Manufacture of computers and peripheral equipment	2620
8	Manufacture of communication equipment	2630
9	Manufacture of consumer electronics	2640
10	Manufacture of measuring, testing, navigating, and control equipment	2651
11	Manufacture of watches and clocks	2652
12	Manufacture of irradiation, electromedical, and electrotherapeutic equipment	2660
13	Manufacture of optical instruments and equipment	2670
14	Manufacture of magnetic and optical media	2680
15	<p>Manufacture of electric motors, generators, transformers, and electricity distribution and control apparatus</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Manufacture of electric motors and generators;</li> </ul>	2710

	- Manufacture of transformers and electricity distribution and control apparatus.	
16	Manufacture of batteries and accumulators	2720
17	Manufacture of fibre optic cables	2731
18	Manufacture of other electronic and electric wires and cables	2732
19	Manufacture of wiring devices	2733
20	Manufacture of electric lighting equipment	2740
21	Manufacture of domestic appliances	2750
22	Manufacture of other electrical equipment Details: Manufacture and assembly of electrical, electronic, and information technology products (not operated at the Company's head office); manufacture of postal and telecommunications equipment and telecommunications network equipment; manufacture of postal and telecommunications materials and supplies	2790
23	Manufacture of engines and turbines, except aircraft, vehicle, and cycle engines	2811
24	Manufacture of fluid power equipment	2812
25	Manufacture of other special-purpose machinery	2829
26	Manufacture of parts and accessories for motor vehicles and their engines	2930
27	Repair of fabricated metal products	3311
28	Repair of machinery and equipment	3312
29	Repair of electronic and optical equipment. Details: Maintenance of electrical and electronic products; repair of electronic and information technology products (not operated at the Company's head office); repair and maintenance of electrical equipment and automatic control equipment (excluding mechanical processing, electroplating and waste recycling at the Company's head office).	3313
30	Repair of electrical equipment. Details: Repair of electrical products.	3314
31	Repair and maintenance of transport equipment, except motor vehicles, motorcycles, and mopeds	3315
32	Repair of other equipment	3319
33	Installation of industrial machinery and equipment. Details: Installation of information technology and computer networking equipment; installation of postal and telecommunications equipment and telecommunications network equipment (not operated at the Company's head office).	3320

	Electric power generation, transmission, and distribution.	
34	<p>Details:</p> <ul style="list-style-type: none"> <li>- Electric power transmission and distribution;</li> <li>- Electric power generation.</li> </ul> <p>(Excluding national power transmission and dispatch operations; construction and operation of multi-purpose hydropower plants and nuclear power projects of special socio-economic importance.)</p>	3510
35	Steam and air conditioning supply; production and distribution of steam, hot water, air conditioning, and ice	3530
36	<p>Sewerage and wastewater treatment.</p> <p>Details: Wastewater treatment (not operated at the Company's head office).</p>	3700
37	Treatment and disposal of non-hazardous waste (not operated at the Company's head office)	3821
38	<p>Treatment and disposal of hazardous waste (not operated at the Company's head office).</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Treatment and disposal of medical waste;</li> <li>- Treatment and disposal of other hazardous waste.</li> </ul>	3822
39	<p>Materials recovery and recycling (not operated at the Company's head office).</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Recycling of metal waste and scrap;</li> <li>- Recycling of non-metal waste and scrap.</li> </ul>	3830
40	Remediation activities and other waste management services (not operated at the Company's head office)	3900
41	<p>Construction of other civil engineering projects.</p> <p>Details: Construction of civil and industrial works (not operated at the Company's head office).</p>	4290
42	<p>Electrical installation.</p> <p>Details: Installation of electrical and electronic systems; installation of electrical equipment and automatic control equipment (excluding mechanical processing, electroplating, and waste recycling at the Company's head office) (not operated at the Company's head office).</p>	4321
43	<p>Plumbing, heating, and air-conditioning installation.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Installation of water supply and drainage systems (not operated at the Company's head office);</li> </ul>	4322

	- Installation of heating and air-conditioning systems.  (Excluding mechanical processing, waste recycling, and electroplating at the Company's head office; excluding installation of refrigeration equipment (freezing equipment, cold storage facilities, ice-making machines, air-conditioning systems, and water-cooling equipment) using R22 refrigerant gas in the seafood processing industry.)	
44	Other construction installation activities (not operated at the Company's head office).	4329
45	Building completion and finishing (not operated at the Company's head office).	4330
46	Other specialized construction activities (excluding the leasing of construction machinery and equipment) (not operated at the Company's head office).	4390
47	Maintenance and repair of motor vehicles and other motor vehicles (excluding the manufacture of rubber tires and tubes) (not operated at the Company's head office).	4520
48	Sale of parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office).  Details:  - Wholesale of parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office);  - Retail sale of parts and accessories for passenger cars with up to 12 seats;  - Agency activities for parts and accessories for motor vehicles and other motor vehicles (not operated at the Company's head office).	4530
49	Maintenance and repair of motorcycles and motorbikes (not operated at the Company's head office).	4542
50	Sale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office).  Details:  - Wholesale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office);  - Retail sale of parts and accessories for motorcycles and motorbikes (not operated at the Company's head office);  - Agency activities for parts and accessories for motorcycles and motorbikes (not operated at the Company's head office).	4543
51	Wholesale of other household goods.  Details:  - Trading in hardware, electrical appliances, electrical equipment and electric cables; trading in electrical equipment and automatic control	4649

	<p>equipment; trading in audio and video recordings permitted for circulation (not operated at the Company's head office);</p> <ul style="list-style-type: none"> <li>- Wholesale of household electrical appliances, lamps and lighting equipment (not operated at the Company's head office);</li> <li>- Wholesale of other household goods not elsewhere classified (not operated at the Company's head office).</li> </ul> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	
52	<p>Wholesale of computers, peripheral equipment and software.</p> <p>Details: Trading in information technology products and computer software (not operated at the Company's head office).</p> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	4651
53	<p>Wholesale of other machinery, equipment, and spare parts.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Trading in office equipment; trading in software and machinery (not operated at the Company's head office);</li> <li>- Wholesale of electrical machinery, equipment, and supplies (generators, electric motors, electric wires, and other electrical apparatus used in electrical circuits) (not operated at the Company's head office);</li> <li>- Wholesale of office machinery, equipment, and spare parts (excluding computers and peripheral equipment) (not operated at the Company's head office);</li> <li>- Wholesale of other electrical machinery, equipment, and spare parts not elsewhere classified (not operated at the Company's head office).</li> </ul> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not</p>	4659

	permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)	
54	Wholesale of construction materials and other installation supplies (not operated at the Company's head office).	4663
55	<p>Retail sale of computers, peripheral equipment, software and telecommunications equipment in specialized stores (not operated at the Company's head office).</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Retail sale of computers, peripheral equipment and software in specialized stores (not operated at the Company's head office);</li> <li>- Retail sale of telecommunications equipment in specialized stores (not operated at the Company's head office).</li> </ul> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	4741
56	<p>Retail sale of audio and video equipment in specialized stores (not operated at the Company's head office).</p> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	4742
57	<p>Retail sale of hardware, paints, glass, and other installation materials in specialized stores (not operated at the Company's head office).</p> <p>Details: Retail sale of other construction installation materials in specialized stores (not operated at the Company's head office).</p>	4752
58	<p>Retail sale of electrical household appliances, furniture, lighting equipment, and other household articles not elsewhere classified in specialized stores (not operated at the Company's head office).</p> <p>Details:</p>	4759

	<ul style="list-style-type: none"> <li>- Retail sale of household electrical appliances, lamps, and lighting equipment in specialized stores (not operated at the Company's head office);</li> <li>- Retail sale of musical instruments in specialized stores (not operated at the Company's head office);</li> <li>- Retail sale of electrical household appliances, beds, wardrobes, tables, chairs, and similar furniture, lamps and lighting equipment, and other household articles not elsewhere classified in specialized stores (not operated at the Company's head office).</li> </ul>	
59	<p>Other retail sales of new goods in specialized stores (not operated at the Company's head office).</p> <p>Details: Retail sale of bicycles, bicycle parts, and accessories in specialized stores (not operated at the Company's head office).</p>	4773
60	<p>Retail sales via mail order houses or via the Internet (not operated at the Company's head office).</p> <p>(Excluding the exercise of export rights, import rights and distribution rights in respect of goods included in the list of goods for which foreign investors and foreign-invested economic organizations are not permitted to exercise export rights, import rights or distribution rights, including tobacco and cigars, books, newspapers and magazines, recorded media, precious metals and gemstones, pharmaceuticals, explosives, crude oil and refined petroleum products, rice, cane sugar and beet sugar, which are excluded from Vietnam's market access commitments.)</p>	4791
61	<p>Freight transport by road.</p> <p>Details: General freight transportation (not operated at the Company's head office).</p>	4933
62	<p>Warehousing and storage.</p> <p>(Excluding warehouse operation business) (not operated at the Company's head office).</p>	5210
63	<p>Cargo handling.</p> <p>(Excluding air cargo handling services and maritime cargo stevedoring services) (not operated at the Company's head office).</p>	5224
64	<p>Software publishing.</p> <p>Details: Production of computer software (not operated at the Company's head office).</p>	5820
65	<p>Motion picture, video, and television programme production activities.</p> <p>Details: Production of films and audio-visual recordings with contents permitted for circulation; no explosive or fire effects shall be conducted, and the Company undertakes not to use explosives, flammable substances or chemicals as props, equipment or materials for creating explosion or fire effects, or for organizing artistic</p>	5911

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	performances, events or film production activities at the Company's head office (not operated at the Company's head office).	
66	Wired telecommunications activities. (Excluding telecommunications infrastructure resale activities) (not operated at the Company's head office).	6110
67	Wireless telecommunications activities (not operated at the Company's head office).	6120
68	Other telecommunications activities. Details: - Operation of Internet access points; - Operation of Internet service agencies providing Internet access services to customers. (Not operated at the Company's head office).	6190
69	Computer programming activities (not operated at the Company's head office).	6201
70	Computer consultancy and computer systems management activities (not operated at the Company's head office).	6202
71	Information technology services and other services related to computers. Details: Computer troubleshooting and software installation services (not operated at the Company's head office).	6209
72	Data processing, hosting, and related activities (not operated at the Company's head office).	6311
73	Web portals (not operated at the Company's head office).	6312
74	Real estate activities with own or leased property and land use rights. Details: Office leasing; real estate business. (Excluding investment in the construction of cemetery and graveyard infrastructure for transfer of land use rights associated with such infrastructure.)	6810
75	Management consultancy activities. Details: Business consultancy and assistance services relating to planning, organization, operational efficiency and management information systems (not operated at the Company's head office).	7020
76	Research and experimental development on natural sciences and engineering (not operated at the Company's head office).	7210
77	Specialized design activities. Details: Website design services (not operated at the Company's head office).	7410

78	<p>Other professional, scientific, and technical activities not elsewhere classified (not operated at the Company's head office).</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Commercial brokerage activities;</li> <li>- Technology transfer consultancy services;</li> <li>- Technical and scientific services: system integration and information technology transfer services.</li> </ul>	7490
79	<p>Renting and leasing of motor vehicles (not operated at the Company's head office).</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Car rental and leasing services (not operated at the Company's head office);</li> <li>- Rental and leasing of other motor vehicles (not operated at the Company's head office).</li> </ul>	7710
80	<p>Renting and leasing of recreational and sports goods (not operated at the Company's head office).</p>	7721
81	<p>Renting and leasing of other machinery, equipment and tangible goods.</p> <p>Details:</p> <ul style="list-style-type: none"> <li>- Office machinery rental services (not operated at the Company's head office);</li> <li>- Renting and leasing of agricultural and forestry machinery and equipment (not operated at the Company's head office);</li> <li>- Renting and leasing of construction machinery and equipment (not operated at the Company's head office);</li> <li>- Renting and leasing of office machinery and equipment (including computers) (not operated at the Company's head office).</li> </ul>	7730
82	<p>Leasing of non-financial intangible assets (not operated at the Company's head office).</p>	7740
83	<p>Security systems service activities (not operated at the Company's head office).</p>	8020
84	<p>Combined facilities support activities (not operated at the Company's head office).</p>	8110
85	<p>General cleaning of buildings (not operated at the Company's head office).</p>	8121
86	<p>Combined office administrative service activities (not operated at the Company's head office).</p>	8211
87	<p>Photocopying, document preparation and other specialized office support activities (not operated at the Company's head office).</p>	8219

	<p>Details:</p> <ul style="list-style-type: none"> <li>- Photocopying and document preparation services;</li> <li>- Other specialized office support activities (including voice mailbox rental services and other mail forwarding services, excluding direct mail advertising services).</li> </ul>	
88	Activities of call centres (not operated at the Company's head office).	8220
89	Packaging activities (not operated at the Company's head office).	8292
90	<p>Technical and vocational secondary education.</p> <p>Details: Information technology and telecommunications technical training; vocational training services (not operated at the Company's head office).</p>	8532
91	<p>Repair of computers and peripheral equipment.</p> <p>Details: Maintenance of information technology equipment and computer networks.</p>	9511
92	Repair of communication equipment.	9512
93	Repair of consumer electronics.	9521
94	Repair of household appliances and home and garden equipment.	9522
95	The Company shall comply with all applicable regulations relating to land, construction, fire prevention and firefighting, environmental protection, and other applicable laws and business conditions applicable to conditional business lines.	Business line not corresponding to a code under the Vietnam Standard Industrial Classification System

2. The Company's objective is to maximize returns for its investors, create value for the community, and provide attractive income and development opportunities for its employees. The Company strives to be an organization where success and pride are shared among its people and continuously enhanced. The Company shall grow together with the development of the nation, adapt flexibly to changes in the global economy, and strengthen its competitiveness based on a solid foundation of resources and capabilities.

#### **Article 5. Scope of Business and Operations of the Company**

The Company may conduct business activities in the business lines specified in this Charter that have been duly registered, notified for amendment with the business registration authority, and published on the National Business Registration Portal. In the case of conditional business and investment sectors, the Company shall satisfy all applicable business conditions in accordance with the Law on Investment and relevant specialized laws before conducting such business activities.

### **IV. SHARE CAPITAL, SHARES AND FOUNDING SHAREHOLDERS**

#### **Article 6. Share Capital, Shares and Shareholders**

1. The Company's share capital is VND 139,164,800,000 (in words: One Hundred Thirty-Nine Billion One Hundred Sixty-Four Million Eight Hundred Thousand Vietnamese Dong).

The total share capital of the Company is divided into 13,916,480 (Thirteen Million Nine Hundred Sixteen Thousand Four Hundred Eighty) shares with a par value of VND 10,000 per share.

2. The Company may change its share capital upon approval by the GMS and in accordance with applicable laws.

3. As of the date of adoption of this Charter, all shares of the Company are ordinary shares. The rights and obligations of shareholders holding each class of shares are stipulated in Articles 12 and 13 of this Charter.

4. Ordinary shares shall be offered for sale first to existing shareholders in proportion to their respective holdings of ordinary shares in the Company, unless otherwise resolved by the GMS. Any shares not subscribed for by existing shareholders shall be disposed of as determined by the BOD. The BOD may allocate such shares to shareholders and other persons on terms no more favorable than those offered to existing shareholders, unless otherwise approved by the GMS.

5. The Company may repurchase shares issued by the Company in accordance with the provisions of this Charter and applicable laws.

6. The Company may issue other types of securities upon approval by the GMS and in compliance with the laws on securities and the securities market.

7. Any reduction of the Company's share capital must be approved by the GMS and must continue to satisfy the statutory capital requirements prescribed by applicable laws.

#### **Article 7. Register of Shareholders and Share Ownership Certificates**

1. The Company shall establish and maintain a Register of Shareholders from the date of issuance of its Enterprise Registration Certificate. The Register of Shareholders may be maintained in the form of a paper document, an electronic database recording information on shareholders' share ownership, or both. The Register of Shareholders shall be kept at the Company's head office. Where the Company has registered its shares for centralized depository with the Vietnam Securities Depository and Clearing Corporation (VSDC), the Register of Shareholders shall also be maintained at the VSDC.

2. Shareholders shall promptly notify the Company of any change in address or contact information for updating the Register of Shareholders. The Company shall not be liable for any failure to communicate with a shareholder resulting from the shareholder's failure to notify the Company of such changes.

3. Shareholders of the Company shall be issued Share Ownership Certificates corresponding to the number and class of shares held. A Share Ownership Certificate shall bear the seal of the Company and the signature of the Company's legal representative.

4. Within twenty (20) days from the date of receipt of a complete application dossier for transfer of share ownership in accordance with the Company's regulations, or within twenty (20) days from the date of full payment for subscribed shares in accordance with the Company's share issuance plan (or such other period as specified in the relevant issuance terms), the holder of such shares shall be issued a Share Ownership Certificate.

5. In the event that a Share Ownership Certificate is lost, damaged, or otherwise destroyed, the shareholder shall be entitled to request the Company to reissue the Share Ownership Certificate. Such a request shall include:

- a. Information relating to the lost, damaged or otherwise destroyed Share Ownership Certificate;
- b. An undertaking to assume responsibility for any dispute arising from the reissuance of the new Share Ownership Certificate.

#### **Article 8. Other Securities Certificates**

Bond certificates or other securities certificates issued by the Company shall bear the signature of the legal representative and the seal of the Company.

## **Article 9. Transfer of Shares**

1. All shares may be freely transferred unless otherwise provided in this Charter or by law. Shares listed or registered for trading on a Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.
2. Preference shares subject to transfer restrictions may only be transferred after such transfer restrictions have ceased to be effective.
3. Shares that have not been fully paid for shall not be transferred and shall not enjoy the related rights and benefits, including the right to receive dividends, the right to receive bonus shares issued from equity capital sources, pre-emptive rights to subscribe for newly issued shares, and other rights and benefits as prescribed by law.

## **Article 10. Forfeiture of Shares (Applicable upon Enterprise Registration)**

1. Where a shareholder fails to fully and punctually pay the subscription amount for shares, the BOD shall notify such shareholder and may require payment of the outstanding amount. Such shareholder shall remain liable, corresponding to the total par value of the subscribed shares, for the Company's financial obligations arising from such failure to make full payment.
2. The payment notice referred to above shall specify a new payment deadline (which shall be at least seven (07) days from the date of the notice), the place of payment, and shall clearly state that any shares for which payment remains outstanding will be forfeited if payment is not made as required.
3. The BOD shall have the authority to forfeit shares that have not been fully and punctually paid for if the requirements set out in the notice are not complied with.
4. Forfeited shares shall become the property of the Company. The BOD may directly, or authorize another person to, sell, reallocate or otherwise dispose of such forfeited shares to the former holder or to other persons on such terms and conditions as the BOD deems appropriate.
5. A shareholder whose shares have been forfeited shall cease to be a shareholder in respect of those shares but shall remain liable, corresponding to the total par value of the subscribed shares, for the Company's financial obligations arising prior to the date of forfeiture, in accordance with the decision of the BOD, until full payment is made. The BOD shall have full authority to determine and enforce payment of the full value of the shares at the time of forfeiture.
6. A notice of forfeiture shall be sent to the holder of the shares prior to the forfeiture date. The forfeiture shall remain valid notwithstanding any error or negligence in giving such notice.

## **V. SHAREHOLDERS AND THE GMS**

### **Article 11. Organizational Structure, Management, and Supervision.**

The Company's organizational structure, governance, and supervisory bodies shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Director;
3. The Supervisory Board;
4. The Chief Executive Officer.

## **VI. SHAREHOLDERS AND THE GMS.**

### **Article 12. Rights of Shareholders**

1. Ordinary shareholders shall have the following rights:
  - a. To attend and speak at meetings of the GMS and exercise voting rights directly, through an authorized representative, or by other means prescribed by this Charter and applicable laws. Each ordinary share shall carry one vote;
  - b. To receive dividends at the rate determined by the GMS;

c. To be given priority in subscribing for new shares in proportion to their ownership of ordinary shares in the Company;

d. To freely transfer their shares to other persons, except in the cases specified in Clause 3, Article 120, and Clause 1, Article 127 of the Law on Enterprises and other applicable laws;

e. To examine, access, and extract information relating to the names and contact addresses of shareholders entitled to vote and to request correction of inaccurate information relating to themselves;

f. To examine, access, extract, or obtain copies of the Company's Charter, minutes of meetings of the GMS, and resolutions of the GMS;

g. Upon the dissolution or bankruptcy of the Company, to receive a portion of the remaining assets in proportion to their shareholding in the Company;

h. To require the Company to repurchase its shares in the circumstances specified in Article 132 of the Law on Enterprises;

i. To be treated equally. Each share of the same class shall confer equal rights, obligations, and interests upon its holder. Where the Company has preference shares, the rights and obligations attached to such shares must be approved by the GMS and fully disclosed to shareholders;

j. To have access to periodic and extraordinary information disclosed by the Company in accordance with applicable laws;

k. To have their lawful rights and interests protected; and to request the suspension or cancellation of resolutions or decisions of the GMS or the BOD in accordance with the Law on Enterprises.

l. Other rights as provided by law and this Charter.

2. A shareholder or group of shareholders holding five percent (5%) or more of the total ordinary shares shall have the following rights:

a. To request the BOD to convene a meeting of the GMS in accordance with Articles 115 and 140 of the Law on Enterprises.

b. To examine, access, and extract minutes, resolutions, and decisions of the BOD, reports of the Supervisory Board, semi-annual and annual financial statements, contracts and transactions subject to approval by the BOD, and other documents, except those relating to the Company's trade secrets or business secrets;

c. To request the Supervisory Board to inspect specific matters relating to the management and operation of the Company whenever deemed necessary. Such request must be made in writing and shall include: full name, contact address, nationality and legal identification documents for individual shareholders; name, enterprise registration number or legal documents, and head office address for organizational shareholders; the number of shares and registration date of shares held by each shareholder; the total number of shares held by the shareholder group and the percentage ownership in the total shares of the Company; the matter to be inspected and the purpose of the inspection;

d. To propose matters for inclusion in the agenda of a GMS. Such a proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the number of shares of each class held by the shareholder, and the matter proposed for inclusion in the agenda;

e. Other rights as provided by law and this Charter.

3. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the BOD. The nomination of candidates to the BOD shall be conducted as follows:

a. Ordinary shareholders forming a group for the purpose of nominating candidates to the BOD must notify the shareholders attending the meeting of the formation of such group prior to the opening of the GMS;

b. Based on the number of members of the BOD, the shareholder or group of shareholders specified in this Clause shall be entitled to nominate one or more candidates for election to the BOD in accordance

with the resolution of the GMS. Where the number of candidates nominated by such shareholder or group of shareholders is fewer than the number of candidates they are entitled to nominate under the resolution of the GMS, the remaining candidates may be nominated by the BOD and other shareholders.

#### **Article 13. Obligations of Shareholders**

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares subscribed for.
2. Not to withdraw the capital contributed through ordinary shares from the Company in any form, except where such shares are repurchased by the Company or transferred to another person. In the event that a shareholder withdraws part or all of the capital contributed in violation of this Clause, such shareholder and any person having related interests in the Company shall be jointly liable for the Company's debts and other property obligations to the extent of the value of the shares withdrawn and any damages incurred.
3. To comply with the Company's Charter and Internal Regulations on Corporate Governance.
4. To comply with resolutions and decisions of the GMS and the BOD.
5. To keep confidential the information provided by the Company in accordance with the Charter and applicable laws; to use such information solely for exercising and protecting their lawful rights and interests; and not to disclose, reproduce, or provide such information to any other organization or individual.
6. To attend meetings of the GMS and exercise voting rights through one of the following methods:
  - a. Attending and voting in person at the meeting;
  - b. Authorizing another individual or organization to attend and vote on their behalf;
  - c. Attending and voting through online meetings, electronic voting, or other electronic means;
  - d. Submitting voting ballots to the meeting by mail, facsimile, or electronic mail;
7. To bear personal responsibility when acting in the name of the Company in any of the following circumstances:
  - a. Violating the law;
  - b. Conducting business activities or other transactions for personal gain or for the benefit of another organization or individual;
  - c. Making payment of debts not yet due where such payments create financial risks for the Company;
  - d. Fulfilling other obligations as prescribed by applicable law.

