



**SAIGON BANK FOR INDUSTRY
AND TRADE**

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, 2025

**STATUTE
ON HOLDING THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
IN 2025**

DRAFT

Pursuant to:

- *Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 (amended, supplemented);*
- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 (amended, supplemented);*
- *Charter of Saigon Bank For Industry And Trade;*

The General Meeting of Shareholders (GMS) of Saigon Bank For Industry And Trade (SAIGONBANK) has approved the Statute of holding the Shareholders' Annual General Meeting (AGM) in 2025 of SAIGONBANK with the details below:

CHAPTER I

GENERAL PROVISIONS

Article 1. Scope and subjects of application

1. This Statute is applicable to organization of the Shareholders' AGM of SAIGONBANK on April 24, 2025 (herein referred to as the AGM).
2. This Statute specifically governs rights and obligations of shareholders, meeting attendants, roles of the Chairperson, Presiding Committee, Secretariat; conditions and formality of holding the AGM.

Article 2. Working principles of the AGM

1. Assuring the working principles of transparency, publicity, democracy.
2. For the sake of SAIGONBANK's shareholders.

Article 3. Conditions for attendance and organization of the AGM

1. SAIGONBANK's shareholders or the proxies of shareholders whose names are in the list as at the date of finalizing the rights of attending the AGM (herein referred to as shareholders) and invited guests at the AGM.
2. The AGM shall be held when shareholders who hold total of at least 51% of ordinal shares are present at the AGM.
3. The AGM may be adjourned if cases of force majeures or troublesome behaviors of shareholders and attendants occur. The AGM Chairperson shall resume the meeting when force majeures or troublesome behaviors of shareholders stop or are terminated.

Article 4. Registering and checking the quorum

1. Shareholder Eligibility Verification Committee shall carry out the formality to meet and greet, verify the eligibility of shareholders attending the AGM, specifically as follow:

a) Checking the ID/Passport, Invitation Letter, Authorization Letter (if any) of shareholders who attend the AGM per relevant regulation.

b) Distributing the Ballot papers and AGM documents to the shareholders who attend the AGM.

c) Reporting to the AGM on the percentage of shareholders who attend the AGM.

d) Announcing that the AGM is eligible to be carried out per relevant regulation.

2. Shareholders who arrive after the commencing time of the AGM are still eligible to register their meeting attendance and having rights to vote right after their registration but the AGM does not have any adjournment for waiting the late shareholders. The validity of the events and contents discussed before the arrival of late shareholders shall remain.

Article 5. Sound and photo recording and supporting devices

Shareholders are not allowed to post, and launch the AGM pictures to the social media network. The GMS do not acknowledge any information from illegal recordings.

CHAPTER II SPECIFIC PROVISIONS

Article 6. Rights and obligations of shareholders when attending the AGM

1. Rights of the shareholders attending the AGM

a) Attending the AGM in person or authorizing one or more individuals, organizations in writing (so-called written proxy) to attend the AGM. Written proxy must be made in accordance with the Civil Code, clearly stipulating the names of authorized individuals and organizations and quantity of authorized shares. The proxies who attend the AGM must present a valid written proxy per relevant regulations upon meeting registration before entering the meeting room. The proxies are not allowed to authorize another individual and must be responsible for the genuineness of the written proxy.

b) At the AGM, each shareholder is entitled to receive a Ballot paper and AGM documents;

c) Being publicly informed by the AGM Organizing Committee of the AGM agenda;

d) Discussing and voting in person at the AGM for approving the agenda proposed by the Presiding Committee;

e) Shareholders who wish to express their opinions verbally at the AGM must fill in and submit their registration cards to the Presiding Committee (via the AGM Secretariat) and shall speak following the invitation of the Presiding Committee (in the order of registration). If the shareholders need to debate, they must register and follow the invitation from the Presiding Committee. Each shareholder's speech must be done within 05 (five) minutes and must carry the precise content which is prior registered; The Presiding Committee shall allocate the time length for each speech to ensure the timeline of the AGM;

f) In case the Presiding Committee cannot arrange the time for shareholders' speeches to be delivered at the AGM, they can still submit their opinions in writing immediately at the AGM. Opinion contribution in writing of the shareholders submitted at the AGM is as valid as direct speech delivered by the shareholders at the AGM;

g) Shareholders who arrive late at the AGM are still entitled to register meeting attendance and to vote right after their registration. The Presiding Committee is not obliged to adjourn the AGM and the validity of the issues already voted shall remain.

h) Other rights as prescribed in SAIGONBANK's charter and provisions of the law.

