



**REGULATIONS ON THE ORGANIZATION OF  
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
SAO MAI GROUP CORPORATION**

***ARTICLE 1: GENERAL PROVISIONS***

- 1.1. This regulation applies to the organization of the 2025 Annual General Meeting of Shareholders (AGM) of Sao Mai Group Joint Stock Company.
- 1.2. It specifies the rights and obligations of shareholders and their authorized representatives, as well as the conditions and procedures for conducting the AGM.
- 1.3. Shareholders and their representatives participating in the AGM must comply with the provisions of this regulation.

***ARTICLE 2: RIGHTS AND OBLIGATIONS OF AGM PARTICIPANTS***

**2.1. Rights and obligations of shareholders (or authorized representatives) attending the AGM**

- Ordinary shareholders have the right to attend, discuss, and vote on all matters under the authority of the AGM. Each ordinary share corresponds to one voting right.
- If a shareholder is unable to attend for personal reasons, they may authorize another individual or a member of the Board of Directors (BOD) of Sao Mai Group JSC to attend and vote on their behalf. The authorized person is not allowed to delegate the authorization to a third party.
- Methods of authorization include:
  - Written authorization (using the prescribed form).
  - Authorization via email, mobile phone message, or direct confirmation with the AGM Organizing Committee.
- The Organizing Committee will publicly announce the AGM program. Shareholder opinions, either directly or through an authorized representative, will be openly discussed and voted upon using voting ballots.
- A resolution is approved if more than 50% of the voting shares agree. However, changes to business sectors, amendments to the company's charter, issuance of additional shares, investment projects, or asset sales worth 35% or more of the company's total assets (as recorded in the latest financial statement), as well as matters requiring a special voting threshold under the Law on Enterprises, require approval from at least 65% of the voting shares present or represented at the AGM.
- Shareholders arriving after the meeting has commenced must complete registration procedures with the Organizing Committee before participating and voting. However, the

Chairperson is not obliged to pause the meeting to accommodate latecomers, and previous voting results remain unaffected.

- Shareholders must strictly comply with AGM regulations, respect the meeting's resolutions, and follow the directives of the Presidium.

## **2.2. Rights and obligations of the AGM Organizing Committee, Shareholder Eligibility Verification Committee, Secretariat, and Vote Counting Committee**

- **The Organizing Committee** (appointed by the BOD) is responsible for welcoming attendees, seating arrangements, and distributing documents and voting cards to eligible shareholders or authorized representatives.
- **The Shareholder Eligibility Verification Committee** (appointed by the Organizing Committee) verifies shareholder identities and reports the results to the AGM. If a participant is deemed ineligible, the committee may recommend denying their voting rights and meeting materials.
- **The Vote Counting Committee** (approved by the AGM) determines the proportion of votes for, against, or abstaining on each discussed matter. All vote-counting activities must be conducted with transparency and accuracy, with full accountability for the results.

## **2.3. Rights and obligations of the AGM Chairperson and Secretariat**

- The **Chairperson of the AGM** is the Chairman of the BOD. In their absence, the Vice Chairman of the BOD, an elected representative of the shareholders, or the highest-ranking BOD member present shall assume the role. The **Secretariat** is nominated by the Organizing Committee and approved by the AGM.
- The Chairperson has the final authority on procedural matters and unexpected issues arising during the AGM.
- The Chairperson ensures that the meeting proceeds legally, orderly, and in accordance with the majority of shareholder interests.
- The Chairperson may postpone the AGM if:
  - Disruptive behavior threatens the orderly conduct of the meeting.
  - Postponement is necessary to ensure the meeting proceeds legally.
- The **Secretariat** assists in recording meeting minutes and resolutions accurately and truthfully.

## **ARTICLE 3: AGM PROCEDURES**

### **3.1. Mandatory Requirements**

- The AGM is validly convened when shareholders representing more than 50% of the total voting shares are present.
- The AGM will follow the pre-approved agenda, and each issue will be voted on according to the prescribed voting procedure.

### 3.2. Rules for Discussion at the AGM

Due to the large number of matters to be approved, the time allocated for discussions during the General Meeting is limited. Therefore, in order to facilitate the Board of Directors and the Executive Board in receiving more contributions from shareholders and to avoid repetitive questions, the Organizing Committee of the General Meeting requests that shareholders who wish to make a proposal at the meeting adhere to the following principles:

- Discussions will be limited to designated segments in the agenda.
- Shareholders must submit questions in writing using the **Question Form**, which is provided with AGM materials.
- The BOD and Executive Board will respond to questions within the allotted discussion time.
- If not all questions are answered during the meeting, shareholders may discuss with BOD members afterward or receive written responses post-AGM.
- Questions must meet the following criteria:
  - Clear, concise, and relevant to the approved agenda.
  - Compliant with legal regulations and company policies.
  - Not related to personal matters or exceeding the company's jurisdiction.
  - To ensure their rights, shareholders must clearly state their questions on the question form along with the necessary information such as shareholder's full name, contact address, etc. This will allow the Organizing Committee to send responses to shareholders in case their questions cannot be answered directly at the General Meeting, preventing any loss of information.

### 3.3. AGM Resolutions and Minutes

- All AGM proceedings and resolutions will be recorded in the **Meeting Minutes** by the Secretariat.
- The Meeting Minutes and AGM Resolutions must be read and approved before the meeting adjourns and will be officially archived by the company.

### **ARTICLE 4: ENFORCEMENT PROVISIONS**

- This regulation was approved by the 2025 AGM Organizing Committee of **Sao Mai Group Corporation** on **April 23, 2025**, and takes effect immediately upon signing.

**ON BEHALF OF THE ORGANIZING COMMITTEE**

**HEAD OF THE COMMITTEE**

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