#### **Article 14. GMS**

1. The GMS comprises all shareholders entitled to vote and is the highest decision-making body of the Company. The annual GMS shall be convened once each year within four (04) months from the end of the fiscal year. The BOD may decide to extend the convening of the annual GMS where necessary, but such extension shall not exceed six (06) months from the end of the fiscal year. In addition to annual meetings, extraordinary meetings of the GMS may be convened. The location of a meeting of the GMS shall be the place where the chairperson attends the meeting and must be within the territory of Vietnam.
2. The BOD shall convene the annual GMS and determine an appropriate venue. The annual GMS shall decide matters prescribed by law and this Charter, including, in particular, the approval of the audited annual financial statements. Where the audit report on the Company's annual financial statements contains material qualified opinions, adverse opinions, or a disclaimer of opinion, the Company shall invite a representative of the approved auditing firm that conducted the audit to attend the annual GMS, and such representative shall be responsible for attending the meeting.
3. The BOD must convene an extraordinary GMS in the following circumstances:

- a. When deemed necessary for the interests of the Company;
  - b. When the number of remaining members of the BOD or the Supervisory Board falls below the minimum number prescribed by law;
  - c. Upon request of a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises. Such a request must be made in writing, clearly stating the reasons and purposes of the meeting, and must bear the signatures of the relevant shareholders or consist of multiple documents collectively containing sufficient signatures of the relevant shareholders;
  - d. Upon request of the Supervisory Board;
  - e. Other cases as prescribed by law and this Charter;
4. Convening an Extraordinary GMS:
- a. The BOD shall convene the GMS within thirty (30) days from the date the number of remaining members of the BOD, independent members of the BOD, or members of the Supervisory Board falls below the minimum number specified in Point b, Clause 3 of this Article, or from the date of receipt of a request specified in Points c and d, Clause 3 of this Article;
  - b. If the BOD fails to convene the GMS as prescribed in Point a, Clause 4 of this Article, the Supervisory Board shall, within the following thirty (30) days, convene the GMS in replacement of the BOD in accordance with Clause 3, Article 140 of the Law on Enterprises;
  - c. If the Supervisory Board fails to convene the GMS as prescribed in Point b, Clause 4 of this Article, the shareholder or group of shareholders specified in Point c, Clause 3 of this Article shall have the right to request a competent representative of the Company to convene the GMS in accordance with the Law on Enterprises;

In such a case, the shareholder or group of shareholders convening the GMS may request the business registration authority to supervise the procedures for convening, conducting the meeting, and adopting resolutions of the GMS. All expenses incurred in convening and conducting the GMS shall be reimbursed by the Company. Such expenses shall not include costs incurred by shareholders in attending the meeting, including accommodation and travel expenses.

#### **Article 15. Rights and Obligations of the GMS**

1. The GMS shall have the following rights and obligations:
  - a. To approve the Company's development strategies and orientations;
  - b. To decide on classes of shares and the total number of shares of each class authorized for offering; and to determine the annual dividend rate for each class of shares;
  - c. To elect, remove, and dismiss members of the BOD and members of the Supervisory Board;
  - d. To decide on investments or disposals of assets having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
  - e. To approve amendments and supplements to the Charter;
  - f. To approve the annual financial statements;
  - g. To decide on the repurchase of more than ten percent (10%) of the total issued shares of each class;
  - h. To consider and handle violations committed by members of the BOD or the Supervisory Board that cause damage to the Company and its shareholders;
  - i. To decide on the reorganization or dissolution of the Company;
  - j. To determine the budget or total remuneration, bonuses, and other benefits of the BOD and the Supervisory Board;
  - k. To approve the Internal Regulations on Corporate Governance and the Operating Regulations of the BOD and the Supervisory Board;

- l. To approve the list of approved auditing firms; to select the approved auditing firm to audit the Company's operations; and to dismiss the approved auditor when deemed necessary;
  - m. Other rights and obligations as prescribed by law.
  2. The GMS shall discuss and approve the following matters:
    - a. The Company's annual business plan;
    - b. The audited annual financial statements;
    - c. Reports of the BOD;
    - d. Reports of the Supervisory Board on the Company's business performance and on the performance of the BOD and the CEO;
    - e. The self-assessment report on the performance of the Supervisory Board and its members;
    - f. The dividend rate applicable to each class of shares;
    - g. The number of members of the BOD and the Supervisory Board;
    - h. The election, removal, and dismissal of members of the BOD and the Supervisory Board;
    - i. The budget or total remuneration, bonuses, and other benefits of the BOD;
    - j. Approval of the list of approved auditing firms and selection of the approved auditing firm to audit the Company's activities when deemed necessary;
    - k. Amendments and supplements to the Charter;
  - l. The classes and number of newly issued shares of each class and the transfer of shares by founding shareholders within the first three (03) years from the date of establishment;
  - m. Division, demerger, consolidation, merger, or conversion of the Company;
  - n. Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;
  - o. Investments or disposals of assets having a value equal to or greater than thirty-five percent (35%) of the total assets of the Company as recorded in the most recent financial statements;
  - p. Repurchase of more than ten percent (10%) of the total issued shares of each class;
  - q. Approval of contracts and transactions between the Company and the persons specified in Clause 1, Article 167 of the Law on Enterprises, where the transaction value is equal to or greater than thirty-five percent (35%) of the Company's total assets as recorded in the most recent financial statements;
  - r. Approval of transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
  - s. Approval of the Internal Regulations on Corporate Governance, the Operating Regulations of BOD, and the Operating Regulations of the Supervisory Board;
  - t. Other matters as prescribed by law and this Charter.
3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the GMS.

#### **Article 16. Authorization to Attend Meetings of the GMS**

1. A shareholder or an authorized representative of an organizational shareholder may attend a meeting in person, authorize one or more individuals or organizations to attend the meeting on his/her/its behalf, or attend the meeting through any of the methods prescribed in Clause 3, Article 144 of the Law on Enterprises.
2. Shareholders entitled to attend the GMS in accordance with the law may authorize their representatives to attend the meeting. An organizational shareholder holding at least ten percent (10%) of the total ordinary shares may appoint up to three (03) authorized representatives, while an individual shareholder may appoint one (01) authorized representative. Where more than one authorized representative is appointed, the number of shares represented by each authorized representative must be specified. If the shareholder does not specify the number of shares represented by each authorized representative, such shares shall be allocated equally among all authorized representatives.

3. The authorization of an individual or organization to attend a meeting of the GMS as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the civil laws and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares represented, the authorization contents, scope, and duration of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized representative attending the GMS must submit the power of attorney upon registration for attendance and may not further delegate such authority to any third party.

4. A voting ballot cast by an authorized representative within the scope of authorization shall remain valid even if one of the following events occurs:

- a. The authorizing shareholder dies, has limited legal capacity, or loses legal capacity;
- b. The authorizing shareholder revokes the appointment of the authorized representative;
- c. The authorizing shareholder revokes the authority granted to the authorized representative.

This Clause shall not apply if the Company receives notice of any of the above events before the opening of the GMS or before a reconvened meeting is held.

#### **Article 17. Variation of Rights**

1. Any variation or cancellation of special rights attached to a class of preference shares shall be valid only if approved by shareholders representing at least sixty-five percent (65%) of the total voting rights of all attending shareholders. A resolution of the GMS that adversely affects the rights and obligations of holders of a class of preference shares shall be approved only if it is consented to by shareholders attending the meeting and holding at least seventy-five percent (75%) of the total preference shares of such class, or by shareholders holding at least seventy-five percent (75%) of the total preference shares of such class in the case of approval by written consultation.

2. A meeting of holders of a class of preference shares convened to approve a variation of rights as specified above shall be valid only when attended by at least two (02) shareholders (or their authorized representatives) holding at least one-third (1/3) of the aggregate par value of the issued shares of that class. If the required quorum is not met, the meeting shall be reconvened within thirty (30) days thereafter, and the shareholders holding shares of that class who attend in person or through authorized representatives, regardless of the number of attendees or shares represented, shall constitute a valid quorum. At such meetings, shareholders holding shares of that class who attend in person or through authorized representatives may request voting by secret ballot. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be similar to those prescribed in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of the shares, the special rights attached to any class of shares having preferential rights with respect to the distribution of profits or assets of the Company shall not be deemed varied by the issuance of additional shares of the same class.

#### **Article 18. Convening of Meetings, Meeting Agenda, and Notice of Meeting of the GMS**

1. The BOD shall convene annual and extraordinary meetings of the GMS. Extraordinary meetings shall be convened by the BOD in the circumstances specified in Clause 3, Article 14 of this Charter.

2. The convener of the GMS shall perform the following tasks:

a. Prepare the list of shareholders entitled to attend and vote at the GMS. The list of shareholders entitled to attend shall be prepared no more than ten (10) days before the date on which the notice of meeting is sent. The Company shall disclose information regarding the preparation of such list at least twenty (20) days before the record date;

b. Prepare the meeting agenda and contents;

c. Prepare documents for the meeting;

d. Prepare draft resolutions of the GMS corresponding to the matters proposed for consideration at the meeting;

- e. Determine the time and venue of the meeting;
- f. Notify and send the notice of meeting to all shareholders entitled to attend;
- g. Perform other tasks necessary for the organization of the meeting.

3. The notice of invitation to a GMS shall be sent to all shareholders by a method ensuring delivery to their registered contact addresses and shall simultaneously be disclosed on the Company's website and to the State Securities Commission of Vietnam and the Stock Exchange where the Company's shares are listed or registered for trading. The convener must send the notice to all shareholders on the list of shareholders entitled to attend the meeting no later than twenty-one (21) days prior to the opening date of the meeting (counted from the date the notice is duly sent or dispatched).

The agenda and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the Company's website. If such documents are not enclosed with the notice of meeting, the notice must specify the link to all meeting documents so that shareholders may access them, including

- a. The meeting agenda and documents to be used at the meeting;
- b. The list and detailed information of candidates in the case of the election of members of the BOD or the Supervisory Board;
- c. Voting ballots;
- d. Draft resolutions for each matter included in the meeting agenda;

4. A shareholder or group of shareholders specified in Clause 2, Article 12 of this Charter shall have the right to propose matters for inclusion in the agenda of the GMS. Such a proposal must be made in writing and submitted to the Company no later than three (03) working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of shares of each class held by such shareholder, and the matter proposed for inclusion in the agenda.

5. The convener of the GMS may reject a proposal specified in Clause 4 of this Article in any of the following cases:

- a. The proposal is not submitted in accordance with Clause 4 of this Article;
- b. At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares as required under Clause 2, Article 12 of this Charter;
- c. The proposed matter does not fall within the authority of the GMS;
- d. Other cases as prescribed by law and this Charter.

6. The convener of the GMS must accept and include proposals specified in Clause 4 of this Article in the proposed agenda and contents of the meeting, except in the cases specified in Clause 5 of this Article. Such proposal shall be officially included in the agenda and contents of the meeting if approved by the GMS.

#### **Article 19. Conditions for Conducting a GMS**

1. A GMS ("GMS") shall proceed when shareholders attending the meeting represent more than fifty percent (50%) of the total voting shares.

2. If the first meeting fails to satisfy the quorum requirement prescribed in Clause 1 of this Article, a notice convening the second meeting shall be sent within thirty (30) days from the intended date of the first meeting. The second GMS shall proceed when shareholders attending the meeting represent at least thirty-three percent (33%) of the total voting shares.

3. If the second meeting fails to satisfy the quorum requirement prescribed in Clause 2 of this Article, a notice convening the third meeting shall be sent within twenty (20) days from the intended date of the second meeting. The third GMS shall proceed regardless of the total number of voting shares represented by shareholders attending the meeting.

## Article 20. Procedures for Conducting Meetings, Voting and Election at the GMS

1. Prior to the opening of the meeting, the Company shall conduct shareholder registration procedures and shall continue registration until all attending shareholders entitled to participate in the meeting have completed registration, in accordance with the following procedures:

a. Upon registration, the Company shall issue to each shareholder or authorized representative entitled to vote a voting card indicating the registration number, full name of the shareholder, full name of the authorized representative, and the number of votes held by such shareholder. The GMS shall discuss and vote on each matter included in the agenda. Voting shall be conducted by collecting votes for, against, and abstentions. At the meeting, votes in favor of a resolution shall be collected first, followed by votes against, and finally the total number of votes for and against shall be counted to determine the outcome. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting. The GMS shall elect persons responsible for vote counting or supervising vote counting at the proposal of the Chairperson. The number of members of the Vote Counting Committee shall be determined by the GMS based on the Chairperson's proposal.

b. Shareholders, authorized representatives of institutional shareholders, or proxy holders arriving after the opening of the meeting shall have the right to register immediately and thereafter participate in and vote at the meeting. The Chairperson shall not be required to suspend the meeting for late arrivals to register, and the validity of matters already voted on prior to their arrival shall remain unaffected.

2. The election of the Chairperson, Secretary, Vote Counting Committee, members of the BOD, and members of the Supervisory Board shall be conducted as follows:

a. The Chairman of the BOD shall act as Chairperson of the meeting or authorize another member of the BOD to act as Chairperson for a GMS convened by the BOD. In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the BOD shall elect one among themselves to act as Chairperson based on the majority principle. If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the GMS from among the attendees, and the person receiving the highest number of votes shall serve as Chairperson;

b. Except as provided in Point a of this Clause, the person signing the notice convening the GMS shall preside over the election of the Chairperson by the GMS, and the person receiving the highest number of votes shall serve as Chairperson;

c. The Chairperson shall appoint one or more persons to act as Secretary(ies) of the meeting.

d. The GMS shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson.

e. The election of members of the BOD and the Supervisory Board shall be conducted directly by secret ballot at the GMS in accordance with the ordinary voting method. The election procedures shall be specifically prescribed by the GMS and shall comply with the ordinary voting method. Each elected candidate shall receive a number of votes corresponding to the number of shares held by the shareholder casting votes for such candidate.

3. The agenda and contents of the meeting must be approved by the GMS at the opening session. The agenda must clearly and specifically allocate time for each matter included therein.

4. The Chairperson shall have the authority to implement necessary and reasonable measures to ensure that the GMS is conducted in an orderly manner, in accordance with the approved agenda and reflective of the wishes of the majority of attendees, including.

a. Arranging seating at the meeting venue;

b. Ensuring the safety of all persons present at the meeting venue;

c. Facilitating the attendance (or continued attendance) of shareholders at the meeting.

The convener of the GMS shall have full authority to modify the above measures and implement all necessary measures. Such measures may include the issuance of admission cards or the application of other selection methods

5. The GMS shall discuss and vote separately on each matter included in the agenda. Voting shall be conducted by collecting votes in favor, against, and abstentions. The vote-counting results shall be announced by the Chairperson immediately before the closing of the meeting.

6. Shareholders or proxy holders arriving after the opening of the meeting may still register and participate in voting immediately after registration. In such cases, the validity of matters already voted on prior to their arrival shall remain unchanged.

7. The convener or the Chairperson of the GMS shall have the following rights:

a. To require all attendees to undergo inspection or other lawful and reasonable security measures;

b. To request competent authorities to maintain order at the meeting and to remove persons who fail to comply with the Chairperson's authority, intentionally disrupt order, obstruct the normal conduct of the meeting, or fail to comply with security inspection requirements;

8. The Chairperson may adjourn a GMS that has satisfied the quorum requirements for a period not exceeding three (03) working days from the scheduled opening date and may only adjourn the meeting or change the venue in the following circumstances:

a. The meeting venue does not have sufficient seating capacity for all attendees;

b. The facilities at the meeting venue do not adequately enable shareholders to participate, discuss, and vote;

c. Attendees obstruct or disrupt order, creating a risk that the meeting cannot be conducted in a fair and lawful manner.

9. If the Chairperson adjourns or suspends the GMS contrary to Clause 8 of this Article, the GMS shall elect another person from among the attendees to replace the Chairperson and preside over the meeting until its conclusion. All resolutions adopted at such meeting shall remain valid and effective.

10. Where the Company applies modern technology to organize a GMS through online meetings, the Company shall ensure that shareholders are able to attend and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3 Article 273 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

#### **Article 21. Conditions for the Adoption of Resolutions of the GMS**

1. Resolutions on the following matters shall be adopted if approved by shareholders representing sixty-five percent (65%) or more of the total voting shares of all attending shareholders voting at the meeting, except for the cases specified in Clauses 4 and 6, Article 148 of the Law on Enterprises:

a. Types of shares and the total number of shares of each class;

b. Changes to business lines, trades and business sectors;

c. Changes to the organizational and management structure of the Company;

d. Investment projects or sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;

e. Reorganization or dissolution of the Company.

2. Other resolutions shall be adopted if approved by shareholders representing more than fifty percent (50%) of the total voting shares of all attending shareholders voting at the meeting, except for the cases specified in Clause 1 of this Article and Clauses 3, 4 and 6, Article 148 of the Law on Enterprises.

3. Resolutions of the GMS approved by one hundred percent (100%) of the total voting shares shall be lawful and effective even if the procedures for convening the meeting and adopting such resolutions are not fully compliant with the provisions of the Law on Enterprises and the Charter of the Company.

#### **Article 22. Authority and Procedures for Obtaining Written Opinions of Shareholders for Adoption of Resolutions of the GMS**

The authority and procedures for obtaining written opinions of shareholders for the adoption of resolutions of the GMS shall be implemented as follows:

1. The BOD may obtain written opinions of shareholders on any matter within the authority of the GMS whenever it deems necessary for the interests of the Company, including matters specified in Clause 2, Article 147 of the Law on Enterprises, specifically:

- a) Amendments and supplements to the Charter of the Company;
- b) Development orientation of the Company;
- c) Types of shares and the total number of shares of each class;
- d) Election, dismissal or removal of members of the BOD and members of the Supervisory Board;
- e) Decisions on investment projects or the sale of assets with a value equal to or exceeding thirty-five percent (35%) of the total asset value as recorded in the Company's most recent financial statements;
- f) Approval of the annual financial statements;
- g) Reorganization or dissolution of the Company.

2. The BOD shall prepare voting forms, draft resolutions of the GMS and explanatory documents relating to the draft resolutions and send them to all shareholders entitled to vote at least ten (10) days prior to the deadline for returning the voting forms. The requirements and methods for sending voting forms and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. A voting form must contain the following principal contents:

- a. Name, head office address and enterprise registration number of the Company;
- b. Purpose of obtaining opinions;
- c. Full name, contact address, nationality and legal identification documents of an individual shareholder; name, enterprise registration number or legal documents and head office address of an organizational shareholder; or full name, contact address, nationality and legal identification documents of the representative of an organizational shareholder; the number of shares of each class and the corresponding voting rights of the shareholder;
- d. Matters submitted for approval;
- e. Voting options, including approval, disapproval and abstention for each matter;
- f. Deadline for returning the completed voting form to the Company;
- g. Full name and signature of the Chairman of the BOD;

4. Shareholders may return completed voting forms to the Company by mail, fax or email as follows:

a. Where submitted by mail, the voting form must bear the signature of the individual shareholder or the authorized representative or legal representative of an organizational shareholder. The voting form must be enclosed in a sealed envelope and shall not be opened before the vote counting;

b. Where submitted by fax or email, the voting form must remain confidential until the vote counting takes place;

c. Voting forms received after the prescribed deadline, opened before the vote counting in the case of mailed forms, or disclosed before the vote counting in the case of faxed or emailed forms, shall be deemed invalid. Voting forms not returned shall be deemed non-participating votes.

5. The BOD shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Supervisory Board or shareholders who do not hold managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

- a. Name, head office address, and enterprise registration number of the Company;
- b. Purpose and matters submitted for approval;
- c. Number of shareholders and total voting shares participating in the voting, distinguishing valid and invalid votes, and methods of submission, together with an appendix listing participating shareholders;
- d. Total number of votes in favor, against, and abstentions for each matter;
- e. Matters approved and the corresponding approval ratio;

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f. Full names and signatures of the Chairman of the BOD, vote counters, and vote-counting supervisors.

Members of the BOD, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes and jointly liable for any damages arising from resolutions adopted on the basis of inaccurate or dishonest vote counting.

6. The vote-counting minutes and resolutions shall be sent to shareholders within fifteen (15) days from the completion of the vote counting. Such delivery may be replaced by publication on the Company's website within twenty-four (24) hours from the completion of the vote counting.

7. Completed voting forms, vote-counting minutes, adopted resolutions, and all documents accompanying the voting forms shall be retained at the Company's head office.

8. A resolution adopted through the collection of written opinions of shareholders shall be approved if shareholders representing more than fifty percent (50%) of the total voting shares of all shareholders entitled to vote vote in favor, and such resolution shall have the same validity and effect as a resolution adopted at a meeting of the GMS.

### **Article 23. Resolutions and Minutes of the GMS**

1. Meetings of the GMS shall be recorded in minutes and may be audio-recorded or otherwise recorded and stored in electronic form. The minutes shall be prepared in Vietnamese and may additionally be prepared in a foreign language, and shall contain the following principal contents:

a. Name, head office address, and enterprise registration number of the Company;  
b. Time and venue of the GMS;  
c. Meeting agenda and contents of the meeting;  
d. Full names of the Chairperson and the Secretary;  
e. Summary of the proceedings of the meeting and opinions expressed at the GMS regarding each matter on the agenda;

f. Number of shareholders and total voting shares of shareholders attending the meeting; the appendix containing the list of registered attending shareholders and their representatives, together with the number of shares and corresponding voting rights;

g. Total number of votes cast for each matter submitted for voting, clearly stating the voting method, total number of valid votes, invalid votes, votes in favor, votes against, and abstentions, together with the corresponding percentages of the total voting shares of attending shareholders;

h. Matters approved and the corresponding approval ratios;

i. Full names and signatures of the Chairperson and the Secretary. In the event that the Chairperson and/or the Secretary refuse to sign the minutes, such minutes shall remain valid if signed by all other members of the BOD attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson and/or the Secretary to sign the minutes.

2. The minutes of the GMS must be completed and approved before the close of the meeting. The Chairperson, the Secretary, and any other person signing the minutes shall be jointly responsible for the truthfulness and accuracy of the contents thereof.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign-language version, the Vietnamese version shall prevail.

4. Resolutions, minutes of meetings of the GMS, appendices containing the list of shareholders attending the meeting bearing shareholders' signatures, proxies for meeting attendance, all documents attached to the minutes (if any), and documents accompanying the notice of meeting must be disclosed in accordance with the laws on information disclosure in the securities market and retained at the Company's head office.

### **Article 24. Request for Annulment of Resolutions of the GMS**

Within ninety (90) days from the date of receipt of a resolution or minutes of a meeting of the GMS, or the vote-counting minutes relating to the collection of shareholders' written opinions, a shareholder or group of shareholders specified in Clause 2, Article 115 of the Law on Enterprises shall have the right to

request a Court or Arbitration Tribunal to review and annul a resolution or part of a resolution of the GMS in the following cases:

1. The procedures for convening the meeting and adopting resolutions of the GMS seriously violate the provisions of the Law on Enterprises and the Charter of the Company, except for the case specified in Clause 3, Article 21 of this Charter.
2. The contents of the resolution violate the law or this Charter.

## **VII. BOD**

### **Article 25. Nomination and Candidacy for Membership of the BOD**

1. Where candidates for the BOD have been identified, the Company shall disclose information relating to such candidates on the Company's website at least ten (10) days prior to the opening date of the GMS so that shareholders may review the candidates before voting. Candidates for the BOD must provide a written commitment regarding the truthfulness and accuracy of the disclosed personal information and undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the BOD.