2. Obligations of the shareholders attending the AGM

a) Shareholders when attending the AGM must present their ID cards/Passports, Invitation Letter, Power of Proxy Document (if any) to the Shareholder Eligibility Verification Committee for the AGM attendance registration.

b) Shareholders when attending the AGM must strictly comply with this Statute' provisions, follow the Presiding Committee's instructions and respect the results of the AGM.

c) Other obligations as prescribed in SAIGONBANK's charter and provisions of the law.

Article 7. Rights and obligations of the Presiding Committee and Chairperson

1. The Chairperson

The Chairman of the BOD is the Chairperson of the AGM. The Presiding Committee is approved by the AGM and responsible for conducting the AGM.

2. Rights and obligations of the Chairperson and Presiding Committee

a) The Presiding Committee has the right to implement necessary and appropriate measures to conduct the AGM in an orderly manner in accordance with the Statute and Agenda approved by the AGM;

b) Guiding the AGM to discuss, and vote on matters within the AGM's Agenda and related matters during the AGM, ensuring it is in order and within the allowed time range;

c) Addressing issues arising during the AGM and the shareholders' questions;

d) The Presiding Committee has the right to adjourn the AGM that has sufficient number of registered shareholders to another time, or the meeting venue in the following cases:

- The AGM venue does not have sufficient capacity for all participants;
- The media at the AGM venue do not ensure the capability of discussing and voting for attending shareholders;

- The behaviours of participants cause disorder and disruptions that hinder the AGM from proceeding fairly and legally.

e) The Presiding Committee has the responsibility and right to suspend and/or force to leave the AGM for participants who have insulting and offensive speeches and/or intentionally disrupting order, refusing to comply with the Presiding Committee's instructions that could affect the progress of the AGM.

Article 8. Rights and obligations of the Secretariat

1. The Secretariat includes members appointed by the Chairperson and approved by the AGM.

2. The Secretariat duties:

a) Making the minutes on the discussions in the AGM, the content of the AGM's program and comprehend shareholders' opinions fully and honestly;

b) Assisting the Presiding Committee in drafting the AGM documents and the Presiding Committee's opinions;

c) Receiving shareholders' registered card for verbal and written opinions sent to the Presiding Committee for responding;

d) Receiving letters, recommendations sent to the AGM (if any);

e) Conducting other tasks appointed by the Presiding Committee and in accordance with the provisions of SAIGONBANK's charter;

f) The Secretariat representative signs the AGM Minutes and takes joint responsibility for the honesty, accuracy of the AGM Minutes.

Article 9. Rights and obligations of Vote Counting Committee

1. The Vote Counting Committee (VCC) is appointed by the Chairperson and approved by the AGM. The VCC shall count the votes and announce the results to the AGM.

2. The VCC duties:

a) The VCC organizes the collection and counting of Voting ballots, prepares minutes and takes responsibility to the AGM when performing their duties;

b) Determining the accuracy of the voting results at the AGM;

c) Announcing the voting results to the AGM and handing all documents over to the Presiding Committee's representative. The voting results shall be made in separate minutes.

d) Reviewing and reporting to the AGM cases that violate the voting rules or complaint letters about the voting results;

e) Complying with the provisions of this Statute.

Article 10. AGM Minutes and Resolutions

1. The Chairperson and the Secretariat's representative shall both sign the AGM Minutes and be responsible for the honesty, accuracy of the content of the AGM Minutes.

2. The AGM Minutes must be completed and approved before the AGM closes. The AGM Minutes shall be made into 01 (one) copy and stored as prescribed by the provisions.

3. The AGM shall approve all the proposed Resolutions. The Chairperson is responsible for signing the AGM Resolutions. The Resolutions shall be issued and stored in accordance with the regulations.

CHAPTER III IMPLEMENTATION PROVISIONS

Article 11. Implementation

1. The Chairperson shall be responsible for conducting the AGM in accordance with this Statute.

2. Shareholders and others attending the AGM are responsible for properly implementing the provisions of this Statute.

3. Related matters that are not prescribed in this Statute shall be implemented in accordance with related regulations and SAIGONBANK's charter.

Article 12. Effectiveness

This Statute comprises 03 Chapters, 12 Articles that have been approved by the AGM as of April 24, 2025 and shall enter into force immediately.

GENERAL MEETING OF SHAREHOLDERS