Information relating to candidates for the BOD shall include:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Employment history and working experience;
- d. Other managerial positions held (including positions on the BOD of other companies);
- e. Interests related to the Company and its related persons;
- f. Other information (if any) as prescribed by the Charter of the Company;
- g. A public company shall disclose information on companies in which the candidate currently holds the position of member of the BOD or other managerial positions, and any interests related to such companies of the candidate for the BOD (if any);

2. A shareholder or group of shareholders holding ten percent (10%) or more of the total ordinary shares, or a lower percentage as prescribed in the Charter of the Company, shall have the right to nominate candidates for the BOD in accordance with the Law on Enterprises and the Charter of the Company.

3. Where the number of candidates for the BOD nominated or self-nominated, remains insufficient as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent BOD may nominate additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the BOD. Any additional candidates nominated by the incumbent BOD must be clearly disclosed before the GMS conducts the election of members of the BOD in accordance with the law.

4. Members of the BOD must satisfy the following standards and conditions:

- a. A member of the BOD must meet the standards and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises and the Charter of the Company;
- b. A member of the BOD of the Company may concurrently serve as a member of the BOD or members' council of no more than five (05) other companies.

### **Article 26. Composition and Term of Office of Members of the BOD**

1. The BOD shall consist of not fewer than five (05) and not more than eleven (11) members.

2. The term of office of a member of the BOD shall not exceed five (05) years, and members may be re-elected for an unlimited number of terms. An individual may serve as an Independent Member of the BOD of a company for no more than two (02) consecutive terms. Where all members of the BOD simultaneously expire their terms of office, such members shall continue to serve until newly elected members assume their positions and duties.

3. The composition of the BOD shall be as follows:

The number of non-executive members of the BOD of a public company shall comply with the following requirements:

- a. At least one (01) non-executive member, where the BOD consists of from three (03) to five (05) members;
- b. At least two (02) non-executive members, where the BOD consists of from six (06) to eight (08) members;
- c. At least three (03) non-executive members, where the BOD consists of from nine (09) to eleven (11) members.

Where an unlisted public company operates under the model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, at least one-fifth (1/5) of the total members of the BOD must be independent members. If the BOD of such an unlisted public company consists of fewer than five (05) members, the Company must have at least one (01) independent member of the BOD:

For a listed company, the total number of Independent Members of the BOD shall satisfy the following requirements:

- a. At least one (01) independent member, where the BOD consists of from three (03) to five (05) members;
  - b. At least two (02) independent members, where the BOD consists of from six (06) to eight (08) member;
  - c. At least three (03) independent members, where the BOD consists of from nine (09) to eleven (11) members.
4. A member of the BOD shall cease to hold office if dismissed, removed, or replaced by the GMS in accordance with Article 160 of the Law on Enterprises.
  5. The appointment of members of the BOD must be disclosed in accordance with the laws on information disclosure in the securities market.
  6. Members of the BOD are not required to be shareholders of the Company.

#### **Article 27. Rights and Obligations of the BOD**

1. The BOD is the management body of the Company and has full authority, on behalf of the Company, to decide and exercise the rights and obligations of the Company, except for those rights and obligations falling within the authority of the GMS.

2. The rights and obligations of the BOD shall be prescribed by law, the Charter of the Company, and resolutions of the GMS. Specifically, the BOD shall have the following rights and obligations:

- a. To decide on the Company's strategy, medium-term development plans, and annual business plans;
- b. To propose the classes of shares and the total number of shares authorized to be offered for each class;
- c. To decide on the sale of unsold shares within the number of authorized shares of each class and on other forms of capital mobilization;
- d. To decide on the offering price of shares and bonds of the Company;
- e. To decide on the repurchase of shares in accordance with Clauses 1 and 2, Article 133 of the Law on Enterprises;
- f. To decide on investment plans and investment projects within its authority and in accordance with applicable laws;
- g. To approve contracts for purchase, sale, borrowing, lending, and other contracts or transactions with a value equal to or exceeding thirty-five percent (35%) of the total asset value recorded in the Company's most recent financial statements, except for contracts and transactions falling within the authority of the GMS as prescribed in Point d, Clause 2, Article 138 and Clauses 1 and 3, Article 167 of the Law on Enterprises;
- h. To elect, dismiss, and remove the Chairman; appoint, dismiss, enter into, and terminate contracts with the CEO and other key managers as prescribed by the Charter of the Company; determine the

remuneration, salaries, bonuses, and other benefits of such persons; appoint authorized representatives to participate in Members' Councils or GMS of other companies and determine the remuneration and other benefits of such representatives;

i. To supervise and direct the CEO and other managers in the conduct of the Company's daily business operations;

j. To decide on the organizational structure and internal management regulations of the Company; decide on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to or acquisition of shares in other enterprises;

k. To approve the agenda and documents for meetings of the GMS; convene meetings of the GMS or organize the collection of shareholders' written opinions for the adoption of resolutions;

l. To submit audited annual financial statements to the GMS;

m. To propose dividend rates; decide on the time and procedures for dividend payment or the handling of losses incurred in the course of business operations;

n. To propose the reorganization or dissolution of the Company and to request the initiation of bankruptcy proceedings;

o. To promulgate the Regulations on Operation of the BOD, the Internal Regulations on Corporate Governance, following approval by the GMS, and the Company's Information Disclosure Regulations.

p. Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other applicable laws, and the Charter of the Company.

3. The BOD shall report to the GMS on its operational results in accordance with Article 280 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and any amendments, supplements, or replacement documents thereof (if any).

4. Each independent member of the Board of Directors of a listed company shall prepare a report evaluating the activities of the BOD and submit such report to the Annual General Meeting of Shareholders in accordance with applicable laws.

#### **Article 28. Remuneration, Bonuses, and Other Benefits of Members of the BOD**

1. Members of the BOD shall be entitled to remuneration and bonuses. Remuneration shall be calculated based on the number of working days required to perform their duties and the daily remuneration rate. The BOD shall determine the remuneration of each member on a consensus basis. The total remuneration and bonuses of the BOD shall be decided by the GMS at its annual meeting.

2. The remuneration of each member of the BOD shall be recognized as a business expense of the Company in accordance with the laws on corporate income tax, presented as a separate item in the Company's annual financial statements, and reported to the GMS at its annual meeting.

3. Members of the BOD holding executive positions, serving on committees of the BOD, or performing duties beyond the normal scope of responsibilities of a member of the BOD may be paid additional remuneration in the form of lump-sum fees, salaries, commissions, percentages of profits, or other forms as decided by the BOD.

4. Members of the BOD shall be reimbursed for all travel, accommodation, meal, and other reasonable expenses incurred in the performance of their duties, including expenses arising from attendance at meetings of the GMS, BOD, or committees of the BOD.

5. Members of the BOD may be covered by directors' and officers' liability insurance purchased by the Company, subject to approval by the GMS. Such insurance shall not cover liabilities arising from violations of law or the Charter of the Company.

#### **Article 29. Chairman of the BOD**

1. The Chairman of the BOD shall be elected, dismissed, or removed by the BOD from among its members.

2. The Chairman shall not concurrently hold the position of CEO



3. The Chairman shall have the following rights and obligations:
  - a. To formulate programs and plans for the activities of the BOD;
  - b. To prepare agendas, contents, and documents for meetings; convene, preside over, and act as chairperson of meetings of the BOD;
  - c. To organize the adoption of resolutions and decisions of the BOD;
  - d. To supervise the implementation of resolutions and decisions of the BOD;
  - e. To chair meetings of the GMS;
  - f. To ensure full, timely, accurate, and clear communication with members of the BOD;
  - g. To ensure effective communication and engagement with shareholders;
4. In the event that the Chairman of the BOD resigns or is dismissed or removed, the BOD shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or the effective date of dismissal or removal.
5. In the event that the Chairman of the BOD is absent or unable to perform his/her duties, he/she shall authorize another member in writing to exercise the rights and perform the obligations of the Chairman in accordance with the Charter of the Company. If no authorization is granted, or if the Chairman dies, is declared missing, is placed in temporary detention, is serving a prison sentence, is subject to compulsory administrative measures at a rehabilitation or educational institution, absconds from his/her place of residence, has limited or lost legal capacity, has difficulties in cognition or behavioral control, or is prohibited by a court from holding office, practicing a profession, or performing certain work, the remaining members of the BOD shall elect one of their members as Chairman by majority vote until a new decision is made by the BOD.

#### **Article 30. Meetings of the BOD**

1. The Chairman of the BOD shall be elected at the first meeting of the BOD within seven (07) working days from the completion of the election of such BOD. This meeting shall be convened and chaired by the member receiving the highest number or percentage of votes. Where more than one member receives the same highest number or percentage of votes, the members shall elect, by majority vote, one (01) among them to convene the meeting of the BOD.
2. Regular meetings: The Chairman of the BOD shall convene regular meetings of the BOD and determine the agenda, time, and venue at least three (03) working days before the scheduled meeting date. The Chairman may convene meetings whenever necessary, but the BOD must meet at least once every quarter.
3. The Chairman of the BOD shall convene extraordinary meetings whenever deemed necessary for the interests of the Company. In addition, the Chairman must convene a meeting of the BOD without undue delay when a written request stating the purpose, matters for discussion, and decisions within the authority of the BOD is submitted by any of the following:
  - a. The Supervisory Board or an Independent Member of the BOD;
  - b. The CEO or at least five (05) other managers;
  - c. At least two (02) members of the BOD.
4. The Chairman of the BOD must convene a meeting within seven (07) working days from the receipt of a request specified in Clause 3 of this Article. If the Chairman fails to convene such a meeting, he/she shall be liable for any damage caused to the Company, and the requesting party may convene the meeting in the Chairman's place.
5. Venue of meetings: Meetings of the BOD shall be held at the Company's head office or at another location in Vietnam or abroad as determined by the Chairman of the BOD and approved by the BOD.
6. Notice and agenda: The Chairman of the BOD or the person convening the meeting shall send a notice of meeting at least three (03) working days prior to the meeting date. The notice shall specify the time, venue, agenda, and matters to be discussed.

A notice of meeting may be delivered by invitation letter, telephone, fax, electronic means, or other methods prescribed in the Charter of the Company, provided that it reaches the registered contact address of each member of the BOD.

7. The Chairman of the BOD or the person convening the meeting shall send notices of meeting and accompanying documents to members of the Supervisory Board in the same manner as for members of the BOD.

Members of the Supervisory Board shall have the right to attend meetings of the BOD, participate in discussions, but shall not have voting rights.

8. A meeting of the BOD shall be valid if attended by at least three-quarters (3/4) of the total number of members. If a duly convened meeting does not satisfy this quorum requirement, a second meeting shall be convened within seven (07) days from the intended date of the first meeting. In such a case, the meeting shall be valid if attended by more than one-half of the total members of the BOD.

9. A member of the BOD shall be deemed present and entitled to vote at a meeting if he/she:

- a. Attends and votes in person at the meeting;
- b. Authorizes another person to attend and vote on his/her behalf in accordance with Clause 11 of this Article;
- c. Attends and votes through an online conference, electronic voting system, or other electronic means;
- d. Sends a voting ballot to the meeting by mail, fax, or email;

10. Where a voting ballot is sent by mail, it must be enclosed in a sealed envelope and delivered to the Chairman of the BOD no later than one (01) hour before the opening of the meeting. Such a ballot shall only be opened in the presence of all attendees.

11. Members shall attend all meetings of the BOD. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the members of the Board of Director.

12. Meetings of the BOD may be conducted by online conference among members of the BOD when all or some members are located in different places.

13. Resolutions and decisions of the BOD shall be adopted if approved by a majority of the attending members. In the event of an equal number of votes, the final decision shall be determined by the vote of the Chairman of the BOD.

#### **Article 31. Committees under the BOD**

1. The BOD may establish committees under its authority to be responsible for development policies, personnel matters, remuneration, internal audit, and risk management. The number of members of each committee shall be determined by the BOD and shall consist of at least three (03) members, including members of the BOD and external members. Each committee must have at least one (01) Independent Member of the BOD or one (01) non-executive member of the BOD, and one of such members shall be appointed as the Chairperson of the committee by resolution of the BOD. The operation of each committee shall comply with the regulations of the BOD. A committee's resolution shall only be valid if approved by a majority of the members attending and voting at the committee meeting.

2. The implementation of decisions of the BOD or any committee under the BOD must comply with applicable laws and the provisions of the Charter of the Company and the Internal Regulations on Corporate Governance.

#### **Article 32. Person in Charge of Corporate Governance**

1. The BOD shall appoint at least one (01) person in charge of corporate governance to assist with corporate governance matters of the Company. The person in charge of corporate governance may concurrently serve as the Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization that is auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:
  - a. To advise the BOD on the organization of General Meetings of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and its shareholders;
  - b. To prepare meetings of the BOD and the GMS at the request of the BOD;
  - c. To advise on meeting procedures;
  - d. To attend meetings;
  - e. To advise on procedures for preparing resolutions of the BOD in compliance with applicable laws;
  - f. To provide financial information, copies of minutes of meetings of the BOD, and other information to members of the BOD;
  - g. To monitor and report to the BOD on the Company's information disclosure activities;
  - h. To act as the focal contact point with stakeholders;
  - i. To maintain confidentiality of information in accordance with the law and the Charter of the Company;
  - j. Other rights and obligations as prescribed by law and the Charter of the Company.

## **VIII. CEO AND OTHER EXECUTIVES**

### **Article 33. Executive Management Structure**

The Company's management structure shall ensure that the executive management team is accountable to, and subject to the supervision and direction of, the BOD in the day-to-day operations of the Company.

The Company shall have a CEO, one or more Vice Presidents (VPs), a Chief Financial Officer (CFO), a Chief Accountant, and other managerial positions appointed by the BOD. The appointment, dismissal, removal, or discharge of the aforementioned positions shall be approved by resolutions or decisions of the BOD.

### **Article 34. Executives of the Company**

1. The executives of the Company shall include the CEO, Vice Presidents (VPs), the Chief Financial Officer (CFO), the Chief Accountant, and other executives as prescribed by the Charter of the Company.

2. Upon the recommendation of the CEO and subject to the approval of the BOD, the Company may recruit additional executives in such numbers and with such qualifications as are appropriate to the Company's organizational structure and management regulations prescribed by the BOD. Executives shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The CEO shall be entitled to salary and bonuses. The salary and bonuses of the CEO shall be determined by the BOD;

4. The remuneration of executives shall be recognized as business expenses of the Company in accordance with the laws on corporate income tax, separately disclosed in the Company's annual financial statements, and reported to the GMS at its Annual General Meeting.

### **Article 35. Appointment, Dismissal, Duties and Powers of the Chief Executive Officer**

1. The BOD shall appoint one (01) member of the BOD or hire another individual to serve as the CEO.

2. The CEO shall manage the day-to-day business operations of the Company, shall be subject to the supervision of the BOD, and shall be accountable to the BOD and before the law for the performance of the assigned rights and obligations.

3. The term of office of the CEO shall not exceed five (05) years and may be renewed for an unlimited number of terms. The CEO must satisfy the qualifications and conditions prescribed by law and the Charter of the Company.

4. The CEO shall have the following rights and obligations:

a. To decide on matters relating to the day-to-day business operations of the Company that do not fall within the authority of the BOD;

b. To organize the implementation of resolutions and decisions of the BOD;

c. To organize the implementation of the Company's business plans and investment projects;

d. To propose the Company's organizational structure and internal management regulations;

e. To appoint, dismiss, and remove managers of the Company, except for positions falling within the authority of the BOD;

f. To enter into contracts on behalf of the Company, except where such authority falls within the competence of the BOD;

g. To determine salaries and other benefits of employees of the Company, including managers appointed by the Chief Executive Officer;

h. To recruit employees;

i. To propose plans for dividend distribution or measures for handling business losses;

j. Annually, to submit a detailed business plan for the following fiscal year to the BOD for approval;

k. To be accountable to the BOD and the GMS for the performance of the assigned duties and powers and to report thereon when requested.

5. The BOD may dismiss the CEO if such dismissal is approved by a majority of the voting members attending the meeting and may appoint a replacement Chief Executive Officer.

## **IX. SUPERVISORY BOARD**

### **Article 36. Nomination and Candidacy for Members of the Supervisory Board**

1. The nomination and candidacy of members of the Supervisory Board shall be conducted in accordance with Clauses 1 and 2 of Article 25 of this Charter.

2. Where the number of candidates for the Supervisory Board nominated or self-nominated, remains insufficient as required, the incumbent Supervisory Board may nominate additional candidates or organize nominations in accordance with the Charter of the Company, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Supervisory Board. Any additional candidates nominated by the incumbent Supervisory Board must be clearly disclosed before the GMS votes to elect members of the Supervisory Board in accordance with applicable laws.

### **Article 37. Composition of the Supervisory Board**

1. The Supervisory Board shall consist of three (03) members. The term of office of a member of the Supervisory Board shall not exceed five (05) years and may be renewed for an unlimited number of terms.

2. Members of the Supervisory Board must satisfy the qualifications and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into any of the following cases:

a. Working in the accounting or finance department of the Company;

b. Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding three (03) consecutive years.

3. A member of the Supervisory Board shall be dismissed from office in the following cases:

a. No longer satisfying the qualifications and conditions prescribed in Clause 2 of this Article;

- b. Submitting a resignation letter, which is accepted;
- 4. A member of the Supervisory Board shall be removed from office in the following cases:
  - a. Failing to fulfill assigned duties and responsibilities;
  - b. Failing to exercise his/her rights and perform his/her obligations for six (06) consecutive months, except in cases of force majeure;
  - c. Repeatedly or seriously violating the obligations of a member of the Supervisory Board as prescribed by the Law on Enterprises and this Charter;
  - d. Other cases as decided by the GMS.

#### **Article 38. Head of the Supervisory Board**

1. The Head of the Supervisory Board shall be elected by the Supervisory Board from among its members on a majority-vote basis. More than one-half of the members of the Supervisory Board must reside in Vietnam. The Head of the Supervisory Board must hold a university degree or higher in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business activities.

- 2. The Head of the Supervisory Board shall have the following rights and obligations:
  - a. To convene meetings of the Supervisory Board;
  - b. To request the BOD, the Chief Executive Officer, and other executives to provide relevant information for reporting to the Supervisory Board;
  - c. To prepare and sign reports of the Supervisory Board, after consulting with the BOD, for submission to the GMS.

#### **Article 39. Rights and Obligations of the Supervisory Board**

The Supervisory Board shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

- 1. To propose and recommend that the GMS approve the list of approved auditing firms eligible to audit the Company's financial statements; to decide on the approved auditing firm to conduct inspections of the Company's operations; and to dismiss the approved auditor when deemed necessary.
- 2. To be accountable to shareholders for its supervisory activities.
- 3. To supervise the Company's financial condition and the compliance with laws by members of the BOD, the Chief Executive Officer, and other managers in the conduct of the Company's operations.
- 4. To ensure coordination with the BOD, the Chief Executive Officer, and shareholders.
- 5. Upon detecting any violation of law or the Charter of the Company by a member of the BOD, the Chief Executive Officer, or any other executive, to provide written notice to the BOD within forty-eight (48) hours, requesting the violating person to cease the violation and implement remedial measures.
- 6. To formulate the Regulations on Operation of the Supervisory Board and submit them to the GMS for approval.
- 7. To report to the GMS in accordance with Article 290 of Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and any amendments, supplements, or replacement documents thereof (if any).
- 8. To have access to the Company's records and documents maintained at its head office, branches, and other locations, and to visit the workplaces of managers and employees of the Company during working hours.
- 9. To request that the BOD, members of the BOD, the Chief Executive Officer, and other managers provide full, accurate, and timely information and documents relating to the management, administration, and business operations of the Company.
- 10. Other rights and obligations as prescribed by law and this Charter.

#### **Article 40. Meetings of the Supervisory Board**

1. The Supervisory Board shall meet at least two (02) times per year. A meeting shall be attended by at least two-thirds (2/3) of the members of the Supervisory Board. Minutes of meetings of the Supervisory Board shall be prepared in a detailed and clear manner. The minute-taker and attending members of the Supervisory Board shall sign the meeting minutes. Such minutes shall be retained in order to determine the responsibilities of each member of the Supervisory Board.

2. The Supervisory Board shall have the right to require members of the BOD, the Chief Executive Officer, and representatives of the approved auditing firm to attend meetings and provide explanations on matters requiring clarification.

#### **Article 41. Salaries, Remuneration, Bonuses, and Other Benefits of Members of the Supervisory Board**

Salaries, remuneration, bonuses, and other benefits of members of the Supervisory Board shall be determined as follows:

1. Members of the Supervisory Board shall be entitled to salaries, remuneration, bonuses, and other benefits as decided by the GMS. The GMS shall determine the total salaries, remuneration, bonuses, other benefits, and annual operating budget of the Supervisory Board.

2. Members of the Supervisory Board shall be reimbursed for reasonable expenses relating to accommodation, travel, and the use of independent consulting services. The total remuneration and expenses shall not exceed the annual operating budget of the Supervisory Board approved by the GMS, unless otherwise decided by the GMS.

3. Salaries and operating expenses of the Supervisory Board shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and shall be presented as a separate item in the Company's annual financial statements.

Where the Company operates under the governance model prescribed in Point b, Clause 1, Article 137 of the Law on Enterprises, the Company shall establish an Audit Committee in accordance with the Law on Enterprises, Decree No. 155/2020/ND-CP dated 31 December 2020 of the Government detailing the implementation of a number of articles of the Law on Securities, and Articles 42 through 46 of this Charter.

#### **X. RESPONSIBILITIES OF MEMBERS OF THE BOD, MEMBERS OF THE SUPERVISORY BOARD, THE CHIEF EXECUTIVE OFFICER, AND OTHER EXECUTIVES**

Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives shall perform their duties, including duties as members of committees under the BOD, honestly, prudently, and in the best interests of the Company.

#### **Article 42. Duty of Loyalty and Avoidance of Conflicts of Interest**

1. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other managers shall disclose their related interests in accordance with the Law on Enterprises and other relevant legal regulations.

2. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, other managers, and their related persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other managers shall provide written notice to the BOD and the Supervisory Board of any transactions between the Company, its subsidiaries, or other companies in which the public company holds more than fifty percent (50%) of the charter capital, and such persons or their related persons in accordance with the law. For transactions approved by the GMS or the BOD, the Company shall disclose information regarding the relevant resolutions in accordance with securities laws on information disclosure.

4. A member of the BOD shall not vote on any transaction that provides benefits to such member or his/her related persons in accordance with the Law on Enterprises and the Charter of the Company.

5. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, other managers, and their related persons shall not use or disclose insider information to others for the purpose of conducting related transactions.

6. The CEO shall not be a related person of the Company's managers, members of the Supervisory Board, the managers or members of the Supervisory Board of the parent company, the State capital representative, or the capital representative of an enterprise in the Company and its parent company, as prescribed in Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Company and one or more members of the BOD, the Chief Executive Officer, other executives, and persons or entities related to such individuals shall not be invalidated in the following circumstances:

- a. For transactions with a value of less than or equal to ten percent (10%) of the total assets recorded in the most recent financial statements, provided that the material terms of the contract or transaction, together with the relationships and interests of the relevant member of the BOD, member of the Supervisory Board, Chief Executive Officer, or executive, have been reported to the BOD and approved by a majority of the disinterested members of the BOD;
- b. For transactions with a value exceeding ten percent (10%) of the total assets recorded in the most recent financial statements, or transactions resulting in an aggregate transaction value within twelve (12) months from the first transaction reaching ten percent (10%) or more of the total assets recorded in the most recent financial statements, provided that the material terms of the transaction and the relevant relationships and interests have been disclosed to shareholders and approved by the GMS through votes of shareholders having no related interests.

#### **Article 43. Liability for Damages and Indemnification**

1. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives who breach their duties of honesty and prudence or fail to perform their obligations shall be liable for any damages caused by such breaches.

2. The Company shall indemnify any person who has been, is, or may become a party to claims, lawsuits, or legal proceedings (including civil and administrative proceedings and excluding proceedings initiated by the Company as plaintiff), provided that such person is or was a member of the BOD, a member of the Supervisory Board, the Chief Executive Officer, another executive, an employee, or an authorized representative of the Company acting under the Company's authorization, and has acted honestly, prudently, in the best interests of the Company, in compliance with applicable laws, and there is no evidence establishing that such person has breached his/her responsibilities.

3. Indemnifiable expenses shall include judgments, fines, amounts payable arising in practice, and legal fees incurred in connection with the resolution of such matters to the extent permitted by law. The Company may purchase insurance for such persons against the indemnification liabilities described above.

## **XI. RIGHTS TO INSPECT COMPANY BOOKS AND RECORDS**

#### **Article 44. Rights to Inspect Books and Records**

1. Ordinary shareholders shall have the following rights to inspect books and records:
  - a. To examine, inspect, and extract information regarding the names and contact addresses of shareholders in the list of shareholders entitled to vote; request correction of inaccurate personal information; and examine, inspect, extract, or obtain copies of the Charter of the Company, minutes of meetings of the GMS, and resolutions of the GMS;
  - b. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to examine, inspect, and extract minutes books and resolutions/decisions of the BOD, semi-annual and annual financial statements, reports of the Supervisory Board, contracts and transactions subject to approval by the BOD, and other documents, except those relating to the Company's trade secrets or business secrets.

2. Where an authorized representative of a shareholder or a group of shareholders requests access to books and records, such request must be accompanied by the relevant power of attorney or a notarized copy thereof.

3. Members of the BOD, members of the Supervisory Board, the Chief Executive Officer, and other executives shall have the right to inspect the Company's shareholder register, list of shareholders, books, and other records of the Company for purposes related to their positions, provided that such information is kept confidential.

4. The Company shall maintain this Charter and all amendments thereto, the Enterprise Registration Certificate, internal regulations, documents evidencing ownership of assets, resolutions of the GMS and the BOD, minutes of meetings of the GMS and the BOD, reports of the BOD, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as required by law at its head office or another location, provided that shareholders and the business registration authority are notified of the storage location.

5. The Charter of the Company shall be published on the Company's website.

## **XII. EMPLOYEES AND TRADE UNION**

### **Article 45. Employees and Trade Union**

1. The CEO shall prepare plans for submission to the BOD for approval regarding recruitment, termination of employment, salaries, social insurance, welfare, rewards, and disciplinary measures applicable to employees and executives.

2. The CEO shall prepare plans for submission to the BOD for approval regarding the Company's relationship with trade union organizations in accordance with best governance standards, practices and policies, the provisions of this Charter, the Company's internal regulations, and applicable laws.

## **XIII. PROFIT DISTRIBUTION**

### **Article 46. Profit Distribution**

1. The GMS shall decide the annual dividend rate and form of dividend payment from the Company's retained earnings.

2. The Company shall not pay interest on dividends or other amounts payable in respect of any class of shares.

3. The BOD may recommend that the GMS approve the payment of all or part of dividends in shares, and the BOD shall implement such decision.

4. Where dividends or other amounts relating to a class of shares are paid in cash, payment shall be made in Vietnamese Dong. Payment may be made directly or through banks based on banking details provided by shareholders. Where the Company has transferred funds in accordance with the banking details provided by a shareholder but the shareholder does not receive the funds, the Company shall not be liable for such transferred amount. Dividend payments in respect of shares listed or registered for trading on a stock exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the BOD shall adopt a resolution or decision determining a record date for shareholders. Based on such date, persons registered as shareholders or holders of other securities shall be entitled to receive cash dividends, share dividends, notices, or other documents.

6. Other matters relating to profit distribution shall be implemented in accordance with applicable laws.



#### **XIV. BANK ACCOUNTS, FISCAL YEAR, AND ACCOUNTING SYSTEM**

##### **Article 47. Bank Accounts**

1. The Company shall open bank accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.
2. Subject to prior approval from the competent authorities, the Company may, where necessary, open bank accounts overseas in accordance with applicable laws.
3. The Company shall conduct all payments and accounting transactions through its Vietnamese Dong or foreign currency accounts maintained with banks.

##### **Article 48. Fiscal Year**

The fiscal year of the Company shall commence on 01 April and end on 31 March of the following year.

##### **Article 49. Accounting System**

1. The Company shall apply the enterprise accounting regime or a specialized accounting regime promulgated or approved by the competent authorities.
2. The Company shall maintain accounting books in Vietnamese and retain accounting records in accordance with accounting laws and other relevant laws. Such records must be accurate, up to date, systematic, and sufficient to evidence and explain the Company's transaction.
3. The accounting currency of the Company shall be the Vietnamese Dong. Where the Company's principal economic transactions are conducted in a foreign currency, the Company may elect such foreign currency as its accounting currency, shall be legally responsible for such election, and shall notify the directly managing tax authority.

#### **XV. FINANCIAL STATEMENTS, ANNUAL REPORT, AND INFORMATION DISCLOSURE OBLIGATIONS**

##### **Article 50. Annual, Semi-Annual, and Quarterly Financial Statements.**

1. The Company shall prepare annual financial statements, which must be audited in accordance with applicable laws. The Company shall disclose the audited annual financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.
2. The annual financial statements shall include all reports, appendices, and explanatory notes required under accounting laws and must fairly and accurately reflect the Company's operational results and financial position.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with regulations on information disclosure in the securities market and submit them to the competent state authorities.

##### **Article 51. Annual Report**

The Company shall prepare and disclose its Annual Report in accordance with the laws on securities and the securities market.

##### **Article 52. Information Disclosure Obligations**

1. Information Disclosure Obligations
  - a. The Company shall make periodic and extraordinary disclosures in a full, timely, and accurate manner in accordance with laws governing information disclosure in the securities market or as required by competent regulatory authorities.
  - b. The Company shall disclose information through the following channels:
    - The Company's website: [www.saobacdau.vn](http://www.saobacdau.vn);

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- Information disclosure systems of the State Securities Commission of Vietnam, the Stock Exchange, and the Vietnam Securities Depository and Clearing Corporation;
- Mass media channels as prescribed by law.

## 2. Contents of Information Disclosure

The Company shall disclose information relating to its business operations, including:

- Periodic disclosures of financial statements, corporate governance reports, annual reports, and other reports as required by law;
- Extraordinary disclosures upon the occurrence of events requiring extraordinary disclosure under applicable laws;
- Disclosure of information upon request by competent regulatory authorities.

## **XVI. INDEPENDENT AUDIT**

### **Article 53. Audit**

1. The GMS ("GMS") shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the BOD ("BOD") to select one of such firms to audit the Company's financial statements for the following fiscal year based on the terms and conditions agreed with the BOD.
2. The audit report shall be attached to the Company's annual financial statements.
3. The independent auditor auditing the Company's financial statements may attend meetings of the GMS, shall be entitled to receive notices and other information relating to such meetings, and may express opinions at the GMS on matters relating to the audit of the Company's financial statements.

## **XVII. CORPORATE SEAL**

### **Article 54. Corporate Seal**

1. The corporate seal includes a seal engraved by an authorized seal-making service provider or a seal in the form of a digital signature in accordance with the laws on electronic transactions.
2. The BOD shall decide on the type, quantity, form, and contents of the seals of the Company, its branches, and representative offices (if any).
3. The BOD and the CEO shall manage and use the corporate seal in accordance with applicable laws.

## **XVIII. DISSOLUTION OF THE COMPANY**

### **Article 55. Dissolution of the Company**

1. The Company may be dissolved in the following cases:
  - a. Upon expiration of the operating term specified in the Charter without any extension resolution;
  - b. Pursuant to a resolution or decision of the GMS;
  - c. Upon revocation of the Enterprise Registration Certificate, except where otherwise provided by the Law on Tax Administration;
  - d. Other cases as prescribed by law.
2. The early dissolution of the Company (including any extended operating term) shall be decided by the GMS and implemented by the BOD. Such dissolution decision must be notified to or approved by competent authorities (where required) in accordance with applicable regulations.

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**XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER**

**Article 59. Company Charter**

1. Any amendment or supplementation to this Charter must be considered and approved by the GMS.
2. In the event that legal provisions relating to the Company's operations are not addressed in this Charter, or where new legal provisions differ from those set forth herein, such legal provisions shall prevail and govern the Company's operations.

**XXI. EFFECTIVE DATE**

**Article 60. Effective Date**

1. This Charter, consisting of twenty-one (21) Chapters and sixty (60) Articles, was unanimously adopted by the GMS of Sao Bac Dau Technologies Corporation on July 22, 2026, at the 2026 Annual GMS and approved in its entirety to take effect from such date.
2. This Charter is executed in four (04) originals of equal validity.
3. This Charter is the sole official and authoritative Charter of the Company.
4. Copies or extracts of the Charter shall be valid only when signed by the Chairman of the BOD, the Chief Executive Officer, or at least one-half (1/2) of the total number of members of the BOD.

**CHAIRMAN OF THE BOD**

**CHIEF EXECUTIVE OFFICER**

**NGUYEN DUC QUANG**

**NGUYEN XUAN TRUONG**

No: 04/2026/TTr-DHDCD

Ho Chi Minh City, June 30, 2026

**PROPOSAL**

**Re: Amendment and Supplementation of the Internal Regulations on  
Corporate Governance**

**To: The 2026 Annual General Meeting of Shareholders  
Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;*
- *The Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 issued by the Ministry of Finance guiding certain aspects of corporate governance applicable to public companies;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

**The BOD (“BOD”) of Sao Bac Dau Technologies Corporation respectfully submits to the GMS (“GMS”) for consideration and approval of the following matters:**

1. Amendment and supplementation of the Internal Regulations on Corporate Governance of Sao Bac Dau Technologies Corporation in accordance with the prevailing laws and regulations (Appendix 02 attached hereto).
2. Authorization for the BOD and the Legal Representative of the Company to promulgate the official Internal Regulations on Corporate Governance after being approved by the GMS and to complete other relevant procedures in accordance with the law.

Respectfully submitted to the GMS for consideration and approval./.

**ON BEHALF OF THE BOD**

**CHAIRMAN**

  
CÔNG TY  
CỔ PHẦN  
CÔNG NGHỆ  
SAO BẮC ĐÀU  
THÀNH PHỐ HỒ CHÍ MINH

**NGUYEN DUC QUANG**

**APPENDIX 2: AMENDMENTS AND SUPPLEMENTS TO THE INTERNAL REGULATIONS ON CORPORATE GOVERNANCE**

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
1	<p><b>Clause 1, 2 Article 4</b>                      1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making authority of the Company.                      2. The General Meeting of Shareholders has the following rights and obligations:                      Approval of the development orientation of the Company... <i>(and other items a to q as in the current regulations)</i>.</p>	<p><b>Article 4</b>                      The authority, rights, and obligations of the General Meeting of Shareholders shall be exercised in detail in accordance with Article 15 of the Company's Charter and relevant legal regulations.</p>	<p>Article 138 of the Law on Enterprises 2020 and Article 15 of the amended Charter 2026.</p>
2	<p><b>Clause 2, 3 Article 5</b>                      2. The convener of the GMS must perform the following duties: Prepare the list of shareholders entitled to attend... Prepare meeting agenda, documents, draft resolutions...                      3. Notice of invitation to the GMS shall be sent to all shareholders... at least 21 days prior to the opening date... containing links to meeting agenda, ballots, draft resolutions...</p>	<p><b>Clause 2, 3 Article 5</b>                      2. The order and procedures for preparing the agenda, contents, list of shareholders entitled to attend; the timeline and methods for sending invitation notices and publishing documents of the General Meeting of Shareholders shall be implemented in accordance with the exact timelines and detailed provisions under Article 18 and Article 19 of the Company's Charter and the prevailing securities laws.</p>	<p>Article 18 and Article 19 of the amended Charter 2026.</p>
3	<p><b>Clause 4 Article 6</b>                      4. A shareholder shall be considered as attending and voting at the GMS in the following cases:                      Attending and voting directly; Authorizing another party to attend; Attending via online conference, electronic voting; Sending ballots via mail, fax, email; Sending ballots by other means.</p>	<p><b>Clause 4 Article 6</b>                      4. The authorization to attend the meeting and the exercise of attendance rights by shareholders shall comply with Article 16 of the Company's Charter. Shareholders shall be deemed to have attended and voted at the meeting if they fall within the cases prescribed in the Charter and any supplementary procedures (if any).</p>	<p>Article 16 of the amended Charter 2026.</p>

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
4	<p><b>Point b, c Clause 2 Article 7</b></p> <p>b) If the first meeting fails to satisfy the quorum... the notice for the second meeting shall be sent within 30 days... The second GMS shall proceed when attending shareholders represent at least 33% of the total voting shares.</p> <p>c) If the second meeting fails to satisfy the quorum... the notice for the third meeting must be sent within 20 days... The third GMS shall proceed regardless of the total voting shares represented by attending shareholders.</p>	<p><b>Point b Clause 2 Article 7</b></p> <p>b) The conditions for conducting the General Meeting of Shareholders for subsequent sessions shall be implemented in accordance with Article 19 of the Company's Charter.</p> <p>c) If the second meeting fails to satisfy the conditions for convening as prescribed in Point b of this Clause, the notice of invitation to the third meeting must be sent within 20 days from the intended date of the second meeting. The third GMS shall be conducted regardless of the total voting shares represented by attending and voting shareholders.</p>	<p>Clause 5 Article 7 of Law No. 03/2022/QH15 and Article 19 of the amended Charter 2026.</p>
5	<p><b>Clause 1, 2 Article 9</b></p> <p>1. Resolutions on matters such as classes of shares, changes in business lines, organizational structure, major asset sales (<math>\geq 35\%</math>), reorganization/dissolution shall be approved when endorsed by shareholders representing at least 65% of the total voting shares of all attending shareholders...</p> <p>2. Other resolutions shall be approved by more than 50%...</p>	<p><b>Clause 1, 2 Article 9</b></p> <p>The conditions for the adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 21 of the Company's Charter.</p>	<p>Article 21 of the amended Charter 2026.</p>
6	<p><b>Article 10</b></p> <p>The BOD has the right to obtain shareholders' written opinions... Details regarding procedures, content of opinion forms, mail/fax/email submission guidelines, vote counting minutes, and disclosure within 15 days...</p>	<p><b>Article 10</b></p> <p>The order, authority, and procedures for obtaining shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 22 of the Company's Charter.</p>	<p>Article 148, Article 149 of the Law on Enterprises 2020 and Article 22 of the amended Charter 2026.</p>

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
7	<p><b>Article 11</b>  1. Meetings of the GMS must be recorded in minutes in Vietnamese and foreign languages, including main contents...  2. Minutes must be completed and approved prior to the closing of the meeting...</p>	<p><b>Article 11</b>  Meetings of the General Meeting of Shareholders must be recorded in minutes in Vietnamese (and in a foreign language if necessary) in compliance with the exact order, procedures, and principal contents prescribed in the Company's Charter and the Law on Enterprises. The minutes must be completed and approved prior to the closing of the meeting. The Chairperson and Secretary of the meeting (or the signatories) shall be jointly responsible for the truthfulness and accuracy of the minutes as regulated.</p>	<p>Article 23 of the amended Charter 2026 and the Law on Enterprises 2020.</p>
8	<p><b>Clause 2 Article 12</b>  2. In case the GMS is held online, the BOD is responsible for issuing and publishing the regulations on organization and voting at least 21 days prior to the meeting, including basic guidelines, electronic voting methods, vote counting, etc.</p>	<p><b>Clause 2 Article 12</b>  2. In case the Board of Directors decides to convene the General Meeting of Shareholders via online or electronic means, the Board of Directors shall be responsible for issuing and publishing the Regulations on meeting organization and voting at least 21 days prior to the opening date of the meeting, incorporating the following specific handling principles:</p> <p>a) <i>Methods for verifying shareholders' eligibility to attend:</i> Using technological solutions such as electronic identification (eKYC), personal access codes (PIN/OTP) sent via registered phone numbers/emails, or</p>	<p>Article 144 of the Law on Enterprises 2020, Article 273 of Decree No. 155/2020/NĐ-CP, and Article 18, Article 19 of the amended Charter 2026.</p>

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
		<p>digital signatures to accurately determine eligibility.</p> <p>b) <i>Handling technical incidents or system errors:</i> Deploying backup technology infrastructure and continuous technical support teams. Clearly stipulating the authority of the Chairperson to temporarily suspend the meeting (not exceeding a certain period, e.g., 30–60 minutes) to resolve system errors before deciding to continue or adjourn.</p> <p>c) <i>In case shareholders are interrupted or lose connection:</i> The system must have a mechanism to record connection status. In the event of a transmission error from the shareholder's side, the meeting and voting of other shareholders shall still proceed validly. Interrupted shareholders retain the right to vote on contents for which the electronic voting portal has not been closed after successfully reconnecting.</p> <p>d) <i>Timing for recording and confirming voting results:</i> The electronic voting system must automatically lock the voting function immediately upon the expiration of the time regulated or when the Chairperson declares the closing of the voting portal. Results shall be extracted by the system in real-time (Timestamp) and confirmed by the Vote-Counting Committee in the minutes right at the meeting.</p>	

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
9	<p><b>Article 14</b>  1. The BOD is the management body...  2. The BOD has the rights and obligations to decide strategies, medium-term plans, share selling prices, appoint/dismiss the CEO, Vice Presidents, Chief Accountant...</p>	<p><b>Article 14</b>  The Board of Directors shall exercise the powers and perform the obligations specifically prescribed in Article 27 of the Company's Charter.</p>	<p>Article 153 of the Law on Enterprises 2020 and Article 27 of the amended Charter 2026.</p>
10	<p><b>Clause 3 Article 15</b>  3. The structure of the Board of Directors must ensure that a minimum of one-third (1/3) of the total number of Board members are non-executive members, and that there is a sufficient number of independent Board members as prescribed by law. Members of the Board of Directors may be of non-Vietnamese nationality and/or non-residents of Vietnam, and are not required to be Shareholders of the Company</p>	<p><b>Clause 3 Article 15</b>  3. The composition and number of non-executive and independent members of the Board of Directors shall comply with the regulations under Article 26 of the Company's Charter.</p>	<p>Clause 79 of Decree No. 245/2025/NĐ-CP and Article 26 of the amended Charter 2026.</p>
11	<p><b>Point a, b Clause 1 Article 16</b>  1. Members of the BOD must satisfy criteria such as full civil act capacity, not being prohibited from managing enterprises, and having professional qualifications/experience...</p>	<p><b>Point a, b Clause 1 Article 16</b>  1. Members of the Board of Directors must satisfy the following criteria and conditions:  a) Satisfying the criteria and conditions prescribed in Clause 1 and Clause 2 Article 155 of the Law on Enterprises and the Company Charter;  b) A member of the Board of Directors of the Company may concurrently serve as a member of the Board of Directors or Members' Council of no more than five (05) other companies.</p>	<p>Amended Charter 2026.</p>
12	<p><b>Article 17</b>  Shareholders holding <math>\geq</math> 10% ordinary shares have the right to nominate candidates... detailed nomination</p>	<p><b>Article 17</b>  The rights of nomination and self-nomination, as well as the application</p>	<p>Article 115, Article 154 of the Law on Enterprises</p>

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
	dossier requirements, deadlines, and publishing candidate information 10 days prior...	dossier and procedures for candidacy for membership of the Board of Directors, shall be implemented in accordance with Article 25 of the Company's Charter.	2020 and Article 25 of the amended Charter 2026.
13	<p><b>Clause 1 Article 18</b></p> <p>1. The election of members of the BOD shall be conducted directly by secret ballot under the ordinary voting method... Candidate requires at least 65% approval from attending shares to get elected...</p>	<p><b>Clause 1 Article 18</b></p> <p>The election of members of the Board of Directors shall be conducted in accordance with the regulations under Article 20 of the Company's Charter and the Election Regulations.</p>	Law on Enterprises 2020, Law No. 76/2025/QH15, and Article 20 of the amended Charter 2026.
14	<p><b>Clause 1, 2, 3 Article 19</b></p> <p>Criteria and cases for dismissal or removal of BOD members... Requirements for a BOD meeting to pass a removal proposal with 2/3 approval before presenting to the GMS...</p>	<p><b>Clause 1, 2, 3 Article 19</b></p> <p>1. The grounds, authority, and procedures for the dismissal, removal, or replacement of members of the Board of Directors shall be applied consistently in accordance with the regulations under Article 25 and Article 26 of the Company's Charter and the Law on Enterprises.</p>	Article 160 of the Law on Enterprises 2020 and Article 25, Article 26 of the amended Charter 2026.
15	<p><b>Article 21</b></p> <p>The BOD shall elect a Chairman... The Chairman must not concurrently hold the position of CEO... Rights and obligations of the Chairman...</p>	<p><b>Article 21</b></p> <p>The criteria, procedures for election and dismissal, and the rights and obligations of the Chairman of the Board of Directors shall be implemented in accordance with Article 29 of the Company's Charter.</p>	Article 156 of the Law on Enterprises 2020 and Article 29 of the amended Charter 2026.
16	<p><b>Article 22</b></p> <p>Detailed provisions on: Meetings to elect the Chairman; Regular and extraordinary meetings; Notice and agenda timelines (3 working days);</p>	<p><b>Article 22</b></p> <p>The order, procedures for convening, conditions for conducting, and voting methods at meetings of the Board of Directors shall be implemented in</p>	Article 157, Article 158 of the Law on Enterprises 2020 and Article 30 of the amended Charter 2026.

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
	Quorum requirements (3/4); Written consultation voting thresholds...	accordance with Article 30 of the Company's Charter.	
17	<p><b>Article 23</b> The nomination and self-nomination of candidates for the Supervisory Board... mechanism for the current BOD/SB to nominate additional candidates if insufficient...</p>	<p><b>Article 23</b> The nomination and self-nomination of candidates for the Supervisory Board shall be implemented in accordance with Article 36 of the Company's Charter.</p>	Article 115, Article 168 of the Law on Enterprises 2020 and Article 36 of the amended Charter 2026.
18	<p><b>Article 26</b> The Supervisory Board has rights and obligations under Article 170 of the Law on Enterprises... Must meet at least twice a year with a quorum of 2/3... Remuneration decided by the GMS...</p>	<p><b>Article 26</b> The Supervisory Board shall have the rights and obligations prescribed in Article 39 of the Company's Charter and the Operating Regulations of the Supervisory Board.</p>	Article 170 of the Law on Enterprises 2020 and Article 39 of the amended Charter 2026.
19	<p><b>Article 29</b> 1. The BOD appoints or hires a CEO. 2. The CEO manages daily operations, term max 5 years... 3. Rights and obligations of the CEO... 4. Submission of annual plans...</p>	<p><b>Article 29</b> 1. The criteria, conditions, and procedures for the appointment and dismissal, as well as the duties and powers of the Chief Executive Officer, shall be implemented in accordance with Article 35 of the Company's Charter. 2. In addition to the qualifications and conditions specified in Clause 1 of this Article, the Chief Executive Officer shall not be a related person of any enterprise manager or Supervisor of the Company or its parent company, or any representative of state-owned capital or enterprise capital in the Company or its parent company, in accordance with the laws on securities.</p>	Article 162 of the Law on Enterprises 2020, prevailing securities laws, and Article 35 of the amended Charter 2026.
20	<b>Article 30</b>	<b>Article 30</b>	Article 167 of Decree No. 155/2020/NĐ-CP and

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provisions	Basis / Rationale
	<p>1. The BOD must appoint at least 1 person in charge of Corporate Governance...</p> <p>2. Rights and duties include advising the BOD, preparing for GMS/BOD meetings, ensuring disclosure compliance...</p>	<p>The appointment procedures, rights, and obligations of the Person in Charge of Corporate Governance shall be implemented in accordance with Article 32 of the Company's Charter.</p>	<p>Article 32 of the amended Charter 2026.</p>
21	<p><b>Clause 1 Article 35</b></p> <p>1. These Regulations were approved by the GMS on July 16, 2024...</p>	<p><b>Clause 1 Article 35</b></p> <p>1. These Regulations were approved by the GMS on July 22, 2026. The Chairman of the BOD, on behalf of the BOD, shall sign the decision promulgating these Regulations.</p>	<p>Updated effective date of the Regulations.</p>

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**INTERNAL REGULATIONS  
ON CORPORATE GOVERNANCE OF  
SAO BAC DAU TECHNOLOGIES CORPORATION**

Ho Chi Minh City, July 22, 2026

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## CHAPTER I. GENERAL PROVISIONS

### Article 1. Purpose and Scope of Regulation

1. These Internal Regulations on Corporate Governance of Sao Bac Dau Technologies Corporation (“Regulations”) are developed and promulgated in accordance with legal requirements on corporate governance applicable to public companies under the Law on Enterprises, the Law on Securities, the Company Charter and relevant laws.
2. These Regulations provide for fundamental principles of corporate governance in order to protect the lawful rights and interests of shareholders; stipulate the authorities, obligations, procedures and operational methods; and establish standards of conduct and professional ethics applicable to members of the BOD, the SB, the BOM and managerial personnel of the Company.
3. Applicable subjects: These Regulations apply to the BOD, the SB, the CEO and related persons.

### Article 2. Interpretation of Terms and Abbreviations

1. Terms defined in the Company Charter shall automatically have the same meanings when used in these Regulations. The following defined terms and abbreviations shall have the meanings set forth below:
  - a) “Corporate Governance” means the system by which the Company is directed, managed and effectively controlled for the benefit of shareholders and stakeholders of the Company.
  - b) “Company” or “SBD” means Sao Bac Dau Technologies Corporation.
  - c) “Charter” means the Charter on Organization and Operation of Sao Bac Dau Technologies Corporation, including all duly approved amendments from time to time.
  - d) “General Meeting of Shareholders” (“GMS”) means the meeting comprising all shareholders with voting rights and is the highest decision-making authority of SBD.
  - e) “Board of Directors” (“BOD”) means the management body of SBD having the authority to exercise all rights and obligations of SBD, except for matters falling within the authority of the GMS.
  - f) “Supervisory Board” (“SB”) means the body established by the GMS, responsible for supervising the BOD and the CEO in the management and operation of all activities of SBD and accountable to the GMS for the performance of assigned duties.
  - g) “Enterprise Manager” means a manager of the Company, including the Chairman of the BOD, members of the BOD, the CEO and individuals holding other managerial positions as prescribed in the Company Charter.
  - h) “Board of Management” (“BOM”) means the CEO, Vice Presidents and Chief Accountant.
  - i) “Major Shareholder” means a shareholder or group of shareholders directly or indirectly owning five percent (5%) or more of the voting shares of the Company.
  - j) “Related Person” means an individual or organization as prescribed in Clause 23, Article 4 of the Law on Enterprises and Clause 46, Article 4 of the Law on Securities.
  - k) “Authorized Representative” means a person authorized by an institutional shareholder to exercise the shareholder’s rights in accordance with law and the Company Charter.
  - l) “Authorized Attendee” means an individual or organization authorized by a shareholder or an

authorized representative of an institutional shareholder to attend and vote at a GMS in accordance with the forms prescribed in the Company Charter and the Law on Enterprises.

2. In these Regulations, references to any provisions of the Charter or legal documents shall include any amendments, supplements or replacement documents thereto.
3. Headings (Chapters and Articles of these Regulations) are inserted for convenience of reference only and shall not affect the interpretation of these Regulations.

### **Article 3. Principles of Corporate Governance**

Principles of corporate governance include:

1. Compliance with prevailing laws and regulations.
2. Ensuring an effective governance structure.
3. Ensuring shareholders' rights and interests.
4. Ensuring equitable treatment among shareholders.
5. Ensuring the prevention and management of conflicts of interest involving related persons of the Company.
6. Ensuring transparency in the Company's operations.
7. The BOD shall provide strategic direction and oversight, while the SB shall effectively supervise the Company.

## **CHAPTER II. SHAREHOLDERS AND THE GMS**

### **Article 4. Rights and Obligations of the GMS**

The authority, rights, and obligations of the GMS shall be exercised in detail in accordance with Article 15 of the Company's Charter and relevant laws and regulations.

### **Article 5. Convening of the GMS; Meeting Agenda and Contents; Notice of Invitation**

1. The BOD shall convene annual and extraordinary GMS. The GMS may also be convened in cases prescribed in Clause 3, Article 14 of the Company Charter.
2. The order and procedures for preparing the agenda, contents, list of shareholders entitled to attend; the timeline and methods for sending invitation notices and publishing documents of the General Meeting of Shareholders shall be implemented in accordance with the exact timelines and detailed provisions under Article 18 and Article 19 of the Company's Charter and the prevailing securities laws.
3. Shareholders or groups of shareholders holding five percent (5%) or more of the total ordinary shares shall have the right to propose matters for inclusion in the agenda of the GMS. Such proposal must be made in writing and sent to the Company at least three (03) working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, number of each class of shares held, and the proposed matter to be included in the meeting agenda.
4. Where the convener of the GMS refuses a proposal prescribed in Clause 3 of this Article, a written response stating the reasons must be sent no later than two (02) working days prior to the opening date of the meeting. The convener may only refuse such proposal in one of the following cases:
  - The proposal is not submitted in accordance with Clause 3 of this Article.

- At the time of the proposal, the shareholder or group of shareholders does not hold at least five percent (5%) of the total ordinary shares of the Company.
  - The proposed matter does not fall within the decision-making authority of the GMS.
  - Other cases prescribed by law and the Company Charter.
5. The convener of the GMS must accept and include proposals prescribed in Clause 3 of this Article in the proposed meeting agenda and contents, except for the cases prescribed in Clause 4 of this Article. Such proposals shall be officially added to the meeting agenda and contents if approved by the GMS.

#### **Article 6. Exercise of the Right to Attend the GMS**

1. Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or authorize in writing one or more individuals or organizations to attend the meeting in accordance with one of the methods prescribed in Clause 2 of this Article. Where more than one proxy attendee is appointed, the shareholder must clearly specify the number of shares and voting rights authorized to each proxy attendee. A proxy attendee is not required to be a shareholder of the Company.
2. The authorization of individuals or organizations to attend the meeting on behalf of Shareholders must be made in writing. The power of attorney shall comply with the provisions of civil law and must specify: the name of the authorizing Shareholder; the name of the authorized individual or organization; the number of authorized shares; contents and scope of authorization; term of authorization; and signatures of both the authorizing party and the authorized party.
3. A proxy attendee must present the power of attorney upon registration for attendance. In the case of re-authorization, the proxy attendee must additionally present the original power of attorney from the Shareholder or the authorized representative of the institutional Shareholder (unless such authorization has been previously submitted to the Company).
4. The authorization of attendance and the exercise of attendance rights by shareholders shall comply with Article 16 of the Company's Charter. Shareholders shall be deemed to have attended and voted at the meeting if they fall within the cases prescribed in the Company's Charter and any supplementary procedures (if any).
5. Voting ballots cast by a proxy attendee within the scope of authorization shall remain valid in any of the following cases:
  - a) The authorizing person dies, loses civil act capacity or has restricted civil act capacity.
  - b) The authorizing person revokes the appointment of the proxy.
  - c) The authorizing person revokes the authority of the authorized person.

This Clause shall not apply where the Company receives notice of any of the above events prior to the opening of the GMS or prior to the reconvened meeting.

#### **Article 7. Registration for Attendance and Conditions for Conducting the GMS**

1. Registration for attendance at the GMS
  - a) On the date of the GMS, the Company must conduct shareholder registration procedures and continue registration until all attending Shareholders entitled to participate have completed registration.

- b) Shareholders or proxy attendees attending the GMS must present the documents specified in the invitation letter or notice issued by the Company in order to verify their shareholder status.
  - c) Shareholders or proxy attendees arriving after the opening of the GMS are entitled to register immediately and may participate and vote immediately after registration. The Chairperson is not required to suspend the meeting for late registration, and resolutions adopted prior to the arrival of late attendees shall remain valid and unaffected.
2. Conditions for conducting the GMS
    - a) The GMS shall proceed when attending Shareholders represent more than 50% of the total voting rights.
    - b) The conditions for conducting subsequent sessions of the GMS shall be implemented in accordance with Article 19 of the Company's Charter.
    - c) If the second meeting fails to satisfy the quorum requirement prescribed in Point b of this Clause, the notice for the third meeting must be sent within twenty (20) days from the intended date of the second meeting. The third GMS shall proceed regardless of the total voting rights represented by attending and voting shareholders.

#### **Article 8. Voting Methods, Vote Counting and Announcement of Voting Results**

1. Voting methods
  - a) Upon Shareholder registration, the Company shall issue to each Shareholder or proxy attendee entitled to vote a voting card specifying the registration number, full name of the Shareholder, full name of the authorized representative and the number of voting rights of such Shareholder.
  - b) The GMS shall discuss and vote on each matter included in the meeting agenda. Voting shall be conducted on the basis of agree, disagree and abstain.
2. Vote counting and announcement of voting results
  - a) The GMS shall appoint one or more persons to the vote-counting committee upon the proposal of the Chairperson.
  - b) At the GMS, the vote-counting committee shall first collect voting cards indicating agree votes, then collect voting cards indicating disagree votes, and finally count the total agree and disagree voting cards to determine the voting results.
  - c) The voting results shall be announced by the Chairperson immediately upon completion of the vote counting process.

#### **Article 9. Conditions for Adoption of Resolutions of the GMS**

1. The conditions for the adoption of resolutions of the General Meeting of Shareholders shall be implemented in accordance with Article 21 of the Company's Charter.
2. In the case of adopting resolutions by written consultation, a resolution of the GMS shall be adopted if approved by Shareholders representing more than 50% of the total voting rights of all voting Shareholders.
3. A resolution of the GMS adversely affecting the rights and obligations of preferred shareholders shall only be adopted if approved by preferred shareholders of the same class attending the meeting and representing at least 75% of the total preferred shares of such class, or by preferred shareholders of the same class representing at least 75% of the total preferred shares of such class in the case of

written consultation.

4. Resolutions of the GMS adopted by 100% of the total voting shares shall be lawful and immediately effective even if the procedures for convening the meeting and adopting such resolutions violate the Law on Enterprises or the Company Charter.

#### **Article 10. Authority and Procedures for Obtaining Written Opinions of Shareholders for Adoption of Resolutions of the GMS**

The order, authority, and procedures for obtaining shareholders' written opinions for the adoption of resolutions of the GMS shall be implemented in accordance with Article 22 of the Company's Charter.

#### **Article 11. Minutes of the GMS**

1. Meetings of the GMS must be recorded in minutes and may be audio-recorded or otherwise recorded and retained in electronic form. The minutes must be prepared in Vietnamese (and in a foreign language if necessary) in compliance with the exact order, procedures, and principal contents prescribed in the Company's Charter and the Law on Enterprises. The minutes must be completed and approved prior to the closing of the meeting. The Chairperson and Secretary of the meeting (or the signatories) shall be jointly responsible for the truthfulness and accuracy of the minutes as regulated.
2. Resolutions, minutes of the GMS, appendices containing the list of attending Shareholders with signatures of Shareholders, powers of attorney for meeting attendance, all documents attached to the minutes (if any), and documents enclosed with the meeting notice must be disclosed in accordance with laws on information disclosure in the securities market and retained at the Company's head office.

#### **Article 12. Procedures for Conducting the GMS via Online or Electronic Means**

1. In addition to the direct meeting form, the annual and extraordinary General Meeting of Shareholders may be organized in the form of an online or electronic meeting with or without electronic voting or other electronic means in the event of force majeure events (including but not limited to: natural disasters, wars, epidemics, restriction or prohibition decisions of competent state authorities...) and/or other objective events where the Board of Directors deems it inconvenient or inappropriate to hold a physical meeting.
2. In case the Board of Directors decides to convene the General Meeting of Shareholders via online or electronic means, the Board of Directors shall be responsible for issuing and publishing the Regulations on meeting organization and voting at least 21 days prior to the opening date of the meeting, incorporating the following specific handling principles:
  - a) Methods for verifying shareholders' eligibility to attend: Using technological solutions such as electronic identification (eKYC), personal access codes (PIN/OTP) sent via registered phone numbers/emails, or digital signatures to accurately determine the eligibility of attending shareholders.
  - b) Handling of technical incidents or system errors: Deploying backup technology infrastructure and continuous technical support teams. Clearly stipulating the authority of the Chairperson to temporarily suspend the meeting (not exceeding a certain period, e.g., 30–60 minutes) to resolve system errors before deciding to continue or adjourn the meeting.
  - c) In case shareholders are interrupted or lose connection during the meeting: The system must have a mechanism to record the connection status of shareholders. In the event of a transmission



error from the shareholder's side, the meeting and the voting of other shareholders shall still proceed validly. Interrupted shareholders shall still retain the right to vote on contents for which the electronic voting portal has not been closed after successfully reconnecting.

- d) Timing for recording and confirming voting results: The electronic voting system must automatically lock the voting function immediately upon the expiration of the time regulated for each content or when the Chairperson declares the closing of the voting portal. Electronic voting results shall be extracted by the system, recorded in real-time and confirmed by the Vote-Counting Committee in the minutes right at the meeting.

#### **Article 13. Request for Revocation of Resolutions of the GMS**

Shareholders or groups of shareholders have the right to request a court or arbitral tribunal to review and revoke a resolution or part thereof of the GMS in accordance with the strict conditions and timelines prescribed under Article 24 of the Company's Charter.

### **CHAPTER III. BOD**

#### **Article 14. Rights and Obligations of the BOD**

The Board of Directors shall exercise the powers and perform the obligations specifically prescribed in Article 27 of the Company's Charter.

#### **Article 15. Number and Term of Members of the BOD**

1. The BOD shall consist of at least five (5) and not more than eleven (11) members.
2. The term of office of a member of the BOD shall not exceed five (5) years and members may be re-elected for an unlimited number of terms; however, an individual may only serve as an independent member of the BOD for no more than two (2) consecutive terms.
3. The composition and number of non-executive and independent members of the Board of Directors shall comply with the regulations under Article 26 of the Company's Charter.

#### **Article 16. Criteria and Conditions for Members of the BOD**

1. Members of the BOD must satisfy the following criteria and conditions:
  - a) To satisfy the criteria and conditions specified in Clauses 1 and 2 of Article 155 of the Law on Enterprises and the Company Charter;
  - b) A member of the BOD of the Company may concurrently serve as a member of the BOD or Members' Council of no more than five (5) other companies.
2. Independent members of the BOD must satisfy the criteria and conditions prescribed by the Law on Enterprises and other relevant legal regulations.

#### **Article 17. Nomination and Self-Nomination of Candidates for the BOD.**

The rights of nomination and self-nomination, as well as the application dossier and procedures for candidacy for membership of the Board of Directors, shall be implemented in accordance with Article 25 of the Company's Charter.

#### **Article 18. Method of Election of Members of the BOD**

The election of members of the Board of Directors shall be conducted in accordance with the regulations

under Article 20 of the Company's Charter and the Election Regulations. In the event that two (02) or more candidates receive an equal number of votes for the final seat, the GMS shall conduct a re-election among such candidates or select one according to the criteria set out in the Election Regulation.

#### **Article 19. Dismissal, Removal and Addition of Members of the BOD**

1. The grounds, authority, and procedures for the dismissal, removal, or replacement of members of the Board of Directors shall be applied consistently in accordance with the regulations under Article 25 and Article 26 of the Company's Charter and the Law on Enterprises.
2. The BOD must convene a GMS to elect additional members of the BOD in the following cases:
  - a) The number of BOD members is reduced by more than one-third (1/3) compared with the number prescribed in the Company Charter and this Regulation; or the number of independent BOD members falls below the ratio required by law. In such case, the BOD must convene a GMS within sixty (60) days from the date the number of members is reduced by more than one-third (1/3).
  - b) Except for the case specified at Point a of this Clause, the GMS shall elect new members to replace dismissed or removed BOD members at the nearest meeting.

#### **Article 20. Announcement of Election, Dismissal or Removal of Members of the BOD**

All information relating to the election, dismissal, or removal of members of the BOD must be disclosed in accordance with the Law on Enterprises, the Law on Securities, the Company Charter, and relevant laws.

#### **Article 21. Chairman**

The criteria, procedures for election and dismissal, and the rights and obligations of the Chairman of the Board of Directors shall be implemented in accordance with Article 29 of the Company's Charter.

#### **Article 22. Meetings of the Board of Directors**

The order, procedures for convening, conditions for conducting, and voting methods at meetings of the Board of Directors shall be implemented in accordance with Article 30 of the Company's Charter.

### **CHAPTER IV. SUPERVISORY BOARD**

#### **Article 23. Nomination, Self-Nomination and Appointment of Members of the SB**

The nomination and self-nomination of candidates for membership of the Supervisory Board shall be implemented in accordance with Article 36 of the Company's Charter.

#### **Article 24. Standards and Conditions of Members of the SB**

Members of the SB must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises, the Company Charter, and the Operating Regulations of the SB.

#### **Article 25. Composition of the SB**

1. The SB shall consist of 03 members.
2. Members of the SB shall be elected by the GMS. The term of office of the SB shall not exceed 05 years, and members of the SB may be re-elected for an unlimited number of terms. Where the terms of all members of the SB expire simultaneously but the new-term SB has not yet been elected, the outgoing members shall continue to exercise their rights and perform their duties until the new-term SB is elected and assumes office.

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3. The SB shall elect one of its members as the Head of the SB based on the majority principle. The Head of the SB must hold at least a university degree in economics, finance, accounting, auditing, law, business administration, or a discipline relevant to the Company's business operations.

#### **Article 26. Rights and Obligations of the SB**

The Supervisory Board shall have the rights and obligations prescribed in Article 39 of the Company's Charter and the Operating Regulations of the Supervisory Board.

#### **Article 27. Removal and Dismissal of Members of the SB**

1. Criteria, conditions, and authority for the removal and dismissal of members of the Supervisory Board shall be applied pursuant to the Law on Enterprises and the Company's Charter.
2. The BOD must convene a GMS to elect additional members of the SB in the following cases:
  - a) The remaining number of SB members is less than the minimum number required by law. In such case, the BOD must convene a GMS within 60 days from the date the number of remaining SB members falls below the statutory minimum.
  - b) Except for the case specified in Point a of this Clause, the GMS shall elect replacement members for SB members who have been removed or dismissed at the nearest meeting.

#### **Article 28. Information Disclosure**

The appointment, removal, and dismissal of SB members must be disclosed in accordance with applicable laws.

### **CHAPTER V. CHIEF EXECUTIVE OFFICER AND PERSON IN CHARGE OF CORPORATE GOVERNANCE**

#### **Article 29. Chief Executive Officer**

1. The criteria, conditions, and procedures for the appointment and dismissal, as well as the duties and powers of the Chief Executive Officer, shall be implemented in accordance with Article 35 of the Company's Charter.
2. In addition to the qualifications and conditions specified in Clause 1 of this Article, the Chief Executive Officer shall not be a related person of any enterprise manager or Supervisor of the Company or its parent company, or any representative of state-owned capital or enterprise capital in the Company or its parent company, in accordance with the laws on securities.

#### **Article 30. Person in Charge of Corporate Governance**

The appointment procedures, rights, and obligations of the Person in Charge of Corporate Governance shall be implemented in accordance with Article 32 of the Company's Charter.

### **CHAPTER VI. COORDINATION AMONG THE BOD, THE SB, AND THE BOM**

#### **Article 31. Working Relationship between the BOD and the SB.**

1. The working relationship between the BOD and the SB is the relationship between governance and supervisory functions, aimed at ensuring that all governance and management activities of the Company are reasonable, transparent, honest, compliant with the Company's policies and GMS resolutions, and in accordance with legal regulations.
2. The principles for coordination in performing rights and obligations among governance,

management, and supervisory functions shall be clearly assigned, coordinated consistently, while distinctly separating the functions and responsibilities of each position.

3. Methods of coordination:

- a) The BOD and the SB shall establish, implement, and maintain direct coordination mechanisms in governance and management activities through BOD meetings and during management operations in order to ensure that the SB has sufficient information necessary to perform its inspection, supervision, and compliance monitoring functions, and promptly notify the BOD upon detecting any inappropriate matters for timely review and adjustment by the BOD.
- b) The SB shall advise the BOD on issuing policies and management directions for the Company, and recommend that the BOD implement key tasks during the financial year to ensure effective management of resources.

**Article 32. Working Relationship between the BOD and the BOM**

1. The BOD shall perform the governance function with responsibilities for strategic planning and policy formulation. The BOM, under the leadership of the CEO, shall perform management functions and implement resolutions and decisions of the BOD. During the implementation of resolutions and decisions of the BOD, if any matter inconsistent with legal regulations is detected, the BOM shall report to the BOD for adjustment of such resolutions or decisions accordingly.
2. The BOD may invite the BOM to participate in regular and extraordinary BOD meetings to provide recommendations and comments for developing policies and directions of the BOD suitable to the Company's actual circumstances.
3. On a quarterly, semi-annual, and annual basis, the BOM shall report to the BOD on the Company's operational status and recommend matters that require resolution by the BOD within its authority, as well as objectives, tasks, and plans for the upcoming period.
4. The CEO shall proactively meet with and update the BOD on business conditions, report difficulties and obstacles, and propose solutions. The BOD shall respect and consider the opinions of the CEO, convene BOD meetings where necessary to review and decide on solutions to the Company's difficulties and obstacles, and create the best possible conditions for the CEO and the BOM to effectively perform their management functions and duties.
5. The BOD shall establish inspection, examination, and internal control mechanisms to supervise the implementation of the BOD's policies and directions.

**Article 33. Working Relationship between the SB and the BOM**

1. The BOM shall be responsible for providing information and creating favorable conditions for the SB to perform its functions and duties.
2. The SB shall have the right to request the BOM to provide information relating to the Company's business operations for inspection and supervision purposes. The SB shall also have the right to review the compliance and legality of decisions made by the BOM and evaluate the coordination among members of the BOM.
3. Upon discovering any inappropriate matters in the operations of the BOM, the SB shall notify the BOM and request corrective actions.

## CHAPTER VII. IMPLEMENTATION PROVISIONS

### Article 34. Handling of Violations

Any individual violating these Regulations shall be handled in accordance with the law and the Company's regulations depending on the nature and severity of the violation. Where any violation causes damage, the violating individual shall be liable to compensate in full for all damages caused to the Company, shareholders, and relevant organizations and individuals.

### Article 35. Effectiveness

1. These Regulations were approved by the GMS on July 22, 2026. The Chairman of the BOD, on behalf of the BOD, shall sign the decision promulgating these Regulations.
2. These Regulations shall take effect from the date of approval by the GMS and shall replace all previous Internal Regulations on Corporate Governance issued by the Company.
3. Matters not provided for in these Regulations shall be governed by the Company Charter, applicable laws, and other relevant regulations.

### Article 36. Implementation Organization

The BOD, the SB, the CEO, and relevant individuals shall be responsible for complying with and fully implementing the provisions of these Regulations.

ON BEHALF OF THE BOD  
CHAIRMAN

NGUYEN DUC QUANG



No: 05/2026/TTr-DHĐCĐ

Ho Chi Minh City, June 30, 2026

**PROPOSAL**

**Re: Amendment and Supplementation of the Regulations on Operation of  
the Board of Directors**

**To: The 2026 Annual General Meeting of Shareholders  
Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;*
- *The Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain aspects of corporate governance applicable to public companies;*
- *The current Charter of Sao Bac Dau Technologies Corporation.*

**The Board of Directors (“BOD”) of Sao Bac Dau Technologies Corporation respectfully submits to the General Meeting of Shareholders (“GMS”) for consideration and approval of the following matters:**

1. Amendment and supplementation of the Regulations on Operation of the Board of Directors of Sao Bac Dau Technologies Corporation in accordance with the prevailing laws and regulations (Appendix 03 attached hereto).
2. Authorization for the Board of Directors and the Legal Representative of the Company to promulgate the official Regulations on Operation of the Board of Directors after being approved by the General Meeting of Shareholders and to complete other relevant procedures in accordance with the law.

Respectfully submitted to the General Meeting of Shareholders for consideration and approval./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**NGUYEN DUC QUANG**

**APPENDIX 3: AMENDMENTS AND SUPPLEMENTS TO THE REGULATIONS ON OPERATIONS OF THE BOARD OF DIRECTORS**

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
1	<p><b>Clause 3 Article 3</b> 3. Independent members of the Board of Directors of a listed company shall prepare reports evaluating the activities of the Board of Directors.</p>	<p><b>Clause 3 Article 3</b> 3. An independent member of the Board of Directors shall prepare a report evaluating the activities of the Board of Directors in accordance with Clause 4 Article 27 of the Company's Charter.</p>	<p>Clause 4 Article 27 of the amended 2026 Company's Charter and Clause 82 of Decree No. 245/2025/ND-CP.</p>
2	<p><b>Clause 1 Article 6</b> 1. Members of the Board of Directors must satisfy the following standards and conditions:</p> <p>a) Not falling under the cases prescribed in Clause 2, Article 17 of the Law on Enterprises;</p> <p>b) Having professional qualifications and experience in business administration or in the business sectors of the Company and not necessarily being shareholders of the Company unless otherwise provided in the Company Charter;</p> <p>c) Members of the Board of Directors of the Company may concurrently serve as members of the Board of Directors of other companies;</p>	<p><b>Clause 1 Article 6</b> 1. Members of the Board of Directors must fully satisfy the general standards and conditions prescribed in Article 25 of the Company's Charter and the Law on Enterprises.</p>	<p>Article 25 of the amended 2026 Company's Charter.</p>
3	<p><b>Clause 2 Article 6</b> 2. Independent members of the Board of Directors must satisfy the following standards and conditions:</p>	<p><b>Clause 2 Article 6</b> 2. Independent members of the Board of Directors must satisfy the standards and conditions prescribed by the Law on Enterprises, the Company's</p>	<p>Standardized and updated in accordance with the amended Charter.</p>

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
	<p>a) Not being currently employed by the Company, its parent company or subsidiaries; and not having been employed by such entities for at least the preceding three consecutive years;</p> <p>b) Not receiving salary or remuneration from the Company except for allowances entitled to members of the Board of Directors in accordance with regulations;</p> <p>c) Not being spouses, biological parents, adoptive parents, biological children, adopted children or siblings of major shareholders, managers of the Company or subsidiaries of the Company;</p> <p>d) Not directly or indirectly owning at least one percent (01%) of the total voting shares of the Company;</p> <p>d) Not having served as members of the Board of Directors or Supervisory Board of the Company for at least the preceding five consecutive years, except where appointed for two consecutive terms;</p>	<p>Charter, and other relevant laws and regulations.</p>	
4	<p><b>Clause 3 Article 6</b></p> <p>3. Independent members of the Board of Directors must notify the Board of Directors if they no longer satisfy the standards and conditions prescribed in Clause 2 of this Article and shall automatically cease to be independent members from the date of non-compliance. The Board of Directors must notify the General Meeting of Shareholders at the nearest meeting or convene a meeting of</p>	<p><b>Clause 3 Article 6</b></p> <p>3. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the standards and conditions prescribed by law, the Company's Charter, and this Regulation; the notification regarding the election of additional or replacement members shall be executed in accordance with applicable</p>	<p>The Law on Enterprises and the amended 2026 Company's Charter.</p>

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No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
	the General Meeting of Shareholders to elect additional or replacement independent members within six months from the date of receipt of such notification.	laws and the Company's Charter.	
5	<p><b>Clause 4 Article 6</b> 4. Not available</p>	<p><b>Clause 4 Article 6</b> 4. The structure of the Board of Directors must comply with the regulations under Clause 3 Article 26 of the Company's Charter and the regulations on corporate governance applicable to public companies.</p>	<p>Clause 3 Article 26 of the amended 2026 Company's Charter and Clause 79 of Decree No. 245/2025/NĐ-CP.</p>
6	<p><b>Clauses 1, 2, 3, 4 Article 8</b> <i>(Details of specific dismissal/removal cases previously listed in 4 distinct clauses)</i></p>	<p><b>Article 8</b> The authority, basis, and procedures for dismissal, removal, or replacement of members of the Board of Directors shall be executed in strict compliance with the provisions of Article 25 and Article 26 of the Company's Charter and the Law on Enterprises.</p>	<p>Article 25 and Article 26 of the amended 2026 Company's Charter.</p>
7	<p><b>Point a Clause 1 Article 9</b> a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify the attending shareholders of such group meeting prior to the opening of the General Meeting of Shareholders.</p>	<p><b>Point a Clause 1 Article 9</b> a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending and voting at the General Meeting of Shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;</p>	<p>Updated in accordance with the amended Charter.</p>
8	<p><b>Clause 2 Article 9</b> 2. In the event that the number of candidates to the Board of Directors nominated and self-nominated remains insufficient</p>	<p><b>Clause 2 Article 9</b> 2. In the event that the number of candidates is insufficient, the nomination of additional candidates by the incumbent</p>	<p>Clause 5 Article 7 of Law No. 03/2022/QH15 and the amended 2026 Company's Charter.</p>

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No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
	as prescribed in Clause 5, Article 115 of the Law on Enterprises, the incumbent Board of Directors may nominate additional candidates or organize nominations...	Board of Directors and the voting principles for election, dismissal, and removal shall comply with Article 25 of the Company's Charter and the Election Regulation approved by the General Meeting of Shareholders.	
9	<p><b>Clause 3 Article 9</b></p> <p>3. The election of members of the Board of Directors shall be conducted directly by secret ballot at the General Meeting of Shareholders under the ordinary voting method...</p>	<p><b>Clause 3 Article 9</b></p> <p>3. The election of members of the Board of Directors shall be conducted directly at the General Meeting of Shareholders by secret ballot in accordance with applicable laws, the Company's Charter, and the Election Regulation approved by the General Meeting of Shareholders.</p>	The amended 2026 Company's Charter and the Election Regulation.
10	<p><b>Clause 4 Article 9</b></p> <p>4. The election, dismissal and removal of members of the Board of Directors shall be decided by the General Meeting of Shareholders in accordance with voting principles.</p>	<p><b>Clause 4 Article 9</b></p>	Clause 4 is removed as its contents have been incorporated into Clause 2 of Article 9.
11	<p><b>Article 12</b></p> <p>1. The Board of Directors shall approve contracts and transactions with a value of less than thirty-five percent (35%)...</p> <p>2. The Company representative signing contracts or transactions must notify members of the Board of Directors...</p>	<p><b>Article 12</b></p> <p>1. The Board of Directors has the authority to approve contracts and transactions within its competence as specifically prescribed in Clause 1 Article 27 of the Company's Charter.</p> <p>2. The order, procedures for notification, delivery of drafts, and the restriction on voting rights of members of the Board of Directors with related interests shall be executed in strict compliance with Clause 2 Article 27 of the Company's</p>	Clause 1 and Clause 2 of Article 27 of the amended 2026 Company's Charter; Article 167 of the Law on Enterprises 2020.

No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
		Charter and the Law on Enterprises.	
12	<p><b>Clause 2 Article 19</b>  2. Members of the Board of Directors acting in their own names or on behalf of others to conduct work in any form within the business scope of the Company must explain...</p>	<p><b>Clause 2 Article 19</b>  2. Mechanism for handling conflicts of interest regarding contents, contracts, or transactions submitted to the Board of Directors for consideration and decision:  <b>a) Regarding participation in discussions:</b> Related members shall not participate in discussions at meetings regarding contents with conflicts of interest, unless requested to provide explanations by the Chairman of the Board of Directors.  <b>b) Regarding the right to access documents:</b> For contents, dossiers, and business plans involving direct conflicts of interest, the related member's right to access confidential documents or detailed information regarding the valuation or negotiation of such transaction shall be restricted to ensure the Company's information security.  <b>c) Regarding voting responsibilities:</b> Related members shall not participate in voting and shall not be counted towards the total number of votes to determine the approval ratio for such matters or resolutions.  <b>d) Measures to ensure objectivity and transparency:</b> Where necessary, the Board of Directors (excluding related members) has the right to appoint an independent</p>	<p>Article 165 of the Law on Enterprises 2020 and regulations on controlling conflict-of-interest transactions under the amended 2026 Company's Charter.</p>

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No.	Provisions of the Current Regulations	Amended and Supplemented Regulation Provision	Rationale for Amendment / Legal Basis
		<p>advisory firm to evaluate the fairness of the transaction or establish a temporary independent Subcommittee for evaluation prior to making a decision.</p>	

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Ho Chi Minh City, July ..., 2026

**REGULATIONS ON OPERATIONS  
OF THE BOARD OF DIRECTORS**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly on June 17, 2020, and its amending, supplementing, and guiding documents;*
- *The Law on Securities No. 54/2019/QH14 adopted by the National Assembly on November 26, 2019, and its amending, supplementing, and guiding documents;*
- *Decree No. 155/2020/NĐ-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Decree No. 245/2025/NĐ-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/NĐ-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC guiding certain aspects of corporate governance applicable to public companies under Decree No. 155/2020/NĐ-CP;*
- *The current Charter and the practical requirements for governance and management of Sao Bac Dau Technologies Corporation;*
- *Resolution No. .../2026/NQ-DHDCD of the General Meeting of Shareholders dated July 22, 2026.*

**The Board of Directors hereby promulgates the Regulations on Operations of the Board of Directors of Sao Bac Dau Technologies Corporation (Stock code: SBD), including the following contents:**

**CHAPTER I GENERAL PROVISIONS**

**Article 1. Scope of Regulation and Applicable Entities**

1. Scope of regulation: The Regulations on Operations of the Board of Directors provide for the personnel organizational structure, operational principles, powers and obligations of the Board of Directors and members of the Board of Directors in accordance with the Law on Enterprises, the Company Charter and other relevant laws.

2. Applicable entities: These Regulations apply to the Board of Directors and members of the Board of Directors.

**Article 2. Principles of Operation of the Board of Directors**

1. The Board of Directors shall operate on a collective basis and make decisions by majority vote on matters within its authority in accordance with the Law on Enterprises, the Company Charter and regulations issued by the Company. In the event of an equal number of votes, the final decision shall follow the opinion of the Chairman of the Board of Directors.



2. Members of the Board of Directors shall bear personal responsibility for their assigned duties and jointly bear responsibility before the General Meeting of Shareholders and before the law for resolutions and decisions of the Board of Directors relating to the development of the Company.
3. The Board of Directors shall assign the Chief Executive Officer to organize and implement resolutions and decisions of the Board of Directors.

## **CHAPTER II MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 3. Rights and Obligations of Members of the Board of Directors**

1. Members of the Board of Directors shall have full rights in accordance with the Law on Securities, relevant laws, and the Company's Charter, including the right to be provided with information and documents regarding the financial status and business operations of the Company and units within the Company.
2. Members of the Board of Directors shall have obligations prescribed in the Company Charter and the following obligations:
  - a) To perform their duties honestly and prudently for the best interests of the shareholders and the Company;
  - b) To fully attend meetings of the Board of Directors and provide opinions on matters discussed at such meetings;
  - c) To promptly and fully report to the Board of Directors remuneration received from subsidiaries, affiliated companies and other organizations;
  - d) To report to the Board of Directors at the nearest meeting transactions between the Company, subsidiaries, or companies in which the Company holds more than 50% of the charter capital, and members of the Board of Directors and their related persons; and transactions between the Company and companies in which such members are founding shareholders or enterprise managers within the last three years prior to the transaction date;
  - d) To disclose information when conducting transactions in shares of the Company in accordance with law.
  - e) Not to abuse their position, authority or information obtained for personal gain or for the benefit of related persons.
  - g) To avoid conflicts of interest between the Company and themselves or their related persons. In the event of a potential conflict of interest, an actual conflict of interest or suspicion thereof, the member shall immediately notify the other members of the Board of Directors.
  - h) To comply with the Compliance Management Systems (CMS) issued by the Company to ensure integrity, transparency and ethical business operations.
  - i) To fully participate in CMS training sessions and sign confirmations of compliance with the Company's Code of Conduct.
  - k) Members agree that if they violate any CMS provisions, they shall voluntarily resign from the Board of Directors and bear all personal liabilities before the General Meeting of Shareholders and the law. Removal of a member of the Board of Directors in such case shall be carried out in accordance with Article 8 of these Regulations.
3. Independent members of the Board of Directors shall prepare reports evaluating the activities of the Board of Directors in accordance with Clause 4 Article 27 of the Company's Charter.

### **Article 4. Right to be Provided with Information of Members of the Board of Directors**

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1. Members of the Board of Directors shall have the right to request the Chief Executive Officer, Deputy Chief Executive Officer s, and other managers of the Company to provide information and documents relating to the financial status and business operations of the Company and units within the Company.
2. Requested managers must provide complete, timely, and accurate information and documents as requested by members of the Board of Directors. The order and procedures for requesting and providing information shall comply with the Company's Charter.

#### **Article 5. Term and Number of Members of the Board of Directors**

1. The Board of Directors shall consist of from five (05) to eleven (11) members.
2. The term of office of a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only serve as an independent member of the Board of Directors of a company for no more than 02 consecutive terms.
3. In the event that all members of the Board of Directors simultaneously conclude their terms, such members shall continue to serve as members of the Board of Directors until new members are elected to replace them and assume their duties, unless otherwise provided in the Company's Charter.
4. The number, rights, obligations, organizational method, and operational coordination of independent members of the Board of Directors shall comply with specific provisions in the Company's Charter and laws on corporate governance.

#### **Article 6. Standards and Conditions for Members of the Board of Directors**

1. Members of the Board of Directors must fully satisfy the general standards and conditions prescribed in Article 25 of the Company's Charter and the Law on Enterprises.
2. Independent members of the Board of Directors must satisfy the standards and conditions prescribed by the Law on Enterprises, the Company's Charter, and other relevant laws and regulations.
3. An independent member of the Board of Directors must notify the Board of Directors when he/she no longer satisfies the standards and conditions prescribed by law, the Company's Charter, and this Regulation; the notification regarding the election of additional or replacement members shall be executed in accordance with applicable laws and the Company's Charter.
4. The structure of the Board of Directors must comply with the regulations under Clause 3 Article 26 of the Company's Charter and the regulations on corporate governance applicable to public companies.

#### **Article 7. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors shall be elected, dismissed, or removed by the Board of Directors from among its members.
2. The Chairman of the Board of Directors of the Company shall not concurrently hold the position of Chief Executive Officer .
3. Rights and obligations of the Chairman of the BOD shall comply with the Law on Enterprises and Clause 3 Article 29 of the Company's Charter.

#### **Article 8. Dismissal, Removal, Replacement and Addition of Members of the Board of Directors**

The authority, basis, and procedures for dismissal, removal, or replacement of members of the Board of Directors shall be executed in strict compliance with the provisions of Article 25 and Article 26 of the Company's Charter and the Law on Enterprises.

#### **Article 9. Election, Dismissal and Removal of Members of the Board of Directors**

1. Shareholders or groups of shareholders owning ten percent (10%) or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Unless otherwise provided in the Company's Charter, the nomination of candidates to the Board of Directors shall be conducted as follows:

a) Common shareholders forming a group to nominate candidates to the Board of Directors must notify the shareholders attending and voting at the General Meeting of Shareholders of the group meeting prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors, shareholders or groups of shareholders specified in this Clause shall have the right to nominate one or more persons as candidates to the Board of Directors in accordance with the decision of the General Meeting of Shareholders. In the event that the number of candidates nominated by shareholders or groups of shareholders is less than the number they are entitled to nominate pursuant to the decision of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors and other shareholders.

2. In the event that the number of candidates is insufficient, the nomination of additional candidates by the incumbent Board of Directors and the voting principles for election, dismissal, and removal shall comply with Article 25 of the Company's Charter and the Election Regulation approved by the General Meeting of Shareholders.

3. The election of members of the Board of Directors shall be conducted directly at the General Meeting of Shareholders by secret ballot in accordance with applicable laws, the Company's Charter, and the Election Regulation approved by the General Meeting of Shareholders.

#### **Article 10. Announcement of Election, Dismissal and Removal of Members of the Board of Directors**

1. In the event that candidates for the Board of Directors have been identified, the Company must perform information disclosure in accordance with Clause 1 Article 25 of the Company's Charter.

2. The notification of results regarding the election, dismissal, and removal of members of the Board of Directors shall comply with guiding regulations on information disclosure.

### **CHAPTER III THE BOARD OF DIRECTORS**

#### **Article 11. Rights and Obligations of the Board of Directors**

1. The Board of Directors shall have the rights and obligations prescribed in Article 153 of the Law on Enterprises, Article 27 of the Company's Charter, and the Internal Regulations on Corporate Governance of the Company.

2. The Board of Directors shall adopt resolutions and decisions through voting at meetings, written consultation, or other forms prescribed by the Company's Charter. Each member of the Board of Directors shall have one vote.

3. In the event that resolutions or decisions adopted by the Board of Directors are contrary to law, resolutions of the General Meeting of Shareholders, or the Company's Charter and cause damage to the Company, members voting in favor of adopting such resolutions or decisions shall jointly bear personal liability for such resolutions or decisions and must compensate the Company for damages; members opposing the adoption of the aforementioned resolutions or decisions shall be exempted from liability. In such case, shareholders of the Company shall have the right to request the Court to suspend execution or annul the aforementioned resolutions or decisions.

#### **Article 12. Duties and Authority of the Board of Directors in Approval and Execution of Contracts and Transactions**

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1. The Board of Directors has the authority to approve contracts and transactions within its competence as specifically prescribed in Clause 1 Article 27 of the Company's Charter.

2. The order, procedures for notification, delivery of drafts, and the restriction on voting rights of members of the Board of Directors with related interests shall be executed in strict compliance with Clause 2 Article 27 of the Company's Charter and the Law on Enterprises.

#### **Article 13. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The Board of Directors must convene extraordinary meetings of the General Meeting of Shareholders in accordance with Clause 3 and Clause 4 Article 30 of the Company's Charter.

2. The convener of the General Meeting of Shareholders must perform duties in accordance with Clause 2 Article 18 of the Company's Charter.

#### **Article 14. Subcommittees Assisting the Board of Directors**

The Board of Directors may establish subcommittees directly attached to assist the Board of Directors in accordance with Article 31 of the Company's Charter.

### **CHAPTER IV MEETINGS OF THE BOARD OF DIRECTORS**

#### **Article 15. Meetings of the Board of Directors**

In addition to matters relating to meetings of the BOD prescribed in Article 30 of the Company's Charter, the BOD shall review reports on the execution of the Company's Compliance Management System (CMS) and proposals for improvement (if any).

#### **Article 16. Minutes of Meetings of the Board of Directors**

Meetings of the Board of Directors must be fully recorded in minutes in accordance with the proper form, contents, and archiving procedures prescribed in Article 30 of the Company's Charter and the Law on Enterprises. Additionally, minutes may be audio-recorded or stored in other electronic forms under decisions of the BOD.

### **CHAPTER V REPORTING AND DISCLOSURE OF INTERESTS**

#### **Article 17. Submission of Annual Reports**

At the end of each fiscal year, the Board of Directors shall be responsible for preparing, submitting to the Supervisory Board for appraisal, and presenting to the General Meeting of Shareholders for approval the annual reports in accordance with the proper list, sequence, and time limits prescribed in Clause 3 Article 27 of the Company's Charter and prevailing laws on securities.

#### **Article 18. Remuneration, Bonuses and Other Benefits of Members of the Board of Directors**

Remuneration, bonuses, and other benefits of members of the Board of Directors are prescribed in Article 28 of the Company's Charter, the Internal Regulations on Corporate Governance, and relevant provisions of law.

#### **Article 19. Disclosure of Related Interests**

Unless the Company's Charter provides otherwise with stricter provisions, the disclosure of interests and related persons of the Company shall comply with the following provisions:

1. Members of the Board of Directors shall be responsible for declaring and promptly notifying the Company of their related interests in strict accordance with the contents, sequence, and time limits prescribed in the Company's Charter and legal provisions.

2. Mechanism for handling conflicts of interest regarding contents, contracts, or transactions submitted to the Board of Directors for consideration and decision:

a) Regarding participation in discussions: Related members shall not participate in discussions at meetings regarding contents with conflicts of interest, unless requested to provide explanations by the Chairman of the Board of Directors.

b) Regarding the right to access documents: For contents, dossiers, and business plans involving direct conflicts of interest, the related member's right to access confidential documents or detailed information regarding the valuation or negotiation of such transaction shall be restricted to ensure the Company's information security.

c) Regarding voting responsibilities: Related members shall not participate in voting and shall not be counted towards the total number of votes to determine the approval ratio for such matters or resolutions.

d) Measures to ensure objectivity and transparency: Where necessary, the Board of Directors (excluding related members) has the right to appoint an independent advisory firm to evaluate the fairness of the transaction or establish a temporary independent Subcommittee for evaluation prior to making a decision.

3. Members of the Board of Directors acting in their own names or on behalf of others to conduct work in any form within the business scope of the Company must explain the nature and contents of such work to the Board of Directors and may only carry out such work upon approval by the majority of the remaining members of the Board of Directors. If such work is conducted without declaration or without approval of the Board of Directors, all income derived therefrom shall belong to the Company.

## **CHAPTER VI RELATIONSHIPS OF THE BOARD OF DIRECTORS**

### **Article 20. Relationship among Members of the Board of Directors**

1. The relationship among members of the Board of Directors shall be one of coordination. Members of the Board of Directors are responsible for informing one another of relevant matters arising during the process of handling assigned duties.

2. During the process of handling work, the member primarily assigned to be responsible for a matter must proactively coordinate its handling if issues arise relating to fields under the responsibility of another member of the Board of Directors. In cases where members of the Board of Directors hold differing opinions, the member primarily responsible shall report the matter to the Chairman of the Board of Directors for consideration and decision within his/her authority, or for organizing a meeting or obtaining opinions from members of the Board of Directors in accordance with law, the Company's Charter, and these Regulations.

3. In the event of a reassignment among members of the Board of Directors, the relevant members must hand over work, records, and related documents. This handover must be made in writing and reported to the Chairman of the Board of Directors regarding such handover.

### **Article 21. Relationship with the Executive Management**

In its governance role, the Board of Directors shall issue resolutions for execution by the Chief Executive Officer and the executive management apparatus. At the same time, the Board of Directors shall inspect and supervise the execution of such resolutions.

### **Article 22. Relationship with the Supervisory Board or Audit Committee**

1. The relationship between the Board of Directors and the Supervisory Board or Audit Committee shall be one of coordination. The working relationship between the Board of Directors and the Supervisory Board or

Audit Committee shall be based on the principles of equality and independence, while maintaining close coordination and mutual support during the course of executing their duties.

2. Upon receipt of inspection minutes or summary reports from the Supervisory Board or Audit Committee, the Board of Directors shall be responsible for reviewing and directing relevant departments to formulate plans and promptly implement corrective measure.

## **CHAPTER VII        IMPLEMENTATION PROVISIONS**

### **Article 23. Effectiveness**

The Regulations on Operations of the Board of Directors of Sao Bac Dau Technologies Corporation (SBD), consisting of seven (07) chapters and twenty-three (23) articles, shall take effect from the date of issuance.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

**NGUYEN DUC QUANG**



No.: 01/2026/BCDHDHCD-HDQT

Ho Chi Minh City, June 30, 2026

**BOARD OF DIRECTORS' REPORT FOR 2025 AND OPERATIONAL PLAN FOR 2026**

To: The 2026 Annual General Meeting of Shareholders

Sao Bac Dau Technologies Corporation

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing and guiding the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure on the securities market;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

The Board of Directors (“BOD”) of Sao Bac Dau Technologies Corporation (“the Company” or “SBD”) respectfully submits to the Annual General Meeting of Shareholders (“GMS”) its report on 2025 activities and the operational plan for 2026 as follows:

**I. BOARD OF DIRECTORS' REPORT FOR 2025**

**1. Composition of the Board of Directors for the 2022–2027 Term**

- Mr. Nguyen Duc Quang Chairman of the Board of Directors
- Mr. Do Van Hao Vice Chairman of the Board of Directors
- Mr. Nguyen Viet Thang Vice Chairman of the Board of Directors
- Mr. Nguyen Xuan Truong Member of the Board of Directors
- Mr. Nguyen Hong Minh Member of the Board of Directors
- Mr. Dang Nam Son Member of the Board of Directors
- Mr. Nguyen Tuan Nghia Member of the Board of Directors.

**2. Summary of Meetings of the Board of Directors**

In 2025, the Board of Directors held 19 meetings in both physical and online formats to review, discuss, and decide on matters within its authority relating to business and production activities, development strategies, corporate governance and management, approval of plans, policies, contracts, significant transactions, and other matters in accordance with applicable laws and the Company’s Charter.

Resolutions and decisions of the Board of Directors were issued based on a high level of consensus among its members, ensuring compliance with applicable laws and the Company’s Charter, while promptly meeting the requirements for the governance and operation of the Company.

**3. Business Performance and Financial Position**

- In 2025, amid continued fluctuations in the information technology market, the Company maintained stable operations, enhanced the quality of growth, and effectively controlled costs.



- Consolidated net revenue for 2025 reached VND 918.90 billion, up 33.75% compared to the 2024 performance of VND 687.0 billion and fulfilling 110.56% of the target approved by the GMS.
- Consolidated profit after tax for 2025 reached VND 11.04 billion, up 169.27% compared to the 2024 performance of VND 4.1 billion and fulfilling 169.85% of the target approved by the GMS.
- Key financial indicators were achieved and exceeded the approved targets, reflecting the effectiveness of the Company's governance, management, and market development efforts.
- The results achieved contributed to strengthening the Company's financial position, improving operational efficiency, and laying a solid foundation for the next stage of development.

#### 4. Activities of the Board of Directors and Corporate Governance

- **Implementation of GMS Resolutions:** The BOD fully, promptly, and properly implemented all contents approved under the Resolutions of the 2025 Annual General Meeting of Shareholders, ensuring compliance with applicable laws, the Company's Charter, and the development orientations approved by the GMS.
- **Corporate Governance and Business Operations**  
In 2025, the BOD focused on enhancing governance efficiency and supporting the Company's operations by coordinating the audit of the financial statements, organizing meetings in accordance with regulations, continuing to improve the corporate governance system toward greater transparency, and supporting the Executive Board in market development, expansion of strategic customers, and strengthening financial, receivables, and risk management.
- **Brand Identity Revitalization:** To pave the way for a new era of growth, the Company has officially unveiled its new brand identity, highlighted by the "SBD" logo and the contemporary strategic tagline "Shaping Better Digital," geared towards global integration. This change represents a crucial evolution, seamlessly blending our core pillars of People, Artificial Intelligence, and Digital Tools. It further solidifies SBD's position as a reliable bridge, dedicated to value creation and driving the digital transformation of our valued clients and partner.
- **Compliance Management System (CMS)**  
The Company continued to implement and improve the Compliance Management System (CMS), in coordination with the Executive Board and international consultants, to enhance transparency, standardize governance procedures, and improve internal control and compliance efficiency throughout the system.
- **Charter Capital:** As of March 31, 2026, the Company's charter capital was VND 139,164,800,000, equivalent to 13,916,480 outstanding shares.
- **Environmental and Social Responsibility**  
In 2025, SBD continued to pursue sustainable development by integrating business operations with responsibilities toward the environment, employees, and the community. The Company consistently complied with relevant legal regulations while fostering a positive, harmonious, and safe working environment for employees, thereby contributing to long-term and sustainable value creation for society. Coordination with Tan Thuan Export Processing Zone (EPZ) and the EPZ Trade Union was maintained regularly and effectively.

#### 5. BOD Operating Expenses in 2025

In 2025, the BOD operated within the budget approved by the GMS, ensuring cost efficiency and appropriateness to the Company's operational situation:

- Approved budget: VND 4.64 billion
- Actual spending: VND 4.26 billion
- Remaining balance: approximately VND 380 million

#### 6. Assessment of the Executive Board's Performance

- The BOD acknowledges and highly appreciates the efforts of the Executive Board in operating the Company's business activities in 2025 amid a challenging and highly competitive market environment. The Executive Board proactively implemented solutions to adapt to market fluctuations, strengthen operational management, control costs, maintain stable business operations, and gradually improve the Company's operational efficiency.
- The close coordination between the BOD and the Executive Board contributed to ensuring stable, transparent, and sustainable operations of the Company.

## II. PLAN FOR 2026

## 1. Strategic Directions of the Board of Directors

### 1.1 Governance and Business Plans

#### a. Business Development

- Support the Executive Board in implementing the 2026 business plan, consolidating traditional markets, expanding strategic customers, strengthening technology partnerships, expanding business areas, and optimizing operational efficiency throughout the system.

#### b. Financial Management and Risk Governance

- Strengthen cash flow and receivables management, accelerate the recovery of outstanding debts, improve internal control and risk management efficiency, and ensure compliance with legal regulations and standards applicable to public companies.

### 1.2 Corporate Culture

- The BOD will continue to promote and strengthen the corporate values developed throughout SBD's 30-year journey, aiming toward a professional, transparent, and innovative working environment.

### 1.3 Human Resource Investment

- Enhance training and human resource development programs, build a succession team, rejuvenate the management structure, and attract and retain talented personnel.

### 1.4 Science and Technology

- Continue to promote investment in technology, research, and the application of information technology solutions, digital infrastructure, and cybersecurity to meet digital transformation demands.

## 2. BOD Budget for Fiscal Year 2026

The BOD respectfully submits to the GMS for approval the proposed operating budget for 2026, including remuneration for BOD members, operating expenses of the BOD Office, meeting and conference expenses, consultancy fees, and other related expenses.

**The total proposed operating budget shall not exceed VND 5.1 billion.**

## III. 30TH ANNIVERSARY OF THE COMPANY

- The year 2026 marks the 30th anniversary of the establishment and development of Sao Bac Dau Technologies Corporation. Throughout its development journey, the Company has gradually strengthened its position in Vietnam's information technology and digital transformation market.
- The BOD sincerely acknowledges and highly appreciates the continued support and trust of shareholders, customers, partners, and all employees who have contributed to building a sustainable foundation for the Company over the past 30 years.
- As the Company enters a new stage of development, it will continue to innovate, enhance its governance capabilities, foster creativity, and pursue sustainable growth to create greater value for shareholders, customers, and the community.

The above is the Board of Directors' Report for 2025 and the operational plan for 2026 of the Company.

We respectfully submit this report to the 2026 Annual General Meeting of Shareholders for consideration and approval.

Respectfully submitted,

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**  
  
**NGUYEN DUC QUANG**

**CÔNG TY  
CỔ PHẦN  
CÔNG NGHỆ  
SAO BẮC ĐÀU**

**M.S.D. N: 030319180**  
**THÀNH PHỐ HỒ CHÍ MINH**

No.: 01/2026/BCDHDCD-BKS

Ho Chi Minh City, June 30, 2026

**SUPERVISORY BOARD'S REPORT FOR 2025 AND PLAN FOR 2026**

**To: The 2026 Annual General Meeting of Shareholders**

**Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

The Supervisory Board (“SB”) of Sao Bac Dau Technologies Corporation (the “Company”) respectfully submits to the General Meeting of Shareholders (“GMS”) the Supervisory Board’s Report on activities for fiscal year 2025 and the activity plan for fiscal year 2026 as follows:

**I. REPORT ON ACTIVITIES FOR FISCAL YEAR 2025**

**1. Supervision of the Board of Directors, Executive Board, and Management System**

**a. Supervisory activities conducted during fiscal year 2025**

- The Supervisory Board attended all meetings of the Board of Directors as required and when invited.
- Reviewed quarterly, semi-annual, and annual financial statements prepared by the accounting department.
- Monitored and reviewed the implementation of resolutions adopted by the General Meeting of Shareholders and the Board of Directors.
- Examined the management and utilization of the Company’s capital, assets, and resources.
- Monitored compliance with applicable laws, the Company’s Charter, and internal regulations.
- The Supervisory Board's opinions and recommendations were communicated to the Board of Directors and the Executive Board through periodic supervisory reports.

**b. Results of supervision over financial performance**

- During fiscal year 2025, the Supervisory Board did not identify any material irregularities that could adversely affect the Company’s financial condition or business operations.
- The Supervisory Board agrees with the assessments of the Company’s financial position as presented in the audited separate and consolidated financial statements and the 2025 Annual Report.
- The Supervisory Board also assessed that RSM Vietnam Auditing & Consulting Co., Ltd. (“RSM”) conducted its review and audit procedures in compliance with applicable regulations and the audit engagement contract signed with the Company, while maintaining effective coordination with the Company’s relevant departments throughout the review and audit process.

**c. Assessment of the performance of the Board of Directors and the Executive Board**

- The Board of Directors duly performed its governance functions and issued resolutions and decisions in compliance with applicable laws, the Company’s Charter, and resolutions of the General Meeting of Shareholders.
- The Board of Directors also undertook significant initiatives to support business development activities, including directly participating in the development of high-level relationships with strategic partners and supporting several major projects of the Company.
- The Executive Board proactively implemented business solutions, controlled costs, and maintained



stable business operations in the context of continued intense competition in the information technology market.

- Compared with the business plan for 2025 approved by the General Meeting of Shareholders, which targeted consolidated net revenue of VND 831.10 billion and consolidated profit after tax of VND 6.50 billion, the Company exceeded both revenue and profit targets, particularly the profit target.

#### Actual results for 2025

Unit: VND billion

Indicators	2025 Plan	2025 Actual	Completion Rate (%)
Net Revenue	831.10	918.92	110.57%
Profit After Tax	6.50	11.04	169.85%

- These results demonstrate the substantial efforts of the Board of Directors and the Executive Board in managing and operating business activities, enhancing capital efficiency, and safeguarding shareholders' interests.
- In addition to the positive results achieved, the Supervisory Board highly appreciates the efforts of the Board of Directors and the Executive Board in expanding markets, increasing revenue, and improving operational efficiency. However, given the continuing uncertainties in the business environment, the Supervisory Board recommends that management continue to focus on improving corporate governance, strengthening cost control, closely managing receivables, optimizing capital utilization, and improving profit margins. These factors will contribute to enhancing growth quality, strengthening the Company's financial capacity, and creating a solid foundation for sustainable development in the years ahead.

## 2. Appraisal of Financial Statements and Business Results

- The consolidated financial statements for the fiscal year ended March 31, 2026, were audited by RSM Vietnam Auditing & Consulting Co., Ltd.
- The Supervisory Board believes that the financial statements were prepared in accordance with Vietnamese Accounting Standards and the prevailing accounting regulations and fairly present the financial position of the Company.

### Business Results

Unit: VND billion

Indicators	2025 Actual	2024 Actual	YoY Growth (%) / Change (%)
Net Revenue	918.92	687.06	33.75%
Profit Before Tax	15.71	10.16	54.63%
Profit After Tax	11.04	4.32	155.56%

- In 2025, the Company recorded strong growth compared with 2024. Consolidated net revenue reached VND 918.92 billion, representing an increase of 33.75%; profit before tax reached VND 15.71 billion, up 54.63%; and profit after tax reached VND 11.04 billion, up 155.56%.

- The significantly higher growth rate of profit compared to revenue indicates improved operational efficiency and stronger cost control during 2025.
- The Company's profit after tax was materially affected by additional provisioning relating to certain long-outstanding projects from previous years.
- **Financial Position as at March 31, 2026**

Indicators	As of 31/03/2026	As of 01/04/2025	Increase/Decrease
<b>Total Assets (VND Billion)</b>	720.67	533.03	35.20%
<b>Total Liabilities (VND Billion)</b>	555.40	378.80	46.62%
<b>Owner's Equity (VND Billion)</b>	165.27	154.23	7.16%
<b>Liabilities-to-Equity Ratio (times)</b>	3.36	2.46	0.9 times

- As of March 31, 2026, total assets amounted to VND 720.67 billion, an increase of 35.20% compared with the beginning of the fiscal year on April 1, 2025.
- Total liabilities reached VND 555.40 billion, increasing by 46.62%, while shareholders' equity amounted to VND 165.27 billion, increasing by 7.16%.
- The capital structure indicates that liabilities grew significantly faster than equity, resulting in the debt-to-equity ratio increasing from 2.46 times to 3.36 times. This reflects that the Company's additional funding requirements for business operations during the period were primarily financed through liabilities.
- The expansion of total assets contributed to supporting business operations and driving revenue and profit growth during the year. Receivables and cash flow management were effectively maintained throughout fiscal year 2025.
- Nevertheless, the Supervisory Board recommends that the Company continue to closely manage receivables, monitor cash flows, optimize its capital structure, and improve capital efficiency in order to ensure financial safety and sustainable growth.

### 3. Activities of the Supervisory Board

#### a. Supervisory Board Personnel:

There were no changes to the organizational structure or membership of the Supervisory Board during 2025.

No.	Member	Position	Number of shares held	Ownership ratio
1	Mai Thi Thuy Mai	Head of SB	1,015,290	7.3%
2	Dang Thi Thanh Huong	SB Member	0	0%
3	Tran Thi My Nhi	SB Member	0	0%

#### b. Supervisory Board Expenses in 2025:

- The operating expenses of the Supervisory Board were implemented in accordance with the Resolution of the 2025 Annual General Meeting of Shareholders.

- During 2025, the actual operating expenses of the Supervisory Board amounted to VND 0.67 billion, representing 67.56% of the approved budget of VND 0.99 billion, including remuneration for Supervisory Board members, meeting expenses, and other related expenses.
- The budget was utilized economically, for its intended purposes, and in line with the scope of the Supervisory Board's activities.
- Members of the Supervisory Board satisfactorily fulfilled their assigned duties and fully participated in supervisory activities and meetings as required.

**c. Internal Control and Compliance (CMS)**

- Beginning in the third quarter of 2025, the Supervisory Board commenced reviews of compliance with the Compliance Management System (CMS) and the Integrity Policy across the entire Group.
- In 2025, the Supervisory Board implemented independent review programs for the parent company, subsidiaries, and affiliates through inspecting records and documents, cross-checking processes, and assessing the implementation of the Company's internal policies and Integrity Policy.
- The review results indicated that although the compliance and control system was newly established, it was effectively implemented and had begun to be maintained throughout the Group.
- Cumulatively in 2025, the Supervisory Board assessed 267 operational compliance criteria, of which 266 met the required standards, resulting in a compliance rate of 99.6%.
- The Supervisory Board did not identify any material violations or systemic compliance issues that could adversely affect the Company's governance, financial condition, or reputation.
- The Supervisory Board highly appreciates the efforts of the Company's relevant departments in cooperating with independent international consultants to establish and implement the system in practice, and recommends that the Company continue maintaining compliance in accordance with international standards.
- Through its internal control and compliance activities, the Supervisory Board contributed to enhancing transparency, strengthening risk management, and reinforcing a culture of integrity throughout the Group.

**4. Overall Assessment of the Supervisory Board**

- The Supervisory Board concludes that the Board of Directors and the Executive Board performed their governance and management functions in compliance with applicable laws, the Company's Charter, and resolutions of the General Meeting of Shareholders.
- During 2025, the Company continued to maintain and progressively improve its corporate governance, internal control, and compliance systems transparently and effectively. Risk management, financial control, and compliance activities were strengthened through periodic supervision, reviews, and assessments across the Group.
- The Supervisory Board acknowledges the positive cooperation of the Board of Directors, the Executive Board, and relevant departments in providing information and documentation for supervisory activities and in implementing the Supervisory Board's recommendations.
- Based on supervisory and inspection activities conducted during fiscal year 2025, the Supervisory Board did not identify any violations of law, breaches of the Company's Charter, or material misconduct that could adversely affect the Company's financial position, business operations, or the legitimate rights and interests of shareholders and the Company.

**II. ACTIVITIES PLAN FOR 2026**

**1. Objectives**

- The Supervisory Board will continue to perform its supervisory functions in accordance with the Law on Enterprises, the Company's Charter, the Regulations on the Operation of the Supervisory Board, and resolutions of the General Meeting of Shareholders in order to protect the legitimate rights and interests of shareholders and enhance governance effectiveness, risk management, and internal control throughout the Group.

**2. Activity Plan for 2026**

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- Participate in the organization of and supervise the implementation of resolutions adopted at the 2026 Annual General Meeting of Shareholders.
- Supervise the activities of the Board of Directors, the Executive Board, and management levels in implementing the Company's 2026 business objectives and plans.
- Monitor the issuance and implementation of governance regulations, financial regulations, internal procedures, and management policies.
- Supervise financial conditions, cash flow management, solvency, capital management, asset utilization efficiency, receivables management, budget control, and key financial indicators.
- Review quarterly, semi-annual, and annual financial statements and coordinate with the independent auditor during the audit of the 2026 financial statements.
- Review recommendations made by the independent auditor and monitor corrective actions.
- Collect information and receive and handle shareholders' comments and recommendations within the Supervisory Board's authority.
- Perform other duties and responsibilities of the Supervisory Board in accordance with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and requests of the Board of Directors.
- Continue supervising the Compliance Management System (CMS) and Integrity Policy throughout the Group; conduct periodic reviews according to plan; monitor implementation of corrective actions; and evaluate the effectiveness of remediation measures.
- Assess compliance with internal procedures, governance regulations, approval authority frameworks, and key control activities; recommend improvements to the Board of Directors and Executive Board regarding internal control, risk management, and compliance systems.
- Monitor and evaluate the development of a culture of integrity, transparency and compliance throughout the Group and periodically report CMS compliance status to the Board of Directors.

### 3. Budget for 2026

- The total proposed operating budget of the Supervisory Board for fiscal year 2026 is VND 1,074,376,309 (in words: One billion seventy-four million three hundred seventy-six thousand three hundred and nine Vietnamese Dong), equivalent to approximately VND 1.07 billion.
- The budget includes remuneration for Supervisory Board members, supervision and inspection expenses, meeting expenses, training expenses, professional consulting expenses (if any), and other operating expenses in accordance with the Company's regulations.
- The 2026 budget has been developed based on the budget approved by the General Meeting of Shareholders for 2025, while taking into consideration the need to strengthen supervisory activities, internal control, risk management, and compliance (CMS) across the Group.
- The Supervisory Board will continue to manage and utilize the budget prudently and efficiently in line with its assigned duties and responsibilities.

The Supervisory Board respectfully submits this Report and Activity Plan to the General Meeting of Shareholders for consideration and approval.

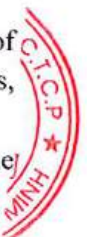
**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE SUPERVISORY BOARD**

M.S.D. 030319182  
 CÔNG TY  
 CỔ PHẦN  
 CÔNG NGHỆ  
 SAO BẮC ĐÁI  
 THÀNH PHỐ HỒ CHÍ MINH

*(Signature)*

**MAI THI THUY MAI**



DRAFT

No.: 01/BBH-DHDCD/2026



Ho Chi Minh City, ... July 2026

SAO BAC DAU TECHNOLOGIES CORPORATION  
MINUTES OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Company name: Sao Bac Dau Technologies Corporation  
Head Office: : Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Enterprise Registration Certificate: 0303191804, amended for the 26th time by the Ho Chi Minh City Department of Planning and Investment on July 11, 2025  
Commencement time: ... AM, Wednesday, July 22, 2026  
Venue: Sao Bac Dau Building, Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Participants: Shareholders, authorized representatives of shareholders attending the Meeting, and representatives of RSM Vietnam Auditing & Consulting Co., Ltd  
Chairperson of the Meeting: Mr. Nguyen Duc Quang – Chairman of the Board of Directors  
Secretary of the Meeting: Ms. Le Nguyen Anh Uyen

**PROCEEDINGS OF THE GENERAL MEETING (GM)**

**I. PARTICIPANT VERIFICATION REPORT**

- Mr. Do Van Hao, on behalf of the Shareholder Eligibility Verification Committee, presented the Report on the Verification of Shareholders' Eligibility to attend the Meeting and declared that the Meeting was duly convened in accordance with Clause 1, Article 145 of the Law on Enterprises 2020 and Clause 1, Article 19 of the Company's current Charter (requiring attending shareholders to represent more than 50% of the total voting shares), as follows:
  - Total number of attending shareholders and authorized representatives: ... persons;
  - Total number of valid voting shares represented by attending shareholders and authorized representatives: ... shares (... shares), representing ...% (... percent) of the Company's total outstanding voting shares.

**II. OPENING PROCEDURES:**

1. The Organizing Committee declared the opening of the Meeting and invited Mr. Nguyen Duc Quang, Chairman of the Board of Directors, to preside over the Meeting.
2. The Chairperson nominated the Presidium comprising:
  - Mr. Nguyen Duc Quang – Chairman of the Board of Directors;
  - Mr. Do Van Hao – Vice Chairman of the Board of Directors;
  - Mr. Nguyen Viet Thang – Vice Chairman of the Board of Directors;
  - Mr. Nguyen Xuan Truong – Member of the Board of Directors and Chief Executive OfficerThe Meeting unanimously approved the composition of the Presidium with 100% of the voting shares represented at the Meeting.
3. The Chairperson nominated the Meeting Secretariat and proposed the Election Committee as follows:

Meeting Secretariat:

- Ms. Le Nguyen Anh Uyen – Head of the Secretariat;
- Ms. Le Hong Hanh – Member.

Election Committee:

- Ms. Bui Thi Tam Thu – Head of the Committee;
- Ms. Tran Hoa Binh – Member

Voting result: The Meeting approved the composition of the Meeting Secretariat and the Election Committee as proposed by the Chairperson, with the following voting results:

- Approval: 100 %; Disapproval: 0 %; Abstention: 0 %

#### 4. Approval of Agenda and Voting Procedures

The Meeting reviewed the Rules of Organization of the 2026 Annual General Meeting of Shareholders, the Meeting Agenda, and the voting procedures. No additional proposals were raised, and the Meeting unanimously approved the Rules of Organization, the Meeting Agenda, and the voting procedures:

- Approval: 100 %; Disapproval: 0 %; Abstention: 0 %

### III. REPORTS AND PROPOSALS

- Mr. Nguyen Xuan Truong presented the Report on the Company's business performance for fiscal year 2025 and the business plan for fiscal year 2026;
- Mr. Nguyen Duc Quang presented the proposals and the Report of the Board of Directors for fiscal year 2025, together with the operational plan and budget of the Board of Directors for fiscal year 2026, including:
  - Proposal on the approval of the Parent Company's separate financial statements and the consolidated financial statements for fiscal year 2025; the profit distribution plan for fiscal year 2025; and the business plan for fiscal year 2026;
  - Proposal on the approval of the amended and supplemented Charter of the Company, the amended and supplemented Internal Regulations on Corporate Governance, and the amended and supplemented Operating Regulations of the Board of Directors;
  - Report of the Board of Directors for fiscal year 2025 and the operational plan and budget of the Board of Directors for fiscal year 2026.
  - Ms. Dang Thi Thanh Huong, on behalf of the Supervisory Board, presented the Supervisory Board's report on the performance of the Board of Directors and the Chief Executive Officer for fiscal year 2025; the Supervisory Board's Report for fiscal year 2025; the Supervisory Board's operational plan for fiscal year 2026; and the Proposal on the appointment of the independent auditor for fiscal year 2026.

### IV. DISCUSSION

Under the direction of the Chairperson, the Meeting discussed the matters presented, including the reports and proposals submitted by the Board of Directors and the Supervisory Board in accordance with the approved Meeting Agenda. No additional comments or questions were raised by the shareholders.

### V. VOTING RESULTS

At the time, the Meeting proceeded to vote on the matters submitted to the General Meeting of Shareholders, at ... a.m./p.m, the number of attending shareholders with voting rights was as follows:

- Total number of attending shareholders and authorized representatives: ... persons;
- Total number of valid voting shares represented by the attending shareholders and authorized representatives: ... shares (... shares), representing ...% (... percent) of the Company's total outstanding voting shares.

Based on the vote-counting results announced by the Election Committee, the Meeting approved the following matters with the voting results set out below:

No.	Voting agenda	Approval		Disapproval		Abstention	
		Number of voting shares	Percentage (%)	Number of voting shares	Percentage (%)	Number of voting shares	Percentage (%)
1	Approval of the Parent Company's separate financial statements and the consolidated financial statements for fiscal year 2025 ended on March 31, 2026						

2	Approval of the appointment of RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International – as the independent auditor of Sao Bac Dau Technologies Corporation for fiscal year 2026						
3	Approval of the profit distribution plan for fiscal year 2025						
4	Approval of the business plan for fiscal year 2026						
5	Approval of the Report of the Board of Directors for fiscal year 2025 and the operational plan and budget of the Board of Directors for fiscal year 2026						
6	Approval of the amended and supplemented Charter of the Company and authorization for the Board of Directors to promulgate and implement the Charter						
7	Approval of the amended and supplemented Internal Regulations on Corporate Governance of the Company and authorization for the Board of Directors to promulgate and implement such Regulations						
8	Approval of the amended and supplemented Operating Regulations of the Board of Directors and authorization for the Board of Directors to promulgate and implement such Regulations						
9	Approval of the Report of the Supervisory Board for fiscal year 2025 and the operational plan and budget of the Supervisory Board for fiscal year 2026						

## VI. APPROVAL OF MEETING MINUTES AND RESOLUTIONS

- Mr. Nguyen Duc Quang, Chairperson of the Meeting, presented the draft Minutes of the Meeting and the draft Resolution of the General Meeting of Shareholders.
- The Meeting raised no further comments and unanimously approved the Minutes and the Resolution of the 2026 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation. The Board of Directors, the Supervisory Board and the Chief Executive Officer are assigned to organize the implementation of the Resolution in accordance with applicable laws.

Voting result:

- Approval: 100%; Disapproval: 0%; Abstention: 0%.

Mr. Nguyen Duc Quang, Chairperson of the Meeting, declared the Meeting closed at 11: ... a.m./p.m. on the same day. These Minutes were prepared immediately upon the conclusion of the Meeting, read publicly before the entire Meeting, and unanimously approved by all attending shareholders.

**ON BEHALF OF THE SECRETARIAT  
HEAD OF SECRETARIAT**

**LE NGUYEN ANH UYEN**

**ON BEHALF OF THE AGM  
CHAIRPERSON**

**NGUYEN DUC QUANG**



SAO BAC DAU TECHNOLOGIES  
CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

No.: 01/2026/NQ-DHDCB

Ho Chi Minh City, ... July 2026



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**SAO BAC DAU TECHNOLOGIES CORPORATION**

**RESOLUTION OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its amendments, supplements and implementing regulations;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and its amendments, supplements and implementing regulations;*
- *Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities, the Law on Accounting, the Law on Independent Audit, the Law on State Budget, the Law on Management and Use of Public Assets, the Law on Tax Administration, the Law on Personal Income Tax, the Law on National Reserves, and the Law on Handling of Administrative Violations;*
- *Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of the Law on Public Investment, the Law on Investment under the Public-Private Partnership Model, the Law on Investment, the Law on Housing, the Law on Bidding, the Law on Electricity, the Law on Enterprises, the Law on Special Consumption Tax, and the Law on Civil Judgment Enforcement;*
- *Law No. 76/2025/QH15 dated June 17, 2025 amending and supplementing a number of articles of the Law on Enterprises No. 59/2020/QH14;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025 amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 providing guidance on corporate governance applicable to public companies;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation;*
- *Minutes of the 2026 Annual General Meeting of Shareholders dated July 22, 2026;*

The 2026 Annual General Meeting of Shareholders ("AGM") of Sao Bac Dau Technologies Corporation (Stock Code: SBD) was held at the Company's Head Office: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City, on July 22, 2026, with the participation of ... shareholders and authorized representatives, representing ... shares, equivalent to ...% of the total voting shares. After discussion and voting, the AGM hereby RESOLVES the following matters:

**Agenda 1.** Approval of the Parent Company's Separate Financial Statements and the Consolidated Financial Statements for Fiscal Year 2025 ended on March 31, 2026, which were audited by RSM Vietnam Auditing & Consulting Co., Ltd., a member of RSM International.

Further details are available on the Company's website at: <https://saobaodau.vn>

**Agenda 2.** Approval of the appointment of RSM Vietnam Auditing & Consulting Co., Ltd., a member of RSM International ("RSM"), to negotiate and execute the engagement contract for the review and audit of the Company's Financial Statements for Fiscal Year 2026.

Should the negotiation and execution of the engagement contract with RSM be unsuccessful, the Board of Directors is authorized to proactively select another independent audit firm from the list of audit firms approved to audit public-interest entities as announced by the Ministry of Finance and the State Securities Commission, to perform the audit of the Company's Financial Statements for Fiscal Year 2026 in accordance with applicable laws.

**Agenda 3.** Approval of the Profit Distribution Plan for Fiscal Year 2025, as follows:

Based on the audited Separate Financial Statements of the Parent Company for Fiscal Year 2025.

Unit: VND billion

No.	Item	Amount	Notes
1	Profit before tax	14.57	—
2	Corporate income tax	7.50	—
3	Deferred corporate income tax	(3.93)	Deferred tax arising from unrealized provision expenses
4	Profit after tax	10.99	—
5	Allocation to funds	0.385	Allocation to the Science and Technology Development Fund
6	Remaining profit after fund allocations	10.61	—
7	Dividend for FY2025	6.96	5% of par value (VND500 per share)
8	Payment method		Cash
9	Payment schedule		Expected from Quarter II of 2026

**Agenda 4.** Approval of the Business Plan for Fiscal Year 2026, as follows:

1. Parent Company

Unit: VND billion

No.	Item	Actual FY2025	FY2026 Plan	YoY Change
1	Net revenue	909.40	1,008.00	10.8%
2	Profit after tax	10.90	17.70	62.4%
3	Dividend to Parent Company's Shareholders	6.96	13.92	100%

2. Consolidated (Parent Company and Subsidiaries)

Unit: VND billion

No.	Item	Actual FY2025	FY2026 Plan	YoY Change
1	Net revenue	918.90	1,008.00	9.7%
2	Profit after tax	11.04	13.90	25.9%

**Agenda 5.** Approval of the Report of the Board of Directors for Fiscal Year 2025 (details are provided in the 2026 AGM Documents), and the Board of Directors' Operational Plan and Budget for Fiscal Year 2026, as follows:

**1. Strategic Directions of the Board of Directors**

**1.1 Governance and Business Plans**

**a. Business Development**

- Support the Executive Board in implementing the 2026 business plan, consolidating traditional markets, expanding strategic customers, strengthening technology partnerships, expanding business areas, and optimizing operational efficiency throughout the system.

**b. Financial Management and Risk Governance**

- Strengthen cash flow and receivables management, accelerate the recovery of outstanding debts, improve internal control and risk management efficiency, and ensure compliance with legal regulations and standards applicable to public companies.

**1.2 Corporate Culture**

- The BOD will continue to promote and strengthen the corporate values developed throughout SBD's 30-year journey, aiming toward a professional, transparent, and innovative working environment.

**1.3 Human Resource Investment**

- Enhance training and human resource development programs, build a succession team, rejuvenate the management structure, and attract and retain talented personnel.

**1.4 Science and Technology**

- Continue to promote investment in technology, research, and the application of information technology solutions, digital infrastructure, and cybersecurity to meet digital transformation demands.

**2. BOD Budget for Fiscal Year 2026**

The BOD respectfully submits to the GMS for approval the proposed operating budget for 2026, including remuneration for BOD members, operating expenses of the BOD Office, meeting and conference expenses, consultancy fees, and other related expenses.

- **The total proposed operating budget shall not exceed VND 5.1 billion.**

**Agenda 6.** Approval of the amended and supplemented Charter of Sao Bac Dau Technologies Corporation and authorization for the Board of Directors to officially promulgate and implement the Charter.

**Agenda 7.** Approval of the amended and supplemented Internal Regulations on Corporate Governance of Sao Bac Dau Technologies Corporation and authorization for the Board of Directors to officially promulgate and implement such Regulations.

**Agenda 8.** Approval of the amended and supplemented Regulations on the Operation of the Board of Directors of Sao Bac Dau Technologies Corporation and authorization for the Board of Directors to officially promulgate and implement such Regulations.

**Agenda 9.** Approval of the Supervisory Board's Report for Fiscal Year 2025 (details are provided in the 2026 AGM Documents), together with the Supervisory Board's Operational Plan and Budget for Fiscal Year 2026, as follows:

**1. Objectives**

- The Supervisory Board will continue to perform its supervisory functions in accordance with the Law on Enterprises, the Company's Charter, the Regulations on the Operation of the Supervisory Board, and resolutions of the General Meeting of Shareholders in order to protect the legitimate rights and interests of shareholders and enhance governance effectiveness, risk management, and internal control throughout the Group.

**2. Activity Plan for 2026**

- Participate in the organization of and supervise the implementation of resolutions adopted at the 2026 Annual General Meeting of Shareholders.
- Supervise the activities of the Board of Directors, the Executive Board, and management levels in implementing the Company's 2026 business objectives and plans.
- Monitor the issuance and implementation of governance regulations, financial regulations, internal procedures, and management policies.
- Supervise financial conditions, cash flow management, solvency, capital management, asset utilization efficiency, receivables management, budget control, and key financial indicators.
- Review quarterly, semi-annual, and annual financial statements and coordinate with the independent auditor during the audit of the 2026 financial statements.
- Review recommendations made by the independent auditor and monitor corrective actions.
- Collect information and receive and handle shareholders' comments and recommendations within the Supervisory Board's authority.
- Perform other duties and responsibilities of the Supervisory Board in accordance with applicable laws, the Company's Charter, resolutions of the General Meeting of Shareholders, and requests of the Board of Directors.
- Continue supervising the Compliance Management System (CMS) and Integrity Policy throughout the Group; conduct periodic reviews according to plan; monitor implementation of corrective actions; and evaluate the effectiveness of remediation measures.
- Assess compliance with internal procedures, governance regulations, approval authority frameworks, and key control activities; recommend improvements to the Board of Directors and Executive Board regarding internal control, risk management, and compliance systems.
- Monitor and evaluate the development of a culture of integrity, transparency and compliance throughout the Group and periodically report CMS compliance status to the Board of Directors.

**3. Budget for 2026**

- The total proposed operating budget of the Supervisory Board for fiscal year 2026 is VND 1,074,376,309 (in words: One billion seventy-four million three hundred seventy-six thousand three hundred and nine Vietnamese Dong), equivalent to approximately VND 1.07 billion.

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- The budget includes remuneration for Supervisory Board members, supervision and inspection expenses, meeting expenses, training expenses, professional consulting expenses (if any), and other operating expenses in accordance with the Company's regulations.

This Resolution was duly adopted in its entirety by the 2026 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation at the meeting held on July 22, 2026.

The Board of Directors shall be responsible for organizing and overseeing the implementation of this Resolution.

**CHAIRPERSON OF THE MEETING**

**NGUYEN DUC QUANG**



DRAFT



Ho Chi Minh City, June 30, 2026

REGULATIONS ON THE ORGANIZATION OF  
THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
OF SAO BAC DAU TECHNOLOGIES CORPORATION

Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing and guiding the implementation of certain provisions of the Law on Securities;*
- *Decree No. 245/2025/ND-CP dated September 11, 2025, issued by the Government, amending and supplementing a number of articles of Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated November 16, 2020 of the Ministry of Finance guiding information disclosure in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding several corporate governance provisions applicable to public companies;*
- *The Charter of Organization and Operation of Sao Bac Dau Technologies Corporation;*

The 2026 Annual General Meeting (“GMS”) of Shareholders of Sao Bac Dau Technologies Corporation shall be organized and conducted in accordance with the following regulations:

**Article 1: Shareholders Attending the General Meeting**

1. All shareholders of Sao Bac Dau Technologies Corporation and their authorized representatives holding voting shares (according to the final shareholder list dated June 18, 2026) shall be entitled to attend the Annual General Meeting of Shareholders.
2. Shareholders and/or their authorized representatives (hereinafter collectively referred to as the “Delegates”) attending the Meeting in person must arrive on time and complete registration procedures with the Meeting Organizing Committee.
3. During the Meeting, Delegates must comply with the instructions of the Organizing Committee and the Presidium, conduct themselves in a civilized and courteous manner, and maintain order throughout the Meeting.

4. Delegates shall have the right to copy, record, and use documents and information that have been disclosed or are required by law to be disclosed. For documents and information that have not yet been disclosed, copying, recording, or providing such documents and information to any third party shall only be permitted with the approval of the Presidium.
5. Smoking is prohibited in the Meeting room.
6. Delegates shall refrain from private conversations and shall not use mobile phones during the Meeting. All mobile phones must be switched off or set to silent mode.

## **Article 2: Presidium**

1. The Presidium shall consist of two (02) to five (05) members, including one (01) Chairperson and other members.
  - o The Chairman of the Board of Directors shall act as the Chairperson of the Meeting or may authorize another member of the Board of Directors to act as Chairperson for a General Meeting of Shareholders convened by the Board of Directors.
  - o In the absence of the Chairman or where the Chairman is temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall elect one among themselves to act as Chairperson on the basis of majority vote.
  - o If no Chairperson can be elected, the Head of the Supervisory Board shall preside over the election of the Chairperson by the General Meeting of Shareholders from among the attendees. The person receiving the highest number of votes shall act as the Chairperson of the Meeting
2. **Duties of the Presidium:**
  - a. Directing all activities of the Meeting in accordance with the agenda approved by the General Meeting of Shareholders.
  - b. Guiding Delegates and the General Meeting in discussing matters included in the Meeting agenda.
  - c. Presenting drafts and conclusions on matters requiring approval by the General Meeting.
  - d. Responding to issues raised by shareholders or authorized representatives attending the Meeting.
  - e. Handling issues arising during the Meeting.
3. **Working Principles of the Presidium:**

The Presidium shall operate under the principles of collective leadership and democratic centralism, and decisions shall be made by majority vote.

## **Article 3: Secretariat of the Meeting**

1. The Secretariat shall consist of two (02) members introduced by the Presidium through the Meeting Organizing Committee and shall be accountable to the Presidium and the General Meeting of Shareholders for the performance of their duties and operate under the direction of the Presidium.
2. **Duties of the Secretariat:**
  - a. Assisting the Presidium in verifying the eligibility of Delegates attending the Meeting (if necessary).
  - b. Assisting the Presidium in announcing draft documents, conclusions, and resolutions of the Meeting, and distributing notices of the Presidium to Delegates upon request.
  - c. Receiving and reviewing discussion ballots and opinions of Delegates and submitting them to the Presidium for consideration.
  - d. Accurately and fully recording the proceedings of the Meeting and matters approved or requiring further



attention in the Minutes of the Meeting.

e. Drafting resolutions on matters approved by the Meeting.

#### **Article 4: Delegate Eligibility Verification Committee**

1. The Delegate Eligibility Verification Committee shall be established by the Organizing Committee and shall consist of two (02) members, including one (01) Head and one (01) Member. The Committee shall be accountable to the Presidium and the General Meeting of Shareholders for the performance of its duties.
2. Duties of the Delegate Eligibility Verification Committee:
  - o Verifying the eligibility of Delegates and monitoring shareholder attendance at the Meeting.
  - o The Head of the Committee shall report to the General Meeting of Shareholders on shareholder attendance. If the attending Delegates represent more than fifty percent (50%) of the total voting shares, the General Meeting of Shareholders of Sao Bac Dau Technologies Corporation shall be duly constituted and may proceed.

#### **Article 5: Vote Counting Committee**

1. The General Meeting of Shareholders shall elect one or more persons to the Vote Counting Committee upon the proposal of the Chairperson of the Meeting.
2. Duties of the Vote Counting Committee:
  - o Explaining voting and election principles, procedures, and methods.
  - o Reviewing and reporting to the General Meeting any violations of voting or election procedures, or complaints regarding voting or election results during the Meeting
  - o Counting and recording voting cards and election ballots, preparing vote-counting minutes, announcing the results, and submitting the minutes to the Chairperson.

#### **Article 6: Discussions at the Meeting**

1. Principles:
  - o Discussions shall only be conducted within the allotted time and shall relate to matters included in the agenda and contents of the Meeting.
  - o Delegates wishing to speak or debate must raise their hand and may speak only upon approval by the Presidium. Each speech shall not exceed three (03) minutes and should be concise and avoid repetition.
2. Responses to Delegates' Opinions:
  - o Based on discussion ballots submitted by Delegates, the Chairperson or a person designated by the Chairperson shall respond to Delegates' opinions and questions.
  - o Due to time constraints, questions not answered directly at the Meeting shall be responded to in writing by Sao Bac Dau Technologies Corporation.

#### **Article 7: Voting on Matters Submitted to the General Meeting**

1. Principles:
  - o All matters included in the agenda and contents of the Meeting must be openly discussed and voted on by the General Meeting of Shareholders.
2. Voting Method:

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- Delegates attending the Meeting in person shall vote by raising their voting cards when the Chairperson presents the voting options of “Approve”, “Disapprove”, or “No Opinion” for matters submitted for approval.

#### **Article 8: Minutes and Resolutions of the General Meeting of Shareholders**

- The Minutes and Resolutions of the General Meeting of Shareholders shall be read before the closing of the Meeting.

#### **Article 9: Implementation of the Regulations**

- Delegates attending the Meeting shall strictly comply with these Regulations on the Organization of the General Meeting of Shareholders.
- These Regulations consist of nine (09) Articles and shall take effect from the time they are approved by the General Meeting of Shareholders.

**CHAIRPERSON OF THE MEETING**

**NGUYEN DUC QUANG**



**PROXY FORM FOR EXERCISING SHAREHOLDER RIGHTS  
OF SAO BAC DAU TECHNOLOGIES CORPORATION**

(Re: Attendance at the 2026 Annual General Meeting of Shareholders)



**PRINCIPAL (AUTHORIZING PARTY):**

- Shareholder's Full Name: .....
- Number of Shares Owned/Authorized: .....
- Citizen ID No./Enterprise Registration Certificate No.: .....  
Date of issue: ...../...../.....
- Permanent/Registered Address: .....
- Telephone: .....

**AUTHORIZED REPRESENTATIVE:**

*(Please mark an "X" in the appropriate box  corresponding to the status of the Authorized Representative and complete the relevant information.)*

**CASE 1: THE AUTHORIZED REPRESENTATIVE IS AN INDIVIDUAL**

- Full name: .....
- Citizen ID No.: ..... Date of issue: ...../...../.....
- Permanent/Registered Address: .....
- Telephone: .....

**CASE 2: THE AUTHORIZED REPRESENTATIVE IS AN ORGANIZATION**

*(For example: Securities Company, Law Firm, Investment Fund, etc.)*

- Organization Name: .....
- Enterprise Registration Certificate No./Establishment Decision No. ....  
Date of issue: ...../...../.....
- Registered Head Office Address: .....
- Legal Representative: .....

**Information of the individual appointed/designated by the Authorized Organization to attend the Meeting:**

- Full name: .....
- Citizen ID No.: ..... Date of issue: ...../...../.....
- Position within the Organization: .....



**SCOPE OF AUTHORIZATION:**

The Principal hereby authorizes the Authorized Representative to represent and act on behalf of the Principal in attending, exercising shareholder rights, and voting at the 2026 Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Sao Bac Dau Technologies Corporation (hereinafter referred to as the "Company"):

The authorized rights include, but are not limited to:

- Attending the 2026 Annual General Meeting of Shareholders; expressing opinions; participating in discussions; and voting in accordance with the prescribed voting methods at all sessions of the 2026 Annual General Meeting of Shareholders;
- Exercising other rights and fulfilling other obligations of shareholders at the Meeting in accordance with applicable laws, the Company's Charter, and the Regulations on Organization of the General Meeting of Shareholders.

The parties shall be fully responsible for the contents of this authorization and undertake to comply with the Charter, the Internal Regulations on Corporate Governance of Sao Bac Dau Technologies Corporation, and all applicable laws and regulations.

The Principal undertakes not to grant authorization to any other third party in respect of the above-mentioned shares and agrees to re-execute the Proxy Form in the form prescribed by the Company upon the Company's lawful request.

**TERM OF AUTHORIZATION:**

This Proxy Form shall be effective from the date of signing until the closing of the 2026 Annual General Meeting of Shareholders of the Company, unless terminated in accordance with applicable laws or by mutual agreement of the parties.

The Authorized Representative shall not re-authorize any third party.

*Note: In the case where the Authorized Representative is an Organization, the issuance by its Legal Representative of an internal administrative document or internal authorization document appointing personnel within such Organization to attend the Meeting in accordance with the information registered above shall not be deemed a re-authorization to a third party.*

..... City, ..... , 2026

**AUTHORIZED REPRESENTATIVE**

*(Signature and Full Name)*

*(If an Organization: Signature of the Legal Representative and Company Seal)*

**PRINCIPAL**

*(Signature and Full Name)*

*(If an Organization: Signature of the Legal Representative and Company Seal)*



**GUIDELINES ON REQUIRED DOCUMENTS AND VERIFICATION OF ELIGIBILITY TO  
ATTEND THE GENERAL MEETING**

*(Applicable where a Shareholder authorizes an Organization to attend the General Meeting on its behalf)*

- 1. Requirements regarding authority and signatures on the Proxy Form**
  - a. Principal (Corporate Shareholder):**

The Proxy Form must be signed by the Legal Representative (or a person lawfully authorized by the Legal Representative) of the Corporate Shareholder and bear the Corporate Shareholder's official seal.
  - b. Authorized Representative (Authorized Organization):**

The Proxy Form must be signed by the Legal Representative of the Authorized Organization and bear its official seal to confirm acceptance of the authorization.
- 2. Authority of the Authorized Organization to appoint personnel to attend the Meeting**
  - The Authorized Organization (such as a Securities Company, Law Firm, etc.) may appoint its own officer or employee to attend the Meeting and exercise the authorized shareholder rights.
  - Such an appointment must be made by an Appointment Letter or an Internal Authorization Letter signed by the Legal Representative of the Authorized Organization and affixed with its official seal. The document must clearly specify the full name and Citizen ID/Passport number of the appointed individual, which must be consistent with the information declared in this Proxy Form.
- 3. Documents to be presented at the Eligibility Verification Committee**

Upon registration for attendance at the Meeting, the appointed attendee shall present the following hard-copy documents:

  - a. Original Proxy Form:** Properly executed with all required signatures and seals of both the Principal and the Authorized Representative in accordance with the Company's prescribed form.
  - b. Original Appointment Letter:** Issued by the Authorized Organization appointing the individual to attend the Meeting.
  - c. Certified Copies of Legal Documents of the Organizations:** Certified copies of the Enterprise Registration Certificate or Establishment Decision of both the Corporate Shareholder and the Authorized Organization for verification of the signing authority.
  - d. Original Identification Document of the Attendee:** A valid Citizen Identity Card, Passport, or Level-2 verified VNeID account of the appointed attendee for identity verification.
- 4. Verification Procedure by the Eligibility Verification Committee**
  - The Eligibility Verification Committee shall verify the number of shares legally owned by the authorizing shareholder based on the Company's Register of Shareholders finalized for the 2026 Annual General Meeting of Shareholders;
  - Verify the validity of the signatures and corporate seals on the Proxy Form and the Appointment Letter;
  - If the submitted documents are complete and the attendee's identity matches the presented identification document, issue the Voting Card and Ballot corresponding to the number of authorized shares, allowing the attendee to enter the Meeting.





# VOTING CARD

**2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS  
SAO BAC DAU TECHNOLOGIES CORPORATION**

Citizen ID/Enterprise Registration No.:

Full name of Shareholder:

Number of shares owned and represented: