

**CÔNG TY CỔ PHẦN  
BIA - NGK SÀI GÒN - TÂY ĐÔ  
SAIGON - TAY DO BEER -  
BEVERAGE JSC**

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
Độc lập - Tự do - Hạnh phúc  
THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

Số: 07/2026/CBTT/TDBECO  
No.: 07/2026/CBTT/TDBECO

Cần Thơ, ngày 31 tháng 03 năm 2026  
Can Tho, March 31<sup>st</sup>, 2026

**CÔNG BỐ THÔNG TIN TRÊN CỔNG THÔNG TIN ĐIỆN TỬ CỦA ỦY BAN  
CHỨNG KHOÁN NHÀ NƯỚC VÀ SỞ GIAO DỊCH CHỨNG KHOÁN  
INFORMATION DISCLOSURE ON THE PORTAL OF  
THE STATE SECURITIES COMMISSION AND STOCK EXCHANGE**

**Kính gửi: Ủy ban chứng khoán Nhà nước;  
Sở Giao dịch Chứng khoán Hà Nội  
To: State Securities Commission;  
Hanoi Stock Exchange**

1. Tên tổ chức/*Name of organization*: Công ty Cổ phần Bia – Nước Giải khát Sài Gòn - Tây Đô / *Saigon-Tay Do Beer-Beverage Joint Stock Company*

- Mã chứng khoán/ *Stock code*: STD

- Địa chỉ/*Address*: Lô 22, KCN Trà Nóc 1, P. Thới An Đông, TP. Cần Thơ, Việt Nam/ *Lot 22, Tra Noc 1 Industrial Zone, Thoi An Dong Ward, Can Tho City, Vietnam.*

- Điện thoại liên hệ/*Tel.*: 02923.842 538

Fax: 02923.842 310

- E-mail: [info@sgtd.com.vn](mailto:info@sgtd.com.vn)

- Loại thông tin công bố/ *Type of information disclosure*:


24 giờ                       Định kỳ                       Bất thường                       Theo yêu cầu  
 24 hours                       Periodic                       Irregular                       On demand

2. Nội dung thông tin công bố/*Contents of disclosure*:

- Công ty Cổ phần Bia - Nước Giải Khát Sài Gòn - Tây Đô (“Công ty”) công bố thông tin tài liệu Đại hội đồng cổ đông thường niên năm 2026/*Sai Gon - Tay Do Beer - Beverage Joint Stock Company discloses information: Document for the 2026 Annual General Meeting of Shareholders.*

3. Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 31/03/2026 tại đường dẫn <https://biasaigontaydo.com.vn/> *This information was published on the company’s website on 31/03/2026, as in the link [https://biasaigontaydo.com.vn](https://biasaigontaydo.com.vn/)*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law.*

**Tài liệu đính kèm/Attached documents:** 

- Dự thảo tài liệu họp ĐHCĐ/  
Draft Documents for the Annual  
General Meeting of  
Shareholders.

**Đại diện tổ chức/ Organization representative**

Người đại diện theo pháp luật/Người UQ CBTT

Legal representative/ Person authorized to disclose information

(Ký, ghi rõ họ tên, chức vụ, đóng dấu)

(Signature, full name, position, and seal)



**TỔNG GIÁM ĐỐC**  
**GENERAL DIRECTOR**

  
**Trần Văn Sang**



**SAIGON BEER - ALCOHOL - BEVERAGE CORPORATION**

**SAIGON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

Telephone: 02923 842 538 Fax: 02923 842 310

Certificate of business registration: 1800641942 Website: <https://biasaigontaydo.com.vn/>

## MEETING INVITATION

### ATTENDANCE AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To: Our Shareholder: ...**

**Address: ...**

**Ownership Registration No.: ...**

**Total shares owned: ... shares**

The Board of Directors cordially invites you to attend the 2026 Annual General Meeting of Shareholders as follows:

- **Time:** 09:00 AM, April 21, 2026 (Tuesday)
- **Venue:** VAN PHAT RIVERSIDE WEDDING & CONVENTION CENTER - HALL 3
- **Address:** No. 02 Nguyen Van Cu Street, Cai Khe Ward, Can Tho City, Vietnam.
- **Expected agenda:** The meeting agenda is attached.
- **Meeting documents:** The content of the 2026 Annual General Meeting of Shareholders (AGM) documents is posted by the Company on the website: <https://biasaigontaydo.com.vn/co-dong/quan-he-co-dong/> from 31/03/2026, and a printed copy will be sent to Shareholders when attending the AGM.
- **Participants:** All shareholders holding shares of the Company as per the shareholder list finalized on **24/03/2026**.
- **Registration:** To prepare the facilities for welcoming delegates, we kindly request Shareholders to register for the meeting at **Sai Gon - Tay Do Beer - Beverage Joint Stock Company** or submit the *Registration Form* to the address below before **3:00 PM on 17/04/2026**.
- **Authorization to Attend the AGM:** Should you wish to authorize another individual to attend the meeting on your behalf, please complete the provided *Power of Attorney form*, or *another form compliant with civil law regulations*, and submit the signed Power of Attorney to the address below before **3:00 PM on 17/04/2026** or present it upon arrival of the authorized representative.

*Note: The Power of Attorney must clearly state the number of shares authorized.*

- **Address for document submission and support contact:**

Contact Person	Address	Email/Telephone
Mr. Dang The Vu - Company Secretary	Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City	Email: <a href="mailto:vudt@sugd.com.vn">vudt@sugd.com.vn</a> Telephone: 02923 842 538 Mobile: 0918 480 809

- **Shareholders or authorized representatives attending the AGM are kindly requested to bring the following documents:**

- Meeting invitation and Power of Attorney (*if any*);
- ID Card/VNeID Application/Passport or a valid copy of the Business Registration Certificate for organizations.

Sincerely,

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

*(signed)*

**Phan Thanh Hai**

*We are delighted to welcome our esteemed shareholders to the 2026 Annual General Meeting of Shareholders*

**SAIGON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

Telephone: 02923 842 538 Website: <https://biasaigontaydo.com.vn/>



**DRAFT DOCUMENT  
FOR THE 2026 ANNUAL  
GENERAL MEETING OF  
SHAREHOLDERS**

**April, 2026**

**AGENDA**

**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS (AGM)**

*(Expected to start at 9:00, April 21, 2026)*

<b>Time</b>	<b>Content</b>
9:00 - 9:30	<ul style="list-style-type: none"> <li>❖ <b>Welcome shareholders and verify the eligibility of delegates:</b> <ul style="list-style-type: none"> <li>• Welcome delegates and shareholders;</li> <li>• Delegates and shareholders will complete the registration procedure, receive voting cards, voting ballot and meeting documents.</li> </ul> </li> </ul>
9:30 - 9:50	<ul style="list-style-type: none"> <li>❖ <b>Opening the General Meeting:</b> <ul style="list-style-type: none"> <li>• Report on the verification of delegate eligibility;</li> <li>• Announce the purpose and introduce the Chairperson;</li> <li>• Chairperson introduces the Delegate Eligibility Check Committee;</li> <li>• Chairperson introduces the Secretariat of the General Meeting;</li> <li>• Chairperson introduces the Ballot Counting Committee and requests the General Meeting to vote;</li> <li>• Approval of the Working Regulations;</li> <li>• Approval of the Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 - 2031 term.</li> </ul> </li> </ul>
9:50 - 10:10	<ul style="list-style-type: none"> <li>❖ <b>The Board of Directors and Board of Supervisors present the following contents:</b> <ul style="list-style-type: none"> <li>• Report of the Board of Directors on operating results in 2025 and orientation for 2026;</li> <li>• Report on the activities of the Board of Supervisors in 2025 and the plan 2026;</li> </ul> </li> </ul>
10:10 - 10:30	<ul style="list-style-type: none"> <li>❖ <b>Proposals for the General Meeting:</b> <ol style="list-style-type: none"> <li>1. Proposal for the approval of the Audited Financial Statements for 2025;</li> <li>2. Proposal for the distribution of profits for 2025;</li> <li>3. Proposal for the profit distribution plan for 2026;</li> <li>4. Proposal for the settlement of salaries, remuneration, and bonuses for the Board of Directors and Board of Supervisors in 2025;</li> <li>5. Proposal for the salary, remuneration, and bonus plan for the Board of Directors and Board of Supervisors in 2026;</li> <li>6. Proposal for the selection of the auditing firms for the 2026 fiscal year;</li> <li>7. Proposal for the approval of the company's transactions with related parties;</li> <li>8. Proposal for updating and supplementing business lines and updating and amending the Company's Charter;</li> <li>9. Proposal for the dismissal and election of members of the Board of Supervisors for the 2026 - 2031 term; List of candidates for the Board of Supervisors for the 2026 - 2031 term.</li> </ol> </li> </ul>
10:30 - 11:00	<ul style="list-style-type: none"> <li>• The General Meeting will discuss and proceed with the voting and election.</li> </ul>
11:00 - 11:30	<ul style="list-style-type: none"> <li>• Tea Break;</li> <li>• The Ballot Counting Committee announces the results of the vote.</li> </ul>
11:30 - 11:50	<ul style="list-style-type: none"> <li>• The Secretariat will read the draft minutes and resolutions of the AGM;</li> <li>• The General Meeting will vote to approve the minutes and resolutions of the AGM.</li> </ul>
11:50 - 12:00	<ul style="list-style-type: none"> <li>• <b>Declaration of the closing of the General Meeting of Shareholders.</b></li> </ul>

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

**Phan Thanh Hai**

## **WORKING REGULATIONS OF THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

### **Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and its guiding documents;*
- *Law on Securities No. 54/2019/QH14 dated November 26, 2019 and its guiding documents;*
- *The Charter of Saigon - Tay Do Beer - Beverage Joint Stock Company;*

The 2026 Annual General Meeting of Shareholders (AGM) of Saigon - Tay Do Beer - Beverage Joint Stock Company shall be organized and conducted in accordance with the following Working Regulations:

### **Article 1. Purpose**

- To ensure the procedures, principles of conduct, and voting at the Annual General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company take place in accordance with regulations and are successfully completed.
- The resolutions of the GMS shall express the unified will of the GMS, meet the wishes and interests of the shareholders, and comply with the law.

### **Article 2. Subjects and Scope**

- **Subjects:** All shareholders, authorized representatives, and invited guests attending the Annual General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company must comply with the provisions of this Charter, the Company's Charter, and current legal regulations.
- **Scope of application:** This Charter is applicable to the organization of the 2026 Annual General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.

### **Article 3. Interpretation of Terms/Abbreviations**

- Company : Sai Gon - Tay Do Beer - Beverage Joint Stock Company
- BOD : Board of Directors
- BOS : Board of Supervisors
- Organizing Committee : The Meeting Organizing Committee
- AGM : Annual General Meeting of Shareholders
- GMS : General Meeting of Shareholders
- Delegates : Shareholders, authorized representatives of Shareholders

- E-voting : Refers to Delegates using internet-connected devices to conduct voting/election through the Electronic Voting system designated by the Company and notified to delegates at the time of registration.

#### **Article 4. Conditions for conducting the GMS**

- The GMS meeting shall be conducted when the number of shareholders present at the meeting represents more than 50% of the total voting rights.
- In the event that the first meeting does not meet the conditions for proceeding as prescribed in Clause 1, Article 19 of the Company's Charter, the notice of the second meeting shall be sent within thirty (30) days from the scheduled date of the first meeting. The second GMS meeting shall be conducted when the number of shareholders present at the meeting represents 33% or more of the total voting rights.
- In the event that the second meeting does not meet the conditions for proceeding as prescribed in Clause 2, Article 19 of the Company's Charter, the notice of the third meeting must be sent within twenty (20) days from the scheduled date of the second meeting. The third GMS meeting shall be conducted regardless of the total number of voting rights of the shareholders present at the meeting.

#### **Article 5. Delegates participating in the 2026 AGM**

- All shareholders of the Company according to the list finalized on March 24, 2026, have the right to attend the GMS; they may attend directly or authorize their representatives to attend. In case more than one authorized representative is appointed to attend according to the law, the specific number of shares and votes of each representative must be determined.
- Delegates attending the General Meeting must present: Original ID card/Citizen ID/Passport/Level 2 electronic identification on the VNeID application (for individuals); Copy of the Business Registration Certificate (for organizations); Original Power of Attorney (if attending via authorization) and other documents as required in the Meeting Invitation.
- Delegates entering the meeting hall must be present on time and complete registration procedures with the Organizing Committee; sit in the correct positions or areas designated by the Organizing Committee.
- During the General Meeting, Delegates must comply with the Chairman's instructions, behave in a civilized and polite manner, and maintain order.

- Delegates must maintain confidentiality, strictly follow the protocols for using and preserving documents, and not copy or record materials to give to outsiders without the Chairman's permission.

#### **Article 6. Guests at the 2026 Annual General Meeting of Shareholders**

- These are Company management titles, invited guests, members of the Organizing Committee who are not shareholders/have not been authorized by Company shareholders but are invited to attend the GMS.
- Guests do not participate in speaking at the GMS (unless invited by the chairman, or have registered in advance with the Organizing Committee and received approval from the chairman).

#### **Article 7. The Chairperson**

- The Chairperson of the GMS is the Chairperson of the Board of Directors, or the Chairperson of the Board of Directors may authorize another member of the Board of Directors to chair the GMS convened by the Board of Directors. The Chairperson of the GMS manages the GMS according to the content and agenda that the Board of Directors has previewed and approved before the GMS.
- In the event of the Chairperson's absence or temporary inability to work, the remaining members of the Board of Directors elect one of them to chair the meeting by majority rule. If no Chairperson is elected, the Head of the Supervisory Board presides to enable the GMS to elect a Chairperson from among the attendees, with the person receiving the highest number of votes becoming the Chairperson;
- In other cases, the person who signs the GMS convening notice will preside over the meeting to allow the GMS to elect a Chairperson, and the individual with the most votes will be appointed Chairperson.
- The Chairperson is entitled to implement necessary measures for making sure the meeting is kept in order, adheres to the approved agenda and reflects the needs of the majority of participants.
- The Chairperson is authorized to postpone a GMS with a full quorum of registered attendees by a maximum of 03 working days from the intended opening date. Postponement of the meeting or changing the meeting venue are permissible solely according to Clause 8, Article 146 of the Law on Enterprises.
- Tasks of The Chairperson:

- a. To administer the activities of the General Meeting of Shareholders according to the expected agenda of the Board of Directors approved by the GMS;
  - b. Guidelines for the GMS and the delegates to discuss issues in the agenda;
  - c. Submit draft, verdict of issues for the Meeting to vote on;
  - d. Answer issues requested by the Meeting.
  - e. Settle issues that incurred during the GMS.
- Working Principles of the Chairperson:

The Chairperson operates on the principles of collectivity, democratic centralism, and decisions made by majority vote.

#### **Article 8. Secretariat of the GMS**

1. The Secretariat of the GMS consists of one or several individuals appointed by the Chairperson, who are responsible to the Chairperson and the GMS for their duties, and work under the Chairperson's direction.
2. Tasks of the Secretariat:
  - Fully, accurately and truthfully recorded the documents at the meeting;
  - Receipt of comment registration forms of Delegate;
  - Prepare meeting minutes and draft resolutions of the General Meeting of Shareholders;
  - Assist The Chairperson in disclosing information related to the GMS and and notifying the Shareholders as prescribed in the law and the company's Charter;
  - Other tasks at the request of the Chairperson.

#### **Article 9. Delegate Eligibility Check Committee**

1. The Delegate Eligibility Check Committee of the General Meeting consists of 03 people, including 01 Head and 02 members, appointed by the Chairperson, responsible to the Chairperson and the General Meeting of Shareholders for their duties.
2. Tasks of Shareholder/Delegate Eligibility Check Committee:
  - Check the eligibility and situation of Shareholders and authorized representative of Shareholders attending the meeting;
  - The Head of the Delegate Eligibility Check Committee reports to the General Meeting of Shareholders on the Shareholders attending the meeting. If the meeting has a sufficient number of Shareholders and authorized representatives present, representing over 50%

of the total voting rights attending, the General Meeting of Shareholders of the Company shall proceed.

#### **Article 10. Ballot Counting Committee**

1. The Ballot Counting Committee of the General Meeting consists of 03 people, including 01 Head and 02 members, introduced by the Chairperson and approved by the General Meeting.
2. Tasks of the Ballot Counting Committee:
  - Disseminate the principles, rules and guidelines on how to vote;
  - Counting and recording ballots, making records of vote counting, announcing results; submitting the minutes to the Chairperson for approval of the voting results;
  - Quickly notify the voting results to the Secretary;
  - Consider and report to the General Meeting cases of violation of voting rules or letters of complaint about voting results.

#### **Article 11. Discussion at the General Meeting**

1. Principles:
  - Discussions shall only be conducted within the allotted time and within the scope of the matters presented in the agenda of the General Meeting of Shareholders;
  - Delegates with comments register the content on the Question Form and submit it to the Secretary of the General Meeting;
  - The Secretary of the General Meeting will arrange the Shareholders' Question Forms in order of registration and forward them to the Chairperson;
  - Delegates who need to speak or debate must raise their hands and only speak with the Chairperson's consent; the content must be concise and avoid repetition.
2. Responding to Delegates' Comments:
  - Based on the Delegates' Question Forms, the Chairperson or a member designated by the Chairperson will respond to the Delegates' comments;
  - In case of time constraints, questions that are not directly answered at the General Meeting will be answered in writing by the Company.

#### **Article 12. Voting to Approve Matters at the General Meeting**

1. Principle:

- All matters in the agenda and content of the Meeting must be discussed and voted on publicly by the GMS.
- Delegates shall register their attendance at the meeting venue stated in the Meeting Invitation sent to all shareholders on the list finalized on March 24, 2026. After completing the registration with the Organizing Committee, delegates will be provided with an account and password to log in and conduct voting on all contents presented at the Meeting via electronic voting at the link: [www.ezgsm.fpts.com.vn](http://www.ezgsm.fpts.com.vn).
- If delegates encounter difficulties during the login and voting/election process, the Organizing Committee will provide technical support and guidance. Delegates must check information carefully and shall be responsible for their own voting opinions.

2. Voting methods:

- Delegates select one of the three options: “Approve”, “Disapprove”, or “Abstain” for each matter presented for voting at the Meeting, which has been set up on the electronic voting system.
- Afterward, the Delegate proceeds to confirm the vote for the electronic voting system to record the result.
- **Other regulations for electronic voting:**
  - In case a Delegate does not vote on all matters in the Meeting agenda, the unvoted matters shall be considered as the Delegate not casting a vote for those specific matters.
  - For matters arising outside the distributed agenda, Delegates may cast additional votes. If a Delegate does not vote on these arising matters, it shall be considered as not casting a vote for such matters.
  - Delegates may change their voting results (but cannot cancel the result), including additional voting results for matters arising outside the agenda. The system only records the final voting result at the time the electronic voting session ends for each counting round as prescribed in the Working Regulations.
- **Electronic voting period** for matters requiring approval at the Meeting (including: Meeting Agenda; Working Regulations; Election Regulations; Approval of Meeting personnel; Reports, Proposals; Minutes and Resolutions of the Meeting, and other contents if any): Delegates shall conduct voting from the completion of registration procedures until the Organizing Committee announces the end of the electronic voting

period. After the voting time ends, the system will not record any further electronic voting results from Delegates.

### 3. Voting Rules

- Each 01 (one) share is equivalent to one voting right. Each attending delegate representing one or more voting rights will be issued a login information notice to conduct voting.
- As of the record date (March 24, 2026), the total shares of the Company are 20,000,000 shares, equivalent to 20,000,000 voting rights.
- Matters requiring voting at the Meeting shall only be approved upon reaching an approval rate of over 50% of the total voting rights of all attending and voting shareholders in favor. Specifically, for certain cases prescribed in Clause 1, Article 21 of the Company's Charter, approval from shareholders representing at least 65% of the total voting rights of all attending and voting shareholders in favor is required.
- Note:
  - o Shareholders/authorized representatives with related interests do not have the right to vote on contracts and transactions with a value of 35% or more of the total asset value of the Company recorded in the most recent financial statements; these contracts or transactions are only approved when shareholders/authorized representatives accounting for at least 65% of the remaining voting rights approve (pursuant to Clause 4, Article 167 of the Law on Enterprises No. 59/2020/QH14).
  - o A shareholder/authorized representative owning 51% or more of the total voting shares, or their related persons, do not have the right to vote on contracts and transactions with a value greater than 10% of the total asset value of the Company recorded in the most recent financial statements involving such shareholder (pursuant to Point b, Clause 3 and Clause 4, Article 167 of the Law on Enterprises No. 59/2020/QH14).

### 4. Recording voting results:

- The Ballot Counting Committee will check, aggregate, and report the voting results for each matter according to the Meeting agenda to the Chairperson.
- The Ballot Counting Committee will check the number of "Approve", "Disapprove", and "Abstain" votes for each item and is responsible for recording and reporting the voting results at the General Meeting of Shareholders

### **Article 13. Election of the Board of Supervisors**

The election must be carried out according to the "Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 - 2031 term".

### **Article 14. Minutes, Resolution of the General Meeting of Shareholders**

The Minutes of the GMS must be read and approved before the closing of the GMS.

### **Article 15. Implementation of the regulations**

Shareholders, authorized representatives, and invited guests attending the meeting must strictly comply with the working regulations of the General Meeting of Shareholders. Shareholders, authorized representatives, and invited guests violating This Charter, depending on the specific level, the Chairperson will consider and take disciplinary actions according to the Company's Charter and Enterprise Law.

Contents not specified in detail in This Charter are unanimously applied according to the provisions of the Company's Charter, the 2020 Enterprise Law, and the current legal documents of the State.

These regulations take effect immediately after being approved by the General Meeting of Shareholders.

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

**Phan Thanh Hai**



**SAI GON TAY DO BEER - BEVERAGES JOINT STOCK COMPANY**  
**Address:** Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City  
**Telephone:** 02923 842 538 **Fax:** 02923 842 310  
**Website:** <https://biasaigontaydo.com.vn>

**REGULATIONS ON NOMINATION, CANDIDACY, AND ELECTION  
OF MEMBERS OF THE BOARD OF SUPERVISORS FOR THE TERM  
2026 – 2031 AT THE 2026 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**Pursuant to:**

- *Law on Enterprises No. 59/2020/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and documents amending, supplementing, and guiding its implementation;*
- *Law on Securities No. 54/2019/QH14 approved by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, and documents amending, supplementing, and guiding its implementation;*
- *Decree No. 155/2020/NĐ-CP detailing the implementation of several articles of the Law on Securities, approved on December 31, 2020;*
- *The Charter of Saigon - Tay Do Beer - Beverage Joint Stock Company;*
- *Internal Regulations on Corporate Governance of Saigon - Tay Do Beer - Beverage Joint Stock Company;*
- *Operating Regulations of the Board of Supervisors of Saigon - Tay Do Beer - Beverage Joint Stock Company;*

The Ballot Counting Committee of the General Meeting announces the Regulations on Nomination, Candidacy, and Election of members of the Board of Supervisors for the term 2026 – 2031 at the 2026 Annual General Meeting of Shareholders of Saigon Tay Do Beer - Beverages Joint Stock Company as follows:

**I. Interpretation of Terms/Abbreviations:**

- |                        |  |
|------------------------|--|
| - Company              | Saigon Tay Do Beer - Beverages Joint Stock Company       |
| - BOD                  | Board of Directors                                       |
| - BOS                  | Board of Supervisors                                     |
| - Organizing Committee | The Meeting Organizing Committee                         |
| - GMS                  | General Meeting of Shareholders                          |
| - Delegate             | Shareholders, authorized representatives of Shareholders |

**II. The Chairperson at the Meeting:**

The Chairperson of the meeting is responsible for presiding over the election with specific tasks as follows:

- Introducing the list of nominees and candidates for the Board of Supervisors;

**Regulations on Nomination, Candidacy, and Election of the Board of Supervisors (BOS)  
for the term 2026 – 2031**

- Supervising the voting and ballot counting;
- Resolving complaints regarding the election (if any)

**III. Regulations on Nomination and Candidacy for the Board of Supervisors for the term 2026 - 2031:**

- Number of members of the Board of Supervisors to be elected: 03 people
- Term: 2026 - 2031
- Maximum number of candidates for the Board of Supervisors: unlimited

**1. Right to nominate and stand for election to the Board of Supervisors:** *(pursuant to Article 37 of the Charter of the company)*

The candidacy and nomination of members of the Board of Supervisors shall be carried out similarly to the provisions in Clause 1, Article 25 of this Charter. Shareholders holding shares with voting rights have the right to aggregate their voting rights to nominate candidates for the position of Supervisor. Shareholders or groups of shareholders holding from 10% to less than 30% of shares with voting rights may nominate one (01) candidate; from 30% to less than 40% may nominate up to two (02) candidates; from 40% to less than 50% may nominate up to three (03) candidates; from 50% to less than 60% may nominate up to four (04) candidates; from 60% or more may nominate five (05) candidates.

In case the number of candidates for the Board of Supervisors through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize the nomination in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Regulations on Operation of the Board of Supervisors. The introduction of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the law.

Nominees must meet all the standards stated in section 2 below.

**2. Standards for candidates participating in the Board of Supervisors:** *Candidates participating in the Board of Supervisors must fully meet the following standards and conditions (pursuant to the provisions of Article 169 of the Law on Enterprises No. 59/2020/QH14, Decree No. 155/2020/NĐ-CP)*

- Having full civil act capacity, not being a person prohibited from managing an enterprise as prescribed in Clause 2, Article 17 of the Law on Enterprises No. 59/2020/QH14;
- Having been trained in one of the majors in economics, finance, accounting, auditing, law, business administration, or a major suitable for the business operations of the enterprise;
- Must not be a person with family relationships (spouse, biological father, biological mother, adoptive father, adoptive mother, father-in-law, mother-in-law, biological child, adopted child, son-in-law, daughter-in-law, biological sibling, brother-in-law, sister-in-law) of members of the Board of Directors, General Director, Deputy

**Regulations on Nomination, Candidacy, and Election of the Board of Supervisors (BOS)**  
**for the term 2026 – 2031**

General Directors, Chief Accountant of the Company and the Parent Company, or of the Capital Representative at the Company and the Parent Company;

- Must not be a member of the Management of the company; does not necessarily have to be a shareholder or an employee of the company;
- Must not work in the accounting or finance department of the Company;
- Must not be a member or employee of an independent audit firm that has audited the company's financial statements in the 03 consecutive years prior.

**IV. Election principles:**

- Strictly comply with the provisions of the law and the Charter of the Company.
- Public voting by means of ballot through the electronic voting system as prescribed by the Company in the Working Regulations at the General Meeting of Shareholders.
- The right to vote is calculated based on the number of shares owned or represented. The election results are calculated based on the number of shares with voting rights of shareholders attending and voting at the meeting.
- In each election, a shareholder delegate may only use one ballot corresponding to the number of shares owned or represented.
- The Ballot Counting Committee is nominated by the Presidium and approved by the General Meeting. Members of the Ballot Counting Committee must not be included in the list of nominees and candidates for the Board of Supervisors.

**V. Election method:**

- The list of candidates for the supplementary election of members of the Board of Directors is arranged in alphabetical order by name, with the full name written on the ballot.
- Election method: *(Pursuant to Clause 3, Article 148 of the 2020 Law on Enterprises)*
  - Implementing the cumulative voting method: whereby each shareholder has a total number of voting rights corresponding to the total number of shares owned multiplied by the number of members to be elected.
  - Delegates attending have the right to aggregate their total number of votes for one or more candidates.
  - Delegates attending access the electronic voting system and proceed with their voting (note that delegates must cast their votes within the electronic voting time specified in the Working Regulations).
  - In case of a mistaken selection: Delegates attending access the electronic voting system and re-perform their voting (note that delegates must cast their votes within the electronic voting time specified in the Working Regulations).
  - The ballot is provided by the Company to the Delegates through the electronic voting system.

**Regulations on Nomination, Candidacy, and Election of the Board of Supervisors (BOS)  
for the term 2026 – 2031**

- How to vote:
  - ✓ Delegates vote for a number of candidates equal to the number of members to be elected;
  - ✓ If casting all votes for one candidate or dividing all votes equally among candidates, the delegate marks the “Equal cumulative voting” box of the corresponding candidates.
  - ✓ If casting an unequal number of votes for each candidate, the delegate clearly writes the number of votes in the “Number of votes” box of the corresponding candidates.

**Note:** In case a delegate both marks the “**Equal cumulative voting**” box and writes the quantity in the “Number of votes” box, the result shall be taken according to the quantity in the “**Number of votes**” box.

The following ballots will be considered invalid:

- The number of candidates that the delegate votes for is greater than the number of members to be elected;
- The ballot has a total number of votes for the nominees that exceeds the total number of votes permitted to be cast;
- In case of errors, shareholders can change the voting result (but cannot cancel the voting result); including the results of supplementary voting for issues arising outside the General Meeting agenda. The online system only records the ballot counting for the final voting result at the time of the end of the electronic voting for each round of ballot counting as specified in the working regulations of the General Meeting.
- After the voting ends, the system will record the end of the ballot counting.
- The Ballot Counting Committee is responsible for preparing the ballot counting minutes, announcing the results, and, together with the Presidium, resolving any inquiries or complaints from shareholders (if any).

**VI. Principles for selecting candidates:**

- The elected person is determined based on the number of votes received, from highest to lowest, starting from the candidate with the highest number of votes until the required number of members is reached.
- In case two (02) or more candidates receive the same number of votes for the final member position, a re-election will be conducted among the candidates with the same number of votes.
- If the results of the first round of voting do not reach the required number, the voting will continue until the required number of members is reached.

**VII. Dossier for nomination and candidacy for members of the Board of Supervisors for the term 2026 - 2031:**

The dossier for nomination and candidacy for members of the Board of Supervisors for the

**Regulations on Nomination, Candidacy, and Election of the Board of Supervisors (BOS)  
for the term 2026 – 2031**

term 2026 – 2031 includes:

- The Application letter for nomination and candidacy/Letter of introduction, and the decision on personnel appointment to the Board of Supervisors must include the following basic information: personal information of the Capital representative (Name, date of birth, ID card/Citizen Identity Card number, date of issue, qualification, major), number of shares represented, and clear statement of the representative's participation in the Board of Directors/Board of Supervisors. Shareholders/groups of shareholders may refer to the application letter for nomination and candidacy according to the template attached to This Charter;
- The minutes of the meeting of the group of shareholders nominating and standing for election as members of the Board of Supervisors must include the following basic information: list of the group of shareholders nominating (shareholder name, ID card/Citizen Identity Card, Address, number of shares owned, signature for confirmation), total number of shares of the nominating group of shareholders, information of the nominee (Name, ID card/Citizen Identity Card, date of issue, place of issue, Address, qualification, major, number of shares represented). Shareholders/groups of shareholders may refer to the minutes of the meeting of the group of shareholders nominating and standing for election according to the template attached to This Charter;
- Curriculum Vitae (according to the template).
- Copies of the following documents: Citizen Identity Card/Passport.
- Degrees and certificates of educational level and qualification (If any).

The person nominating a member to the Board of Supervisors shall be responsible before the law and before the General Meeting of Shareholders (GMS) for the accuracy and honesty of the content in their dossier.

The dossier shall be sent to Saigon Tay Do Beer - Beverages Joint Stock Company **before 15:00 on 14 April 2026** at the following address:

**Saigon Tay Do Beer - Beverages Joint Stock Company**

Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

The above is the entire Regulation on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 – 2031 term at the 2026 Annual General Meeting of Shareholders of Saigon Tay Do Beer - Beverages Joint Stock Company, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

This Regulation on election shall take effect immediately after being approved by the General Meeting of Shareholders.

***Recipients:***

- General Meeting of Shareholders;
- Members of the Board of Directors,  
Board of Management, Board of  
Supervisors;
- Archive: Office, Secretary.

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

**PHAN THANH HAI**

*Ho Chi Minh City, April , 2026*

## **REPORT OF THE BOARD OF DIRECTORS ON OPERATING RESULTS IN 2025 AND DEVELOPMENT ORIENTATIONS FOR 2026**

### **To: General Meeting of Shareholders**

The Board of Directors of Saigon - Tay Do Beer - Beverage Joint Stock Company (“Company”) respectfully reports to the General Meeting of Shareholders (GMS) on the operating results in 2025 and development orientations for 2026, with the following main contents:

#### **I. Operating results in 2025**

##### **1. General situation:**

In 2025, the Company's operations were affected by the decline in the beer market and SABECO's ordering plan, leading to a decrease in production volume and business efficiency compared to the plan.

The decrease in Saigon Beer processing volume increased fixed costs per unit of product and directly affected production and business efficiency. The Company's profit was at a low level and mainly came from financial activities.

##### **2. Results of the implementation of business production indicators in 2025**

<b>Indicators</b>	<b>Unit</b>	<b>Implementation 2024</b>	<b>Plan 2025</b>	<b>Implementation 2025</b>
<b>Net revenue</b>	Million VND	326,341	390,866	257,162
<b>Profit after tax</b>	Million VND	4,579	11,592	2,720

Production and business operations in 2025 did not meet the plan assigned by the General Meeting of Shareholders (GMS), mainly due to low consumption volume and market fluctuations. However, the Company still maintained stable operations, ensured solvency, and fully fulfilled its obligations to the State, employees, and partners.

##### **3. Operations of the Board of Directors in 2025**

###### **3.1. Organizing meetings and issuing Resolutions**

In 2025, the Board of Directors (“BOD”) organized 04 in-person meetings and 04 times of collecting opinions in writing, issuing 22 Resolutions to implement the Resolution of the General Meeting of Shareholders (GMS) and timely handle arising issues including:

- Development orientations for production-business

- Financial and capital management
- Investment, personnel organization
- Important transactions and development orientations for new products.

No.	Resolution No.	Date	Content
1	01/2025/NQ-HĐQT	14/2/2025	Approve Proposals No. 05; 06; 07; 08/2025/TTr-TDBECO dated January 17, 2025
2	02/2025/NQ-HĐQT	04/3/2025	Plan for organizing the 2025 General Meeting of Shareholders (GMS)
3	03/2025/NQ-HĐQT	04/3/2025	Dismiss and appoint the Person in charge of corporate governance.
4	04/2025/NQ-HĐQT	04/3/2025	Approve the production-business results of Q4/2024 and Proposals No. 09; 11/2025/TTr-TDBECO dated February 25, 2025
5	05/2025/NQ-HĐQT	04/3/2025	Signing contracts, transactions, procedures for opening accounts, registering services, registering changes, and other services related to bank accounts
6	06/2025/NQ-HĐQT	04/3/2025	Short-term borrowing not exceeding 50 billion VND at Agribank – Saigon Center Branch
7	07/2025/NQ-HĐQT	04/3/2025	Short-term borrowing, loan limit of 80 billion VND at Shinhan Bank Vietnam
8	08/2025/NQ-HĐQT	04/3/2025	Short-term borrowing, loan limit of 100 billion VND at Vietcombank – Can Tho Branch
9	09/2025/NQ-HĐQT	15/4/2025	Approve Proposal No. 12/2025/TTr-TDBECO dated April 05, 2025, on adjusting the draft proposal for 2024 profit distribution and the proposal for 2025 profit distribution plan
10	10/2025/NQ-HĐQT	19/5/2025	Dismiss the General Director.
11	11/2025/NQ-HĐQT	19/5/2025	Dismiss the Deputy General Director, appoint the General Director.
12	12/2025/NQ-HĐQT	19/5/2025	Change the legal representative of TDBECO.

No.	Resolution No.	Date	Content
13	13/2025/NQ-HĐQT	22/5/2025	Select a contractor and propose the signing of a construction contract for “Replacing roofing sheets, insulation panels, and gutters for the main factory with an area of 6,980 m <sup>2</sup> ”.
14	14/2025/NQ-HĐQT	22/5/2025	Select a contractor and propose the signing of a contract for the liquidation of old corrugated iron and accompanying materials.
15	15/2025/NQ-HĐQT	30/6/2025	Approved the business production results for Q1/2025, estimated performance for Q2/2025 and the last 6 months of 2025; Proposal No. 21/2025/TTr-TDBECO dated June 30, 2025, regarding the production and business cooperation for Tây Đô Draft Beer.
16	16/2025/NQ-HĐQT	23/9/2025	Approved the report on business production results for Q2/2025, estimated performance for Q3/2025 and Q4/2025.
17	17/2025/NQ-HĐQT	23/9/2025	Approved the organizational chart of Saigon - Tay Do Beer - Beverage Joint Stock Company , replacing organizational chart No. 01/2022/TDBECO.
18	18/2025/NQ-HĐQT	23/9/2025	Approved the ranking system and salary structure according to the new organizational chart of Saigon - Tay Do Beer - Beverage Joint Stock Company , replacing the old table system issued under Decision 09/2022/QĐ-HĐQT dated April 01, 2022.
19	19/2025/NQ-HĐQT	23/9/2025	Approved the salary payment plan for 2025, in which the first 8 months of the year are applied according to the old salary structure and the remaining 4 months are applied according to the new salary structure.
20	20/2025/NQ-HĐQT	23/9/2025	Did not approve the new salary level for the General Director and Chief Accountant.

No.	Resolution No.	Date	Content
21	21/2025/NQ-HĐQT	28/11/2025	Approved the report on business production results for Q3/2025, estimated performance for Q4/2025.
22	22/2025/NQ-HĐQT	08/12/2025	Approved short-term borrowing at Joint Stock Commercial Bank for Foreign Trade of Vietnam - Tay Can Tho Branch to supplement working capital for the Company's production and business operations.

The issued Resolutions ensure compliance with legal regulations, are consistent with the actual situation and the Company's development orientations.

### **3.2. Supervising the activities of the Board of Management**

The BOD has performed its role of supervising and comprehensively directing the Company's activities, focusing on key areas:

#### **a) Production operations**

In the context of declining Saigon Beer processing volume, the BOD directs the Board of Management to focus on cost control and improving production efficiency to maintain the Company's operations.

The BOD requires reviewing and strictly controlling economic-technical norms, consumption of raw materials and energy, ensuring the quality standards of beer products according to SABECO's requirements.

#### **b) Sales Activities**

The BOD directs adjusting the product structure towards prioritizing products with high economic efficiency, while gradually diversifying revenue sources to reduce dependence on key products.

The Company has initially implemented activities of producing and consuming draft beer since the end of 2025, creating a premise for expanding operations in the coming time.

#### **c) Financial activities**

The Company maintains solvency and manages capital cautiously in conditions of declining revenue. The BOD directs optimizing the use of idle financial resources to improve financial efficiency and ensure capital safety.

#### **d) Investment activities**

The BOD approves necessary investment projects to maintain stable production operations and meet SABECO's technical standards, while strengthening the effective exploitation of invested items to optimize production costs under low-capacity conditions.

**e) Personnel work**

The BOD implements the consolidation of senior personnel and reviews the organizational structure towards being streamlined, suitable for the scale of operations and the actual situation in the current period; at the same time, strengthens operational discipline to gradually stabilize the apparatus and improve operational efficiency.

**3.3. Coordinate with the Board of Supervisors and disclose information**

Based on the reports and recommendations of the Board of Supervisors, the BOD has directed the Board of Management to overcome shortcomings, strengthen internal control and risk management, contributing to ensuring the Company's operations are safe and transparent.

In 2025, the BOD directed the implementation of procedures for registering stock transactions on UPCoM according to regulations and the Company's shares have officially been traded since 2026, contributing to improving transparency, standardizing management, and creating convenience for shareholders.

Thus, the BOD has performed its role of directing, supervising, and making decisions, focusing on maintaining the Company's operations and gradually handling difficulties arising in the context of many challenges in the market and internally.

**4. Remuneration and operating expenses of the BOD in 2025**

The BOD has received remuneration according to Resolution No. 01/2025/NQ-ĐHĐCĐ dated April 21, 2025, of the 2025 Annual General Meeting of Shareholders as follows:

No.	Content	Value (million VND)		Note
		Plan	Implemented	
1	Remuneration	792	792	Remuneration, costs, and other benefits of the Board of Directors and each member are fully Announced in the Company's Financial statements and Annual report in accordance with current regulations.

**5. Report on Transactions**

In 2025, the Company had transactions with a related party, which is Saigon Beer - Alcohol - Beverage Joint Stock Corporation, specifically as follows:

No.	Name of organization/ individual	NSH No.*, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction
1	Saigon Beer - Alcohol Beverage Corporation	Business Registration Certificate No.: 0300583659 issued by the Department of Planning and Investment of Ho Chi Minh City. Initial registration dated April 17, 2008 14th change registration dated September 12, 2025	187 Nguyen Chi Thanh Street, Cho Lon Ward, , Ho Chi Minh City, Vietnam	Year 2025	Production and supply contract. The provisional contract value is 486.4 billion VND (excluding VAT)
2	Saigon Beer - Alcohol Beverage Corporation	Business Registration Certificate No.: 0300583659 issued by the Department of Planning and Investment of Ho Chi Minh City. Initial registration dated April 17, 2008 14th change registration dated September 12, 2025	187 Nguyen Chi Thanh Street, Cho Lon Ward, , Ho Chi Minh City, Vietnam	Year 2025	Contract for purchase and sale of raw materials and production control in 2025. The provisional contract value is 192.3 billion VND (excluding VAT)
3	Saigon Beer - Alcohol Beverage Corporation	Business Registration Certificate No.: 0300583659 issued by the Department of Planning and Investment of Ho Chi Minh City.	187 Nguyen Chi Thanh Street, Cho Lon Ward, , Ho Chi Minh City, Vietnam	Year 2025	Contract No. 57/2024/TDBE CO for applying scratch card labels for Lager beer cans,

No.	Name of organization/ individual	NSH No.*, date of issue, place of issue	Address	Time of transactions with the Company	Content, quantity, total value of transaction
		Initial registration dated April 17, 2008 14th change registration dated September 12, 2025			RCP6 Tet promotion, with a value of: 43.22 million VND (excluding VAT)

Transactions with related parties are carried out on a transparent basis, complying with legal regulations and ensuring the interests of the Company and shareholders.

## II. ORIENTATIONS FOR 2026

In 2026, the BOD determines that the Company will continue to face many challenges, so the top priority is to stabilize operations, consolidate internal affairs, and manage risks in the context of a volatile market.

The BOD has agreed on a number of key business indicators to submit to the General Meeting of Shareholders (GMS) for consideration and approval as follows:

Indicators	Unit	Actual 2025	Plan 2026
Total revenue	Million VND	499,071	474,855
Profit before tax	Million VND	5,510	3,715
Profit after tax	Million VND	2,720	1,689

At the same time, to implement the Company's business plans in 2026, the Board of Directors directs the key tasks including:

- Maintain production operations closely following SABECO's ordering plan, while optimizing capacity and controlling costs.
- Gradually diversify products and revenue sources based on exploiting existing capabilities.
- Strengthen financial management, ensure liquidity safety and capital usage efficiency.
- Review, consolidate the organization and improve operational discipline to stabilize the apparatus.

- Strengthen internal control and risk management to protect the interests of shareholders.

The above is the report on the operating results in 2025 and the operating orientations for 2026 of the BOD.

The BOD is fully aware of its responsibilities to shareholders and the current challenges of the Company, will continue to closely supervise management activities, focus on maintaining operations, and gradually improve efficiency in the coming time.

The BOD respectfully thanks the trust and companionship of the Shareholders in the current period.

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

**Phan Thanh Hai**



**Saigon - Tay Do Beer - Beverage  
Joint Stock Company**

Financial Statements for the year ended  
31 December 2025

**Saigon - Tay Do Beer - Beverage Joint Stock Company  
Corporate Information**

**Enterprise Registration  
Certificate No.**

1800641942

21 September 2006

The Company's enterprise registration certificate has been amended several times. The most recent of which is by Enterprise Registration Certificate No. 1800641942 dated 6 November 2025. The initial enterprise registration certificate and its amendments were issued by the Department of Planning and Investment of Can Tho City.

**Board of Directors**

Mr. Phan Thanh Hai	Chairman
Mrs. Tran Le Hoa	Member
Mr. Van Thanh Liem	Member
Mrs. Nguyen Thi Kim Cuc	Member
Mr. Le Hoang Thinh	Member

**Board of Supervisors**

Mrs. Tran Thi Loan Anh	Head of Board of Supervisors
Mrs. Nguyen Dong Diem Tram	Member
Mr. Pham Van Tien	Member

**Board of Management**

Mr. Tran Van Sang	General Director (from 1 June 2025) Deputy General Director (until 1 June 2025)
Mr. Nguyen Dang Huy	General Director (until 1 June 2025)

**Registered Office**

Tra Noc 1 Industrial Zone  
Thoi An Dong Ward  
Can Tho City  
Vietnam

**Auditor**

KPMG Limited  
Vietnam

## Saigon - Tay Do Beer - Beverage Joint Stock Company Statement of the Board of Management

The Board of Management of Saigon - Tay Do Beer - Beverage Joint Stock Company (“the Company”) presents this statement and the accompanying financial statements of the Company for the year ended 31 December 2025.

The Board of Management is responsible for the preparation and true and fair presentation of the financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises and the relevant statutory requirements applicable to financial reporting. In the opinion of the Board of Management:

- (a) the financial statements set out on pages 5 to 31 give a true and fair view of the financial position of the Company as at 31 December 2025, and of its results of operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises and the relevant statutory requirements applicable to financial reporting; and
- (b) at the date of this statement, there are no reasons to believe that the Company will not be able to pay its debts as and when they fall due.

The Board of Management has, on the date of this statement, authorised the accompanying financial statements for issue.



On behalf of the Board of Management

Tran Van Sang  
General Director

Can Tho City, 19 March 2026



KPMG Limited Branch  
No. 115 Nguyen Hue Street,  
Sai Gon Ward, Ho Chi Minh City, Vietnam  
+84 (28) 3821 9266 | kpmg.com.vn

## **INDEPENDENT AUDITOR'S REPORT**

### **To the Shareholders Saigon - Tay Do Beer - Beverage Joint Stock Company**

We have audited the accompanying financial statements of Saigon - Tay Do Beer - Beverage Joint Stock Company ("the Company"), which comprise the balance sheet as at 31 December 2025, the statements of income and cash flows for the year ended and the explanatory notes thereto which were authorised for issue by the Company's Board of Management on 19 March 2026, as set out on pages 5 to 31.

### **Management's Responsibility**

The Company's Board of Management is responsible for the preparation and true and fair presentation of these financial statements in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises and the relevant statutory requirements applicable to financial reporting, and for such internal control as the Board of Management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and true and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Company's Board of Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



## Auditor's Opinion

In our opinion, the financial statements give a true and fair view, in all material respects, of the financial position of Saigon - Tay Do Beer - Beverage Joint Stock Company as at 31 December 2025 and of its results of operations and its cash flows for the year then ended in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises and the relevant statutory requirements applicable to financial reporting.

### KPMG Limited Branch

Vietnam

Audit Report No.: 25-01-00546-26-1



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Nguyễn Thủy Ninh  
Practicing Auditor Registration  
Certificate No. 4623-2023-007-1  
*Deputy General Director*

Ho Chi Minh City, 19 March 2026

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Nguyễn Anh Tuấn  
Practicing Auditor Registration  
Certificate No. 0436-2023-007-1



**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Balance sheet as at 31 December 2025**

**Form B 01 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

	Code	Note	31/12/2025 VND	1/1/2025 VND
<b>ASSETS</b>				
<b>Current assets</b> (100 = 110 + 120 + 130 + 140 + 150)	<b>100</b>		<b>314,146,740,475</b>	<b>340,236,521,133</b>
<b>Cash and cash equivalents</b>	<b>110</b>	<b>5</b>	<b>813,499,026</b>	<b>32,656,274,392</b>
Cash	111		163,499,026	256,274,392
Cash equivalents	112		650,000,000	32,400,000,000
<b>Short-term financial investments</b>	<b>120</b>		<b>250,860,000,000</b>	<b>243,870,000,000</b>
Held-to-maturity investments	123	6(a)	250,860,000,000	243,870,000,000
<b>Accounts receivable – short-term</b>	<b>130</b>		<b>25,969,459,020</b>	<b>31,577,077,543</b>
Accounts receivable from customers	131	7	19,670,457,066	26,176,097,618
Prepayments to suppliers	132		464,560,926	210,600,000
Other short-term receivables	136	8	5,834,441,028	5,190,379,925
<b>Inventories</b>	<b>140</b>	<b>9</b>	<b>36,000,539,543</b>	<b>31,951,860,217</b>
<b>Other current assets</b>	<b>150</b>		<b>503,242,886</b>	<b>181,308,981</b>
Short-term prepaid expenses	151		503,242,886	181,308,981
<b>Long-term assets</b> (200 = 220 + 240 + 250 + 260)	<b>200</b>		<b>81,343,218,603</b>	<b>98,170,804,275</b>
<b>Fixed assets</b>	<b>220</b>		<b>77,737,109,676</b>	<b>86,116,973,727</b>
Tangible fixed assets	221	10	77,737,109,676	86,116,973,727
Cost	222		536,459,347,794	526,842,533,830
Accumulated depreciation	223		(458,722,238,118)	(440,725,560,103)
<b>Long-term work in progress</b>	<b>240</b>		<b>321,300,000</b>	<b>-</b>
Construction in progress	242	11	321,300,000	-
<b>Long-term financial investments</b>	<b>250</b>		<b>-</b>	<b>10,200,000,000</b>
Equity investments in other entities	253	6(b)	5,000,000,000	5,000,000,000
Allowance for diminution in the value of long-term financial investments	254	6(b)	(5,000,000,000)	(5,000,000,000)
Held-to-maturity investments	255		-	10,200,000,000
<b>Other long-term assets</b>	<b>260</b>		<b>3,284,808,927</b>	<b>1,853,830,548</b>
Long-term prepaid expenses	261	12	3,249,478,927	1,818,500,548
Long-term tools, supplies and spare parts	263		35,330,000	35,330,000
<b>TOTAL ASSETS (270 = 100 + 200)</b>	<b>270</b>		<b>395,489,959,078</b>	<b>438,407,325,408</b>

*The accompanying notes are an integral part of these financial statements*

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Balance sheet as at 31 December 2025 (continued)**

**Form B 01 – DN**

(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)

	Code	Note	31/12/2025 VND	1/1/2025 VND
<b>RESOURCES</b>				
<b>LIABILITIES (300 = 310)</b>	<b>300</b>		<b>118,871,241,134</b>	<b>164,436,590,225</b>
<b>Current liabilities</b>	<b>310</b>		<b>118,871,241,134</b>	<b>164,436,590,225</b>
Accounts payable to suppliers	311	13	1,847,055,426	8,831,526,977
Advances from customers	312		-	42,993,897
Taxes payable to State Treasury	313	14	31,457,926,230	41,833,457,027
Payables to employees	314		2,563,102,668	3,971,350,942
Accrued expenses	315		94,246,000	781,044,078
Other short-term payables	319	15	2,843,775,843	2,860,708,459
Short-term borrowings	320	16	79,470,964,456	105,650,336,419
Bonus and welfare fund	322	17	594,170,511	465,172,426
<b>EQUITY (400 = 410)</b>	<b>400</b>		<b>276,618,717,944</b>	<b>273,970,735,183</b>
<b>Owners' equity</b>	<b>410</b>	<b>18</b>	<b>276,618,717,944</b>	<b>273,970,735,183</b>
Share capital	411	19	200,000,000,000	200,000,000,000
- Ordinary shares with voting rights	411a		200,000,000,000	200,000,000,000
Share premium	412		21,938,000,000	21,938,000,000
Investment and development fund	418	20	41,451,256,847	41,451,256,847
Retained profits	421		13,229,461,097	10,581,478,336
- Retained profits brought forward	421a		10,781,478,336	6,660,568,528
- Retained profit for the current year	421b		2,447,982,761	3,920,909,808
<b>TOTAL RESOURCES</b>	<b>440</b>		<b>395,489,959,078</b>	<b>438,407,325,408</b>
<b>(440 = 300 + 400)</b>				

19 March 2026

Prepared by:



Tran Thanh Phuong  
General Accountant

Reviewed by:



Phan Duy Linh  
Chief Accountant

Approved by:



Tran Van Sang  
General Director

The accompanying notes are an integral part of these financial statements

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Statement of income for the year ended 31 December 2025**

**Form B 02 – DN**  
*(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

	Code	Note	2025 VND	2024 VND
<b>Revenue from sales of goods and provision of services</b>	<b>01</b>	<b>22</b>	<b>257,257,490,408</b>	<b>326,534,272,578</b>
<b>Revenue deductions</b>	<b>02</b>	<b>22</b>	<b>95,407,631</b>	<b>193,118,271</b>
<b>Net revenue from sale of goods and provision of services (10 = 01 - 02)</b>	<b>10</b>	<b>22</b>	<b>257,162,082,777</b>	<b>326,341,154,307</b>
<b>Cost of goods sold and services provided</b>	<b>11</b>	<b>23</b>	<b>242,277,063,746</b>	<b>303,384,213,247</b>
<b>Gross profit (20 = 10 - 11)</b>	<b>20</b>		<b>14,885,019,031</b>	<b>22,956,941,060</b>
Financial income	21	24	14,448,381,292	11,568,113,577
Financial expenses	22	25	2,714,740,360	2,460,293,462
<i>In which: Interest expense</i>	23		<i>2,640,225,264</i>	<i>2,437,614,911</i>
Selling expenses	25		1,719,628,994	2,377,380,414
General and administration expenses	26	26	13,385,896,027	15,823,055,143
<b>Net operating profit (30 = 20 + (21 - 22) - (25 + 26))</b>	<b>30</b>		<b>11,513,134,942</b>	<b>13,864,325,618</b>
Other income	31		157,784,510	174,626,261
Other expenses	32	27	6,160,640,550	6,196,189,801
<b>Results of other activities (40 = 31 - 32)</b>	<b>40</b>		<b>(6,002,856,040)</b>	<b>(6,021,563,540)</b>
<b>Accounting profit before tax (50 = 30 + 40)</b>	<b>50</b>		<b>5,510,278,902</b>	<b>7,842,762,078</b>
<b>Income tax expense – current</b>	<b>51</b>	<b>29</b>	<b>2,790,298,056</b>	<b>3,263,973,402</b>
<b>Income tax expense – deferred</b>	<b>52</b>	<b>29</b>	<b>-</b>	<b>-</b>
<b>Net profit after tax (60 = 50 - 51 - 52)</b>	<b>60</b>		<b>2,719,980,846</b>	<b>4,578,788,676</b>
<b>Earnings per share</b>				
Basic earnings per share	70	30	122	206

19 March 2026

Prepared by:

  
Tran Thanh Phuong  
General Accountant

Reviewed by:

  
Phan Duy Linh  
Chief Accountant

Approved by:

  
  
Tran Van Sang  
General Director

*The accompanying notes are an integral part of these financial statements*

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Statement of cash flows for the year ended 31 December 2025**  
**(Indirect method)**

**Form B 03 – DN**

*(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

	Code	2025 VND	2024 VND
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
<b>Accounting profit before tax</b>	<b>01</b>	<b>5,510,278,902</b>	<b>7,842,762,078</b>
<b>Adjustments for</b>			
Depreciation	02	17,996,678,015	19,388,384,052
Profits from investing activities	05	(14,448,381,292)	(11,503,438,990)
Interest expense	06	2,640,225,264	2,437,614,911
<b>Operating profit before changes in working capital</b>	<b>08</b>	<b>11,698,800,889</b>	<b>18,165,322,051</b>
Change in receivables	09	6,937,730,271	(6,665,374,700)
Change in inventories	10	(4,048,679,326)	(2,744,706,112)
Change in payables and other liabilities	11	(19,570,166,900)	16,791,274,601
Change in prepaid expenses	12	(1,752,912,284)	(240,397,971)
		<b>(6,735,227,350)</b>	<b>25,306,117,869</b>
Interest paid	14	(2,640,225,264)	(2,437,614,911)
Corporate income tax paid	15	(2,535,106,369)	(2,978,753,334)
Other payments for operating activities	17	(143,000,000)	(1,425,952,962)
<b>Net cash flows from operating activities</b>	<b>20</b>	<b>(12,053,558,983)</b>	<b>18,463,796,662</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Payments for additions to fixed assets	21	(9,938,113,964)	(1,298,260,877)
Placements for term deposits at banks	23	(357,910,000,000)	(365,170,000,000)
Collections of term deposits at banks	24	361,120,000,000	349,340,000,000
Receipts of interests	27	13,118,269,544	11,254,330,872
<b>Net cash flows from investing activities</b>	<b>30</b>	<b>6,390,155,580</b>	<b>(5,873,930,005)</b>

*The accompanying notes are an integral part of these financial statements*

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Statement of cash flows for the year ended 31 December 2025**  
**(Indirect method – continued)**

**Form B 03 – DN**

*(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

	Code	2025 VND	2024 VND
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Proceeds from short-term borrowings	33	281,735,745,620	300,349,947,420
Payments to settle loan principals	34	(307,915,117,583)	(272,901,675,835)
Payments of dividends	36	-	(10,000,000,000)
<b>Net cash flows from financing activities</b>	<b>40</b>	<b>(26,179,371,963)</b>	<b>17,448,271,585</b>
<b>Net cash flows during the year (50 = 20 + 30 + 40)</b>	<b>50</b>	<b>(31,842,775,366)</b>	<b>30,038,138,242</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>60</b>	<b>32,656,274,392</b>	<b>2,618,136,150</b>
<b>Cash and cash equivalents at the end of the year (70 = 50 + 60) (Note 5)</b>	<b>70</b>	<b>813,499,026</b>	<b>32,656,274,392</b>


19 March 2026

Prepared by:



Tran Thanh Phuong  
General Accountant

Reviewed by:



Phan Duy Linh  
Chief Accountant

Approved by:



Tran Van Sang  
General Director

*The accompanying notes are an integral part of these financial statements*

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025**

**Form B 09 – DN**  
*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

## **1. Reporting entity**

### **(a) Ownership structure**

Saigon - Tay Do Beer - Beverage Joint Stock Company (“the Company”) is incorporated as a joint stock company in Vietnam.

The Company’s shares were officially traded on the unlisted public companies market (UPCoM) on the Hanoi Stock Exchange in accordance with Announcement No. 1506/QĐ-SGDHN dated 29 December 2025 of the Hanoi Stock Exchange with trading code of STD.

### **(b) Principal activities**

The principal activities of the Company are to produce and trade beer and malt products, liquor, non-alcoholic beverages, mineral water.

### **(c) Normal operating cycle**

The normal operating cycle of the Company is generally within 12 months.

### **(d) Company structure**

As at 31 December 2025, the Company had 107 employees (1/1/2025: 113 employees).

## **2. Basis of preparation**

### **(a) Statement of compliance**

These financial statements have been prepared in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises and the relevant statutory requirements applicable to financial reporting.

### **(b) Basis of measurement**

The financial statements, except for the statement of cash flows, are prepared on the accrual basis using the historical cost concept. The statement of cash flows is prepared using the indirect method.

### **(c) Annual accounting period**

The annual accounting period of the Company is from 1 January to 31 December.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**

**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

**(d) Accounting and presentation currency**

The Company's accounting currency is Vietnam Dong ("VND"), which is also the currency used for financial statements presentation purpose.

**3. Summary of significant accounting policies**

The following significant accounting policies have been adopted by the Company in the preparation of these financial statements.

**(a) Foreign currency transactions**

Transactions in currencies other than VND during the year have been translated into VND at rates of exchange ruling at the transaction dates.

Monetary assets and liabilities denominated in currencies other than VND are translated into VND at the account transfer buying rate and account transfer selling rate, respectively, at the end of the annual accounting period quoted by the commercial bank where the Company most frequently conducts transactions.

All foreign exchange differences are recorded in the statement of income.

**(b) Cash and cash equivalents**

Cash comprises cash balances and call deposits. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

**(c) Investments**

**(i) Held-to-maturity investments**

Held-to-maturity investments are those that the Company's management has the intention and ability to hold until maturity. Held-to-maturity investments are term deposits at banks held to maturity and stated at costs.

**(ii) Investments in equity instruments of other entities**

Investments in equity instruments of other entities are initially recognised at cost which include purchase price plus any directly attributable transaction costs. Subsequent to initial recognition, these investments are stated at cost less allowance for diminution in value.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**

**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

An allowance is made for diminution in investment values if the investee has suffered a loss which may cause the Company to lose its invested capital, unless there is evidence that the value of the investment has not been diminished. The allowance is reversed if the investee subsequently made a profit that offsets the previous loss for which the allowance had been made. An allowance is reversed only to the extent that the investment's carrying amount does not exceed the carrying amount that would have been determined if no allowance had been recognised.

**(d) Accounts receivable**

Trade and other receivables are stated at cost less allowance for doubtful debts.

**(e) Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on a weighted average basis and includes all costs incurred in bringing the inventories to their present location and condition. Cost in the case of finished goods and work in progress includes raw materials, direct labour and attributable manufacturing overheads. Net realisable value is the estimated selling price of inventory items, less the estimated costs of completion and estimated costs to sell.

The Company applies the perpetual method of accounting for inventories.

**(f) Tangible fixed assets**

**(i) Cost**

Tangible fixed assets are stated at cost less accumulated depreciation. The initial cost of a tangible fixed asset comprises its purchase price, including import duties, non-refundable purchase taxes and any directly attributable costs of bringing the asset to its working condition for its intended use. Expenditure incurred after tangible fixed assets have been put into operation, such as repair and maintenance and overhauls cost, is charged to the statement of income in the year in which the costs are incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of tangible fixed assets beyond their originally assessed standard of performance, the expenditure is capitalised as an additional cost of tangible fixed assets.

**(ii) Depreciation**

Depreciation is computed on a straight-line basis over the estimated useful lives of tangible fixed assets. The estimated useful lives are as follows:

▪ buildings and structures	8 – 15 years
▪ machinery and equipment	7 – 12 years
▪ motor vehicles	6 – 12 years
▪ office equipment	3 – 8 years

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

**(g) Construction in progress**

Construction in progress represents the costs of tangible and intangible fixed assets which have not been fully completed or installed. No depreciation is provided for construction in progress during the year of construction and installation.

**(h) Long-term prepaid expenses**

**(i) Returnable packaging**

Returnable packaging includes bottle shell for bottled drinking water being used in the Company's production and business activities and is initially stated at cost. Returnable packaging is amortised on a straight-line basis over 2 to 3 years.

**(ii) Tools and instruments**

Tools and instruments include assets held for use by the Company in the normal course of business whose costs of individual items are less than VND30 million and therefore not qualified for recognition as fixed assets under prevailing regulation. Costs of tools and instruments is amortised on a straight-line basis over 2 to 3 years.

**(i) Trade and other payables**

Trade and other payables are stated at their cost.

**(j) Provisions**

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

***Severance allowance***

Under the Vietnamese Labour Code, when an employee who has worked for 12 months or more ("the eligible employees") voluntarily terminates his/her labour contract, the employer is required to pay the eligible employee severance allowance calculated based on years of service and employee's compensation at termination. Provision for severance allowance should be provided based on employees' years of service and their average salary for the six-month period prior to the end of the annual accounting period. For the purpose of determining the number of years of service by an employee, the year for which the employee participated in and contributed to unemployment insurance in accordance with prevailing laws and regulations and the year for which severance allowance has been paid by the Company are excluded.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

The Company applied Circular 180/2012/TT-BTC issued by the Ministry of Finance on 24 October 2012 (“Circular 180”), which provides that a provision for severance allowance is not made for severance obligations in respect of the current employees. The provisions of this Circular are different from those of Vietnamese Accounting Standard No. 18 - *Provisions, Contingent Assets and Liabilities* (“VAS 18”), which requires a provision to be recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

**(k) Share capital**

***Ordinary shares***

Ordinary shares are stated at par value. Excess of cash received from shares issue over par value is recorded as share premium. Incremental costs directly attributable to the issue of shares, net of tax effects, are recognised as a deduction from share premium.

**(l) Taxation**

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in the statement of income except to the extent that it relates to items recognised directly to equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the annual accounting period, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities using the tax rates enacted or substantively enacted at the end of the annual accounting period.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

**(m) Revenue and other income**

**(i) Goods sold**

Revenue from the sales of goods is recognised in the statement of income when significant risks and rewards of ownership have been transferred to the buyer. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due or possible return of goods. Revenue on sales of goods is recognised at the net amount after deducting sales discounts stated on the invoice.



**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

**(ii) Services rendered**

Revenue from services rendered is recognised in the statement of income in proportion to the stage of completion of the transaction. The stage of completion is assessed by reference to surveys of work performed. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due.

**(iii) Interest income**

Interest income is recognised in the statement of income on a time proportion basis with reference to the principal outstanding and the applicable interest rate.

**(iv) Dividend income**

Dividend income is recognised when the right to receive dividend is established. Share dividends are not recognised as income. Dividends received which are attributable to the year before investment acquisition date are deducted from the carrying amount of the investment.

**(n) Leases**

Leases in terms of which the Company, as lessee, does not assume substantially all the risks and rewards of ownership are classified as operating leases and are not recognised in the Company's balance sheet.

Payments made under operating leases are recognised in the statement of income on a straight-line basis over the term of the lease. Lease incentives received are recognised in the statement of income as an integral part of the total lease expense over the term of the lease.

**(o) Borrowing costs**

Borrowing costs are recognised as an expense in the year in which they are incurred, except where the borrowing costs relate to borrowings in respect of the construction of qualifying assets, in which case the borrowing costs incurred during the year of construction are capitalised as part of the cost of the assets concerned.

**(p) Earnings per share**

The Company presents basic earnings per share ("EPS") for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders (after deducting any amounts appropriated to bonus and welfare fund for the annual accounting period) of the Company by the weighted average number of ordinary shares outstanding during the year.

The Company did not have potentially dilutive shares, and therefore does not present diluted earnings per share is not applied.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

**(q) Segment reporting**

A segment is a distinguishable component of the Company that is engaged either in providing related products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company's primary format for segment reporting is based on business segments.

**(r) Related parties**

Parties are considered to be related to the Company if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions, or where the Company and the other party are subject to common control or significant influence. Related parties may be individuals or corporate entities and include close family members of any individual considered to be a related party.

**(s) Comparative information**

Comparative information in these financial statements is presented as corresponding figures. Under this method, comparative information for the prior year is included as an integral part of the current year financial statements and is intended to be read only in relation to the amounts and other disclosures relating to the current year. Accordingly, the comparative information included in these financial statements is not intended to present the Company's financial position, results of operation or cash flows for the prior year.

**4. Segment reporting**

The Company's principal business activities are to produce and trade beers. Other activities are to provide office and warehousing services and to provide domestic travel services. During the year, other activities accounted for an insignificant proportion of total revenue and operating results of the Company, accordingly, the financial information presented in the balance sheet as at 31 December 2025 and 1 January 2025 and revenue and expenses presented in the statement of income for the years ended 31 December 2025 and 31 December 2024 were mainly related to the Company's principal business activities.

Geographically, the Company only operates in the territory of Vietnam.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
dated 22 December 2014 of the Ministry of Finance)*

**5. Cash and cash equivalents**

	<b>31/12/2025</b>	<b>1/1/2025</b>
	<b>VND</b>	<b>VND</b>
Cash on hand	72,770,037	87,553,446
Cash in banks	90,728,989	168,720,946
Cash equivalents (*)	650,000,000	32,400,000,000
	<hr/>	<hr/>
	813,499,026	32,656,274,392

- (\*) Cash equivalents represented term deposits at banks with original terms to maturity of three months or less from their transaction dates and earned interest at rates by 4.75% per annum (1/1/2025: 4.75% per annum).

**6. Investments**

**(a) Held-to-maturity investments – short-term**

Held-to-maturity investments – short-term represented term deposits at banks with terms of maturity of more than 3 months from their transaction dates and within 12 months from the reporting date. Held-to-maturity investments – short-term are denominated in VND and earned interest at rates ranging from 4.1% to 7.9% per annum (1/1/2025: from 4.2% to 6.0% per annum).

As at 31 December 2025, short-term held-to-maturity investments with the carrying value of VND35,710 million were pledged with banks as security for loans granted to the Company (1/1/2025: VND 52,850 million) (Note 16).

**(b) Equity investments in other entities**

Company name	Number of shares	% equity owned and voting rights	<b>31/12/2025 and 1/1/2025</b>		
			<b>Cost VND</b>	<b>Fair value VND</b>	<b>Allowance VND</b>
Sai Gon - Kien Giang Beer Joint Stock Company	500,000	4.3%	5,000,000,000	(*)	(5,000,000,000)

- (\*) The Company has not determined the fair value of this investment for disclosure in the financial statements because information about its market price is not available and there is currently no guidance on determination of fair value using valuation techniques under Vietnamese Accounting Standards, the Vietnamese Accounting System for Enterprises. The fair value of this investment may differ from its carrying amount.

**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

Movements in the allowance for equity investments during the year were as follows:

	<b>2025</b> <b>VND</b>	<b>2024</b> <b>VND</b>
Opening balance and closing balance	5,000,000,000	5,000,000,000

**7. Accounts receivable from customers****Accounts receivable from customers detailed by significant customers**

	<b>31/12/2025</b> <b>VND</b>	<b>1/1/2025</b> <b>VND</b>
<b>Related Parties</b>		
Saigon Beer - Alcohol - Beverage Corporation	17,632,536,707	25,593,577,798
Sai Gon Beer Trading Company Limited	829,724,600	53,538,220
<b>Third Parties</b>		
Other customers	1,208,195,759	528,981,600
	<u>19,670,457,066</u>	<u>26,176,097,618</u>

The trade related amounts due from related parties were unsecured, interest free and are receivable upon demand.

**8. Other short-term receivables**

	<b>31/12/2025</b> <b>VND</b>	<b>1/1/2025</b> <b>VND</b>
Interest income receivables	5,821,941,028	4,491,829,280
Others	12,500,000	698,550,645
	<u>5,834,441,028</u>	<u>5,190,379,925</u>

**9. Inventories**

	<b>31/12/2025</b>		<b>1/1/2025</b>	
	<b>Cost</b> <b>VND</b>	<b>Allowance</b> <b>VND</b>	<b>Cost</b> <b>VND</b>	<b>Allowance</b> <b>VND</b>
Raw materials	13,411,851,097	-	14,171,236,261	-
Tools and supplies	2,484,087,049	-	3,368,338,249	-
Work in progress	6,050,892,468	-	12,613,399,697	-
Finished goods	14,053,708,929	-	1,798,886,010	-
	<u>36,000,539,543</u>	<u>-</u>	<u>31,951,860,217</u>	<u>-</u>

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**  
*(Issued under Circular No. 200/2014/TT-BTC*  
*dated 22 December 2014 of the Ministry of Finance)*

**10. Tangible fixed assets**

	<b>Buildings and structures VND</b>	<b>Machinery and equipment VND</b>	<b>Motor vehicles VND</b>	<b>Office equipment VND</b>	<b>Total VND</b>
<b>Cost</b>					
Opening balance	62,520,130,711	456,179,352,854	7,878,596,832	264,453,433	526,842,533,830
Additions	-	5,566,813,964	-	-	5,566,813,964
Transfer from construction in progress	4,050,000,000	-	-	-	4,050,000,000
Closing balance	66,570,130,711	461,746,166,818	7,878,596,832	264,453,433	536,459,347,794
<b>Accumulated depreciation</b>					
Opening balance	54,452,288,057	378,500,819,131	7,507,999,482	264,453,433	440,725,560,103
Charge for the year	1,597,903,980	16,128,348,660	270,425,375	-	17,996,678,015
Closing balance	56,050,192,037	394,629,167,791	7,778,424,857	264,453,433	458,722,238,118
<b>Net book value</b>					
Opening balance	8,067,842,654	77,678,533,723	370,597,350	-	86,116,973,727
Closing balance	10,519,938,674	67,116,999,027	100,171,975	-	77,737,109,676

Included in tangible fixed assets as at 31 December 2025 were assets costing VND285,162 million (1/1/2025: VND267,270 million) which were fully depreciated but still in active use.

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**  
*(Issued under Circular No. 200/2014/TT-BTC  
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**11. Construction in progress**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Opening balance	-	64,674,587
Additions during the year	4,371,300,000	-
Transfer to tangible fixed assets	(4,050,000,000)	-
Written-off	-	(64,674,587)
	<hr/>	<hr/>
Closing balance	321,300,000	-

Major constructions in progress were as follows:

	<b>31/12/2025</b>	<b>1/1/2025</b>
	<b>VND</b>	<b>VND</b>
Machinery and equipment	254,880,000	-
Construction of ramp and manhole at the main gate	66,420,000	-
	<hr/>	<hr/>
	321,300,000	-

**12. Long-term prepaid expenses**

	<b>Returnable</b>	<b>Tools and</b>	<b>Total</b>
	<b>packaging</b>	<b>instruments</b>	<b>VND</b>
	<b>VND</b>	<b>VND</b>	<b>VND</b>
Opening balance	553,022,747	1,265,477,801	1,818,500,548
Additions	477,756,509	2,957,322,550	3,435,079,059
Amortisation for the year	(408,807,717)	(1,595,292,963)	(2,004,100,680)
	<hr/>	<hr/>	<hr/>
Closing balance	621,971,539	2,627,507,388	3,249,478,927



**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)***13. Accounts payable to suppliers****Accounts payable to suppliers detailed by significant suppliers**

	<b>Cost/Amount within repayment capacity</b>	
	<b>31/12/2025</b>	<b>1/1/2025</b>
	<b>VND</b>	<b>VND</b>
<b>Related parties</b>		
Sai Gon Beer Trading Company Limited	33,525,349	17,230,826
Saigon Beer - Alcohol - Beverage Corporation	-	7,857,027,068
<b>Third parties</b>		
Truong Thang Food Processing Limited Company	589,260,000	-
Viet Nam Industrial Energy Electricity - Steam Corporation	292,474,125	-
Phuoc Khang Transportation Company Limited	69,768,000	187,280,000
Other suppliers	862,027,952	769,989,083
	<hr/>	<hr/>
	1,847,055,426	8,831,526,977

The trade related amounts due to related parties were unsecured, interest free and are payable upon demand.

**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)***14. Taxes payable to State Treasury**

	1/1/2025 VND	Incurred VND	Paid VND	Net-off VND	31/12/2025 VND
Special sales tax	35,896,608,750	241,814,012,143	(251,480,035,515)	-	26,230,585,378
Value added tax	4,324,636,221	49,475,633,388	(30,255,710,105)	(20,175,583,543)	3,368,975,961
Corporate income tax	1,574,745,142	2,790,298,056	(2,535,106,369)	-	1,829,936,829
Personal income tax	37,466,914	363,097,427	(372,136,279)	-	28,428,062
Other taxes	-	3,000,000	(3,000,000)	-	-
	41,833,457,027	294,446,041,014	(284,645,988,268)	(20,175,583,543)	31,457,926,230

**15. Other short-term payables**

	31/12/2025 VND	1/1/2025 VND
Short-term deposits and collaterals received	2,592,890,000	2,401,780,000
Others	250,885,843	458,928,459
	2,843,775,843	2,860,708,459

**Saigon - Tay Do Beer - Beverage Joint Stock Company**

**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

**16. Short-term borrowings**

	1/1/2025	Movements during the year		31/12/2025
	Carrying amount/ Amount within repayment capacity VND	Increase VND	Decrease VND	Carrying amount/ Amount within repayment capacity VND
Short-term borrowings	105,650,336,419	281,735,745,620	(307,915,117,583)	79,470,964,456

Terms and conditions of outstanding short-term borrowings were as follows:

	Currency	Annual interest rate	31/12/2025 VND	1/1/2025 VND
▪ Joint Stock Commercial Bank for Foreign Trade of Vietnam (i)	VND	4.5% - 5.8%	79,470,964,456	72,321,590,284
▪ Vietnam Joint Stock Commercial Bank for Industry and Trade	VND	3.5%	-	33,328,746,135
			79,470,964,456	105,650,336,419

- (i) This loan has a credit limit of VND120,000 million and secured by held-to-maturity investments – short-term with carrying value of VND35,710 million as at 31 December 2025 (Note 6(a)) (1/1/2025: VND52,850 million).

**17. Bonus and welfare fund**

This fund is established by appropriating amounts from retained profits as approved by the shareholders at General Meeting of Shareholders. This fund is used to pay bonus and welfare to the Company's employees in accordance with the Company's bonus and welfare policies.

Movements of bonus and welfare fund during the year were as follows:

	2025 VND	2024 VND
Opening balance	465,172,426	1,433,246,520
Appropriation during the year (Note 18)	271,998,085	457,878,868
Utilisation during the year	(143,000,000)	(1,425,952,962)
Closing balance	594,170,511	465,172,426

Saigon - Tay Do Beer - Beverage Joint Stock Company  
Notes to the financial statements for the year ended 31 December 2025 (continued)

Form B 09 – DN  
(Issued under Circular No. 200/2014/TT-BTC  
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18. Changes in owners' equity

	Share capital VND	Share premium VND	Investment and development fund VND	Retained profits VND	Total VND
<b>Balance as at 1 January 2024</b>	200,000,000,000	21,938,000,000	41,451,256,847	6,660,568,528	270,049,825,375
Net profit for the year	-	-	-	4,578,788,676	4,578,788,676
Appropriation to bonus and welfare fund (Note 17)	-	-	-	(457,878,868)	(457,878,868)
Appropriation to social activities fund	-	-	-	(200,000,000)	(200,000,000)
<b>Balance as at 1 January 2025</b>	200,000,000,000	21,938,000,000	41,451,256,847	10,581,478,336	273,970,735,183
Net profit for the year	-	-	-	2,719,980,846	2,719,980,846
Appropriation to bonus and welfare fund (Note 17)	-	-	-	(271,998,085)	(271,998,085)
Adjustments for social activities fund	-	-	-	200,000,000	200,000,000
<b>Balance as at 31 December 2025</b>	200,000,000,000	21,938,000,000	41,451,256,847	13,229,461,097	276,618,717,944



**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**  
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**19. Share capital**

The Company's authorised and issued share capital are:

	<b>31/12/2025 and 1/1/2025</b>	
	<b>Number of shares</b>	<b>VND</b>
<b>Authorised and issued share capital</b>		
Ordinary shares	20,000,000	200,000,000,000
<b>Shares in circulation</b>		
Ordinary shares	20,000,000	200,000,000,000

All ordinary shares have a par value of VND10,000. Each share is entitled to one vote at meetings of the Company. Shareholders are entitled to receive dividend as declared from time to time. All ordinary shares are ranked equally with regard to the Company's residual assets. In respect of shares bought back by the Company, all rights are suspended until those shares are reissued.

There was no movements in share capital during the years ended 31 December 2025 and 31 December 2024.

**20. Investment and development fund**

Investment and development fund was appropriated from retained profits in accordance with the resolution of General Meeting of Shareholders. This fund was established for the purpose of future business expansion.

**21. Off balance sheet items**

**(a) Leases**

The future minimum lease payments under non-cancellable operating leases were:

	<b>31/12/2025</b>	<b>1/1/2025</b>
	<b>VND</b>	<b>VND</b>
Within one year	1,350,735,430	1,296,652,792
From two to five years	5,402,941,718	5,186,611,168
More than five years	8,104,412,578	12,318,201,524
	14,858,089,726	18,801,465,484

**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)***(b) Capital expenditure commitment**

At the reporting date, the Company had the following outstanding capital commitments approved but not provided for in the balance sheet:

	31/12/2025 VND	1/1/2025 VND
Approved and contracted	10,416,357,645	-
Approved but not contracted	3,071,060,555	7,187,000,000
	13,487,418,200	7,187,000,000

**22. Revenue from sales of goods and provision of services**

Total revenue represents the gross value of goods sold and services rendered, exclusive of value added tax and special sales tax.

	2025 VND	2024 VND
Total revenue		
▪ Sales of finished goods	250,715,207,601	320,125,546,426
<i>Sales of finished goods inclusive of special sales tax</i>	492,529,219,744	626,202,417,064
<i>Special sales tax</i>	241,814,012,143	306,076,870,638
▪ Provision of services	576,106,867	1,117,603,489
▪ Others	5,966,175,940	5,291,122,663
	257,257,490,408	326,534,272,578

**23. Cost of goods sold and services provided**

	2025 VND	2024 VND
Total cost of goods sold and services provided		
▪ Finished goods sold	242,108,427,337	303,043,445,684
▪ Others	168,636,409	340,767,563
	242,277,063,746	303,384,213,247

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**  
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**24. Financial income**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Interest income	14,448,381,292	11,568,113,577

**25. Financial expenses**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Interest expenses	2,640,225,264	2,437,614,911
Realised foreign exchange losses	74,515,096	22,678,551
	2,714,740,360	2,460,293,462

**26. General and administration expenses**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Staff costs	5,364,611,337	6,610,979,777
Outside services	3,023,006,235	4,591,098,369
Depreciation	74,118,240	202,828,756
Others	4,924,160,215	4,418,148,241
	13,385,896,027	15,823,055,143

**27. Other expenses**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Depreciation of idle machinery	6,027,086,224	6,033,752,916
Others	133,554,326	162,436,885
	6,160,640,550	6,196,189,801



**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

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**28. Production and business cost by elements**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Raw material costs included in production costs	209,112,146,137	256,136,376,594
Labour and staff costs	23,690,002,256	26,403,266,381
Depreciation	17,996,678,015	19,388,384,052
Outside services	12,125,864,839	15,434,699,863
Other expenses	7,313,278,180	6,027,561,623

**29. Corporate income tax**

**(a) Recognised in the statement of income**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
<b>Current tax expense</b>		
Current year	2,790,298,056	3,263,973,402

**(b) Reconciliation of effective tax rate**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Accounting profit before tax	5,510,278,902	7,842,762,078
Tax at the Company's tax rate	1,102,055,780	1,568,552,416
Non-deductible expenses	1,688,242,276	1,695,420,986
	2,790,298,056	3,263,973,402

**(c) Applicable tax rates**

Under the terms of Income Tax Law, the Company has an obligation to pay the government income tax at the normal income tax rate of taxable profits. The normal income tax rate applicable to enterprises before any incentives is 20%.

**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)***30. Basic earnings per share**

The calculation of basic earnings per share was based on the profit attributable to ordinary shareholders after deducting the amounts appropriated to bonus and welfare fund and a weighted average number of ordinary shares, calculated as follows:

**(i) Net profit attributable to ordinary shareholders**

	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
Net profit for the year	2,719,980,846	4,578,788,676
Appropriation to bonus and welfare fund	(271,998,085)	(457,878,868)
Net profit attributable to ordinary shareholders	2,447,982,761	4,120,909,808

**(ii) Weighted average number of ordinary shares**

There was no movement in the number of shares for the years ended 31 December 2025 and 31 December 2024. The weighted average number of ordinary shares used to calculate basic earnings per share for two presented periods are 20,000,000 shares.

**31. Significant transactions with related parties**

In addition to related party balances disclosed in other notes to the financial statements, the Company had the following significant transactions with related parties during the year:

	<b>Transaction value</b>	
	<b>2025</b>	<b>2024</b>
	<b>VND</b>	<b>VND</b>
<b>Saigon Beer - Alcohol - Beverage Corporation</b>		
Sales of finished goods (inclusive of special sales tax)	486,395,202,400	620,995,469,030
Sales of services	45,393,760	-
Purchases of raw materials	192,278,606,439	242,268,985,107
Purchase of services	72,990,620	-
Sales of raw materials	-	77,685,348
Dividends paid	-	1,440,750,000
<b>Western - Sai Gon Beer Joint Stock Company</b>		
Purchases of raw materials	21,296,296	-
Purchases of services	60,760,800	-
Dividends paid	-	945,903,500
<b>Chuong Duong Beverages Joint Stock Company</b>		
Dividends paid	-	552,500,000

**Saigon - Tay Do Beer - Beverage Joint Stock Company****Notes to the financial statements for the year ended 31 December 2025 (continued)****Form B 09 – DN***(Issued under Circular No. 200/2014/TT-BTC dated 22 December 2014 of the Ministry of Finance)*

	Transaction value	
	2025 VND	2024 VND
<b>Sa Be Co Mechanical Company Limited</b>		
Purchases of raw materials	-	135,400,000
Purchases of consulting service	-	225,000,000
Purchase of services	-	130,000,000
Purchase of tools and supplies	3,429,377,500	-
<b>Saigon Song Hau Beer Trading Joint Stock Company</b>		
Purchases of goods	164,595,820	206,055,570
Dividends paid	-	276,250,000
<b>Saigon Song Tien Beer Trading Joint Stock Company</b>		
Dividends paid	-	276,250,000
<b>Sai Gon Beer Trading Company Limited</b>		
Sales of warehouse rental services	1,497,838,388	949,715,625
Purchases of service	154,309,587	51,449,469
<b>Soc Trang – Sai Gon Beer Joint Stock Company</b>		
Sales of raw materials	3,866,667	-
<b>Board of Directors members</b>		
<i>Fees</i>		
Mr. Phan Thanh Hai - Chairman	216,000,000	150,000,000
Mrs. Tran Le Hoa - Member	144,000,000	166,000,000
Mr. Van Thanh Liem - Member	144,000,000	144,000,000
Mrs. Nguyen Thi Kim Cuc - Member	144,000,000	144,000,000
Mr. Le Hoang Thinh - Member	144,000,000	144,000,000
Mr. Nguyen Huy Thang - Member	-	44,000,000
<b>Board of Directors members</b>		
<i>Fees and remuneration</i>		
Mrs. Tran Thi Loan Anh - Head of Board of Supervisors	108,000,000	108,000,000
Mrs. Nguyen Dong Diem Tram – Member	72,000,000	72,000,000
Mr. Pham Van Tien – Member	72,000,000	72,000,000
<b>Key management personnel</b>		
Salary, bonus and remuneration	902,881,168	1,836,182,784

**Saigon - Tay Do Beer - Beverage Joint Stock Company**  
**Notes to the financial statements for the year ended 31 December 2025 (continued)**

**Form B 09 – DN**

*(Issued under Circular No. 200/2014/TT-BTC  
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**32. Fees paid and payable to the auditors**

	2025 VND	2024 VND
Fees for financial statement audit	89,000,000	85,000,000
Fees for other services (reviews of financial information)	63,000,000	60,000,000
	152,000,000	145,000,000

**33. Comparative information**

The comparative information as at 1 January 2025 was derived from the balances and amounts reported in the Company's financial statements as at and for the year ended 31 December 2024.

19 March 2026

Prepared by:



Tran Thanh Phuong  
General Accountant

Reviewed by:



Phan Duy Linh  
Chief Accountant

Approved by:



Tran Van Sang  
General Director

*Can Tho, April 21, 2026*

**REPORT ON ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025  
AND OPERATIONAL PLAN FOR 2026**

**To: GENERAL MEETING OF SHAREHOLDERS  
SAIGON – TAY DO BEER - BEVERAGE JSC**

- *Pursuant to the Law on Enterprises No. 59/2020/QH14 regarding the responsibilities and rights of the Board of Supervisors;*
- *Pursuant to the Charter and regulations of Sai Gon – Tay Do Beer & Beverage Joint Stock Company;*
- *Pursuant to the Company's operating results;*
- *Pursuant to the activities of the Board of Directors, the Board of Management, and the activities of the Board of Supervisors in 2025.*

The Board of Supervisors of the Company hereby submits to the General Meeting of Shareholders the report on the activities of the Board of Supervisors in 2025 and the operational plan for 2026, specifically as follows:

**I. REMUNERATION, OPERATING EXPENSES, AND OTHER BENEFITS OF THE BOARD OF SUPERVISORS.**

- Remuneration and operating expenses of the Board of Supervisors are implemented in accordance with the Resolution approved by the 2025 GMS.

**II. ACTIVITIES OF THE BOARD OF SUPERVISORS IN 2025.**

**2.1. Summary of the number of meetings of the Board of Supervisors in 2025**

- During the year, the Board of Supervisors held 03 supervisory meetings at the end of each quarter.

**2.2. Supervision of the Company's operations**

- Supervise compliance with the Law, the Charter, and the Company's regulations and bylaws.

- Supervise the deployment and implementation of Resolutions and Decisions of the 2025 Annual General Meeting of Shareholders regarding the Board of Directors (BOD) and the Board of Management;

- Audit monthly, quarterly, semi-annual, and annual financial statements to assess the accuracy and reasonableness of financial data.

- Fully participate in meetings held by the BOD to grasp the operational situation and information regarding the Company's management and administration, and provide opinions within the scope of responsibilities and rights.

- Inspect and supervise other aspects of the Company's operations.

**2.3. Results of supervision of the Company's operations and financial situation**

### 2.3.1. Regarding the Company's operations

- In 2025, the Company's production and delivery situation remained consistent with SABECO's S&OP program.

- Implementation of investment, procurement, and repair items: The Company only achieved 91.28% compared to the approved plan.

- Implementation of economic-technical quota control:

+ Many measures were implemented to improve quotas, but they are not yet optimal, such as electricity and main raw materials; management improvements are also needed to achieve high efficiency.

- Implementation of accounting work:

+ Reasonable cash flow management between deposits and bank loans.

+ Slow-moving inventory accumulation affects product quality, leading to items that cannot be used and must be liquidated, as well as affecting the Company's working capital.

+ Recovery of draft beer debts has not followed the draft beer sales contract.

+ There has been improvement in cost savings; however, many items were still excluded during corporate income tax finalization, which affected the Company's profit (the bottling line has ceased production, etc.).

- Implementation of human resources work:

+ The Company was restructured in September 2025.

+ Payment of salaries, welfare, and other policies for employees in accordance with current regulations.

- Selection of an auditing firm under the authorization of the GMS.

### 2.3.2 Regarding the Company's financial situation

- The 2025 financial statements were audited by KPMG Limited, and the report is complete, clear, and provides a true and fair view of the Company's financial situation.

### 2.3.3 Operating results in 2025.

No.	Indicators	Unit	2024 Actual	2025 Plan	2025 Actual	% %/Plan	% 2024 /2023
<i>A</i>	<i>B</i>	<i>C</i>	<i>1</i>	<i>2</i>	<i>3</i>	$4=3/2$	$5=3/1$
1	Total revenue	Million VND	644,179	773,005	513,519	66.4%	79.7%
2	Profit before tax	Million VND	7,843	16,093	5,510	34.2%	70.3%
3	Profit after tax	Million VND	4,579	11,592	2,720	23.5%	59.4%

### 2.4. Results of supervision of the activities of the Board of Directors and the General Director

- The BOD has directed and supervised the Board of Management in implementing the resolutions and decisions of the GMS. Resolutions and decisions were issued by the BOD in a timely manner and in accordance with the Company's current regulations and the law.

- The Board of Management has implemented the production and business plan in accordance with the Resolutions of the General Meeting of Shareholders and the Resolutions of the Board of Directors.

- On June 1, 2025, General Director Nguyen Dang Huy was dismissed, and a new General Director, Tran Van Sang, was appointed as his replacement.

### **2.5. Results of the assessment of the coordination between the Board of Supervisors and the Board of Directors, the General Director, and shareholders**

- The coordination between the Board of Supervisors and the Board of Directors, the Board of Management, and shareholders is always for the common interest, ensuring compliance with the law, the Charter, and the resolutions of the GMS.

- The Board of Directors and the Board of Management have provided full information regarding the Company's production and business operations and financial situation.

- The Board of Supervisors attended all periodic meetings of the BOD.

- Recommendations made by the Board of Supervisors during meetings were recorded and implemented.

## **III. REPORT ON TRANSACTIONS**

Report assessing transactions between the company, subsidiaries, companies which the Company control with 50% or more of charter capital, and members of the Board of Directors, the General Director, other executives of the enterprise, and affiliated persons of those subjects; Transactions between the company and companies in which members of the Board of Directors, the General Director, or other executives of the enterprise are founding members or managers of the enterprise within the 03 years prior to the time of transaction: (for details, please see the Report on Corporate Governance announced on the Company's Website on January 30, 2026).

## **IV. OPERATIONAL PLAN FOR 2026**

- Continue to perform inspection and supervision work according to the functions and duties stipulated in the Law on Enterprises, the Charter, and other regulations of the Company.

- Coordinate activities with the Board of Directors and the Board of Management to improve the effectiveness of control work and limit any risks or fraud.

The above is the report of the Board of Supervisors for 2025. We look forward to receiving feedback from the General Meeting of Shareholders to help us perform our duties well in the coming term.

Thank you, and we wish the Meeting great success.

**ON BEHALF OF THE BOARD OF  
SUPERVISORS  
HEAD OF THE BOARD**

***Recipients***

- As above
- Archive: BOD, BOS.

**Tran Thi Loan Anh**

No:..../2026/TTr-HĐQT

*Ho Chi Minh City, April ..., 2026*

**DRAFT**

**PROPOSAL**

**For the approval of the Audited Financial Statements for 2025**

**To: General Meeting of Shareholders**

*Pursuant to the Law on Enterprises No. 59/2020/QH14;*

*Pursuant to the Charter and regulations of the Sai Gon - Tay Do Beer - Beverage Joint Stock Company.*

In accordance with the Company's Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the audited financial statements for 2025, audited by KPMG Vietnam LLC (attached).

We kindly request the General Meeting of Shareholders to review and approve.

Sincerely./.

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

No:..../2026/TTr-HDQT

Ho Chi Minh City, April 21, 2026

**DRAFT****PROPOSAL****For the distribution of profits for 2025****To: General Meeting of Shareholders***Pursuant to the Law on Enterprises No. 59/2020/QH14;**Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer - Beverage Joint Stock Company;**Pursuant to the Audited Financial Statements for 2025;**Pursuant to Resolution No. 01/2025/NQ-DHDCD dated April 21, 2025.*

The Board of Directors of Sai Gon -Tay Do Beer - Beverage Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the profit distribution for 2025, as follows:

No.	Description	2025 Plan (Million VND)	Actual 2025 (Million VND)
<b>1</b>	<b>Retained earnings at the beginning of the period</b>	<b>10,781</b>	<b>10,781</b>
<b>2</b>	<b>Profit after tax for the period</b>	<b>11,592</b>	<b>2,720</b>
2.1	Net profit from production and business activities	4,047	-6,667
2.2	Net profit from financial activities (*)	7,545	9,387
<b>3</b>	<b>Profit after tax at the end of the period, of which:</b>	<b>22,273</b>	<b>13,501</b>
3.1	Allocation to the Bonus and Welfare Fund	1,159	272
3.2	Allocation to the Investment and Development Fund	0	0
3.3	Allocation to the Reward Fund for the Board of Directors, Board of Supervisors, and Management Board	0	0
3.4	Allocation to the Social Work Fund	55	55
3.5	Dividend distribution	16,000	10,000
3.6	Dividend payout rate	8%	5%
	<i>Allocation to the Reward Fund exceeding the plan (15% of profit exceeding the plan)</i>	0	0
<b>4</b>	<b>Retained earnings at the end of the period</b>	<b>5,159</b>	<b>3,174</b>

We kindly request the General Meeting of Shareholders to review and approve./.

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

**Recipients:**

- As above;
- Board of Directors, Board of Supervisors;  
General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

No:..../2026/TTr-HDQT

Ho Chi Minh City, April 21, 2026

**DRAFT****PROPOSAL****For the profit distribution plan for 2026****To: General Meeting of Shareholders***Pursuant to the Law on Enterprises No. 59/2020/QH14;**Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer - Beverage Joint Stock Company;*

The Board of Directors of Sai Gon -Tay Do Beer - Beverage Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the profit distribution plan for 2026, as follows:

No.	Description	Actual 2025 (Million VND)	Plan 2026 (Million VND)
<b>1</b>	<b>Retained earnings at the beginning of the period</b>	<b>10,781</b>	<b>3,174</b>
<b>2</b>	<b>Profit after tax for the period</b>	<b>2,720</b>	<b>1,689</b>
2.1	Net profit from production and business activities	-6,667	-9,375
2.2	Net profit from financial activities	9,387	11,064
<b>3</b>	<b>Profit after tax at the end of the period, of which:</b>	<b>13,501</b>	<b>4,863</b>
3.1	Allocation to the Bonus and Welfare Fund (*)	272	(*)
3.2	Allocation to the Investment and Development Fund	0	0
3.3	Allocation to the Reward Fund for the Board of Directors, Board of Supervisors, and Management Board	0	0
3.4	Allocation to the Social Work Fund	55	0
3.5	Dividend distribution	10,000	0
3.6	Dividend payout rate	5%	0%
	<i>Allocation to the Reward Fund exceeding the plan (15% of profit exceeding the plan)</i>	0	0
<b>4</b>	<b>Retained earnings at the end of the period</b>	<b>3,174</b>	<b>4,863</b>

(\*) *The Bonus and Welfare Fund for 2026 is allocated 10% of the net profit.*

We kindly request the General Meeting of Shareholders to review and approve.

Sincerely./.

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

**Recipients:**

- As above;
- Board of Directors, Board of Supervisors;  
General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**



**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

**Address:** Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

**Telephone:** 02923 842 538 **Fax:** 02923 842 310

**Website:** <https://biasaigontaydo.com.vn>

No:..../2026/TTr-HDQT

Ho Chi Minh City, April 21, 2026

**DRAFT****PROPOSAL****For the settlement of salaries, remuneration, and bonuses  
for the Board of Directors and Board of Supervisors in 2025****To: General Meeting of Shareholders***Pursuant to the Law on Enterprises No. 59/2020/QH14;**Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer - Beverage Joint Stock Company;**Pursuant to the Audited Financial Statements for 2025;**Pursuant to Resolution No. 01/2025/NQ-DHDCD dated April 21, 2025.*

The Board of Directors of Sai Gon -Tay Do Beer - Beverage Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval for the settlement of salaries, remuneration, and bonuses for the Board of Directors and Board of Supervisors in 2025, as follows:

**1. The Board of Directors:**

No.	Description	Unit	2025 Plan	Actual 2025
<b>I</b>	<b>Salaries and Bonuses</b>		<b>0</b>	<b>0</b>
1	Number of full-time members	Person	0	0
2	Salary fund	VND	0	0
3	Bonus fund	VND	0	0
<b>II</b>	<b>Remuneration</b>	<b>VND</b>	<b>792,000,000</b>	<b>792,000,000</b>
1	Number of part-time members	Person	05	05
2	Remuneration fund	VND	792,000,000	792,000,000
<b>III</b>	<b>Total Amount</b>	<b>VND</b>	<b>792,000,000</b>	<b>792,000,000</b>

**Note:**

- *Chairman of the Board of Directors: VND 18 million/month; Board of Directors members: VND 12 million/month;*
- *The remuneration is calculated for 12 months.*

**2. The Board of Supervisors:**

No.	Description	Unit	2025 Plan	Actual 2025
<b>I</b>	<b>Salaries and Bonuses</b>		<b>0</b>	<b>0</b>
1	Number of full-time members	Person	0	0
2	Salary fund	VND	0	0
3	Bonus fund	VND	0	0
<b>II</b>	<b>Remuneration</b>	<b>VND</b>	<b>252,000,000</b>	<b>252,000,000</b>
1	Number of part-time members	Person	03	03
2	Remuneration fund	VND	252,000,000	252,000,000
<b>III</b>	<b>Total Amount</b>	<b>VND</b>	<b>252,000,000</b>	<b>252,000,000</b>

**Note:**

- Head of the Board of Supervisors: VND 9 million/month; The Board of Supervisors members: VND 6 million/month;
- The remuneration is calculated for 12 months.

We respectfully submit for the General Meeting of Shareholders' review and approval.

Sincerely./.

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

No:..../2026/TTr-HDQT

Ho Chi Minh City, April 21, 2026

**DRAFT****PROPOSAL****For the salary, remuneration, and bonus plan for the Board of Directors and Board of Supervisors in 2026****To: General Meeting of Shareholders***Pursuant to the Law on Enterprises No. 59/2020/QH14;**Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer - Beverage Joint Stock Company.*

The Board of Directors of Sai Gon - Tay Do Beer - Beverage Joint Stock Company respectfully submits to the General Meeting of Shareholders for approval the salary, remuneration, and bonus plan for the Board of Directors and Board of Supervisors in 2026, as follows:

**1. The Board of Directors:**

No.	Description	Unit	Actual 2025	Plan 2026
<b>I</b>	<b>Salaries and Bonuses</b>		<b>0</b>	<b>0</b>
1	Number of full-time members	Person	0	0
2	Salary fund	VND	0	0
3	Bonus fund	VND	0	0
<b>II</b>	<b>Remuneration</b>	<b>VND</b>	<b>792,000,000</b>	<b>792,000,000</b>
1	Number of part-time members	Person	05	05
2	Remuneration fund	VND	792,000,000	792,000,000
<b>III</b>	<b>Total Amount</b>	<b>VND</b>	<b>792,000,000</b>	<b>792,000,000</b>

**Note:**

- *Chairman of the Board of Directors: VND 18 million/month; Board of Directors members: VND 12 million/month;*
- *The remuneration is calculated for 12 months.*

**2. The Board of Supervisors:**

No.	Description	Unit	Actual 2025	Plan 2026
<b>I</b>	<b>Salaries and Bonuses</b>		<b>0</b>	<b>0</b>
1	Number of full-time members	Person	0	0
2	Salary fund	VND	0	0
3	Bonus fund	VND	0	0
<b>II</b>	<b>Remuneration</b>	<b>VND</b>	<b>252,000,000</b>	<b>252,000,000</b>
1	Number of part-time members	Person	03	03
2	Remuneration fund	VND	252,000,000	252,000,000
<b>III</b>	<b>Total Amount</b>	<b>VND</b>	<b>252,000,000</b>	<b>252,000,000</b>

**Note:**

- Head of the Board of Supervisors: VND 9 million/month; The Board of Supervisors members: VND 6 million/month;
- The remuneration is calculated for 12 months.

We respectfully submit for the General Meeting of Shareholders' review and approval.

Sincerely./.

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

No:..../2026/TTr-HDQT

Ho Chi Minh City, April 21, 2026

**DRAFT**

**PROPOSAL**

**For the selection of the auditing firms for the 2026 fiscal year**

**To: General Meeting of Shareholders**

*Pursuant to the Law on Enterprises No. 59/2020/QH14;*

*Pursuant to the Securities Law No. 54/2019/QH14;*

*Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer – Beverage Joint Stock Company.*

The Board of Directors concurs with the proposal from the Board of Supervisors of Sai Gon - Tay Do Beer - Beverage Joint Stock Company and respectfully submits for the General Meeting of Shareholders to review and approve the list of independent audit firms to audit the financial statements for the fiscal year 2026 and other related periods of the Company, including:

1. Ernst & Young Vietnam LLC;
2. KPMG Vietnam LLC;
3. PwC Vietnam LLC;
4. Deloitte Vietnam LLC.

At the same time, the General Meeting of Shareholders authorizes the Board of Directors to decide on the selection of one independent audit firm from the list above, similar to the independent audit firm appointed for the Saigon Beer - Alcohol - Beverage Joint Stock Corporation (SABECO).

We respectfully submit for the General Meeting of Shareholders' review and approval.

Sincerely./.

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

No:..../2026/TTr-HDQT

*Ho Chi Minh City, ..., 2026*

**DRAFT**

## **PROPOSAL**

### **For the approval of the company's transactions with related parties**

#### **To: General Meeting of Shareholders**

*Pursuant to the Law on Enterprises No. 59/2020/QH14;*

*Pursuant to the Charter and regulations of the Sai Gon – Tay Do Beer - Beverage Joint Stock Company;*

*Pursuant to the business plan for 2026.*

According to Point q, Clause 2, Article 15 of the Company's Charter, which stipulates: *"The General Meeting of Shareholders shall decide on the signing of contracts with the entities specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the total assets of the Company as recorded in the most recent financial statements."*

In order to ensure that the Company's production and business activities comply with legal regulations and the Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders for approval the following transactions and contracts:

1. The contract for purchasing materials and controlling production with Saigon Beer – Alcohol – Beverage Corporation (Business ID: 0300583659).
2. The contract for production cooperation and sale of goods with Saigon Beer – Alcohol – Beverage Corporation (Business ID: 0300583659) and Saigon Beer Trading One Member Limited Liability Company (Business ID: 0303140574).
3. Other transactions and contracts related to the Company's production and business activities with Saigon Beer – Alcohol – Beverage Corporation (Business ID: 0300583659) and its subsidiaries and affiliated companies within the SABECO system.

The contents of the above contracts include standard and necessary terms for the Company's business operations, without causing harm to the Company's interests (*draft contracts are attached*).

The legal representative of the Company is authorized to complete the necessary procedures for signing and executing the contracts, including any detailed agreements, amendments, supplements, replacements, or terminations of the contracts (if any), in accordance with the Company's annual business plan.

We respectfully submit for the General Meeting of Shareholders' review and approval.  
Sincerely./.



**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

**Address:** Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

**Telephone:** 02923 842 538 **Fax:** 02923 842 310

**Website:** <https://biasaigontaydo.com.vn>

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

**Phan Thanh Hai**

**THE SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

**DRAFT OF MAIN CONTENTS OF THE CONTRACT**

**FOR PURCHASE AND SALE OF RAW MATERIALS AND PRODUCTION CONTROL**

This Purchase and Sale of Raw Materials and Production Control Contract (“**Contract**”) is made on ...

*BY and BETWEEN:*

**SAIGON BEER - ALCOHOL - BEVERAGE CORPORATION (SABECO)**, a company established and operating legally under the laws of Vietnam, business registration certificate No.0300583659 issued by the Department of Planning and Investment of Ho Chi Minh City, with its registered address at 187 Nguyen Chi Thanh Street, Cho Lon Ward, Ho Chi Minh City, represented in the signing of this Contract by Mr./Ms. ..., position ....

(hereinafter referred to as “SABECO”)

*AND*

**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY (TDBECO)**, a company established and operating legally under the laws of Vietnam, business registration certificate No.1800641942 issued by the Department of Planning and Investment of Can Tho City on 21/9/2006 and changed for the 10th time on 06/11/2025, represented in the signing of this Contract by Mr./Ms. ..., position ....., as the legal representative of the enterprise

(hereinafter referred to as “Manufacturer”)

Based on the review of the agreed-upon terms and in accordance with the provisions and conditions outlined in this Contract, the Parties hereby understand and agree as follows:

**ARTICLE 1: CONTRACT CONTENT.**

SABECO agrees to sell and the Manufacturer agrees to purchase from SABECO the materials and raw materials used for beer production;

The Parties agree on the control matters during the production process of beer products bearing trademarks owned by SABECO.

**ARTICLE 2: LIST OF GOODS, UNIT PRICE, QUANTITY**

- Quantity, list of goods, unit price: based on the production plan.
  - Provisional unit price: Issued by the Accounting Department/Finance Department of Party A.
- 2.1. The quantity of raw materials mentioned above may vary depending on the quantity of products SABECO assigns to Party B for production.
- 2.2. The unit price of raw materials is the planned price based on the annual production plan, the annual raw material purchase contract plan, and the estimates for the raw material supply process developed by Party A.
- 2.3. Every month, Party A shall send a selling price notification to Party B as a basis for issuing sales invoices during the month.
- 2.4. The unit price of raw materials is provisional; quarterly, based on the actual incurred cost of purchasing raw materials, SABECO shall prepare a price settlement report with the Manufacturer's confirmation. The price settlement report serves as a basis for SABECO to issue price adjustment invoices.

### **ARTICLE 3: METHOD OF DELIVERY AND RECEIPT OF RAW MATERIALS**

#### **3.1. Method of delivery and receipt:**

- Goods shall be delivered in their original packaging, with the markings on the documents matching the markings on the packaging; delivered in multiple shipments throughout the Contract's validity period.
- Quantity and delivery time: to be agreed upon by both parties and Party A shall notify Party B 02 (two) days in advance.

**3.2. Place of delivery:** At Party A's warehouse/at another location as notified by Party A.

#### **3.3. Regarding transportation:**

- Means of transport and transportation costs:
  - Party B is responsible.
  - The transportation unit must inspect the vehicle, the vehicle compartment, and the container to ensure safety and hygiene...
- Loading and unloading costs: each party bears one end.

### **ARTICLE 4: TERMS AND METHODS OF PAYMENT**

#### **4.1. Payment method:**

- The Manufacturer remits payment to SABECO via 100% bank transfer in Vietnamese Dong.

#### **4.2. Method of payment:**

- Payment immediately following invoice issuance and delivery and receipt of goods. In the event that the payment deadline coincides with a Saturday, Sunday, or holiday, the payment date shall be the first working day following the period of non-working days.
- In the event that the two parties reach a different agreement regarding the payment deadline, the two parties must formalize this agreement through a contract addendum.

### **ARTICLE 5: PRODUCTION PROCESS CONTROL**

- The Manufacturer shall be responsible for meticulously controlling input materials provided by SABECO and also those independently procured by the Manufacturer, ensuring that they meet input material technical requirements established by SABECO. The Manufacturer bears responsibility for producing products in precise accordance with technical standards according to SABECO's ISO documentation.
- The Manufacturer shall be responsible for controlling the production process according to relevant provisions within this Contract and related production process guidance documents/regulations provided by SABECO to the Manufacturer.

### **ARTICLE 6: TECHNOLOGY CONFIDENTIALITY**

#### **Responsibilities of Party B:**

- Confidentiality of the documents provided by Party A, refraining from disclosing technological secrets to any third parties. Party B accepts responsibility for preventing its personnel from disclosing Party A's technological secrets. Refrain from utilizing technological processes transferred from Party A to Party B for Saigon Beer production to manufacture any beer that does not bear the Saigon Beer trademark.
- Be responsible for training and assigning personnel to participate in training courses organized and planned by Party A for the purpose of enhancing the knowledge base of the production team.

### **ARTICLE 7: CONTRACT VALIDITY**

- This Contract takes effect from the date of... until... The two parties will then proceed to reconcile the debt and terminate the contract. But it will not be concluded until both parties have fulfilled their obligations under this contract.
- This Contract has been executed in 04 (four) copies; each party retains 02 (two) copies of equal legal validity.

**REPRESENTATIVE OF PARTY A**

**REPRESENTATIVE OF PARTY B**

**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom – Happiness**

**DRAFT OF MAIN CONTENTS OF**  
**PRODUCTION AND SUPPLY CONTRACTS**

No.: ....

**This Contract is made on ..... by and between**

**SAIGON BEER - ALCOHOL - BEVERAGE CORPORATION**

**Hereinafter referred to as “SABECO”**

Address: 187 Nguyen Chi Thanh, Cho Lon Ward, Ho Chi Minh City

Telephone: 028.38294083

Fax: 028.38227142

Account number: ...

Tax code: 0300583659

Representative: ...

Position: ...

**And**

**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

**Hereinafter referred to as “Manufacturer”**

Address: Lot 22 Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

Telephone: 0292.3842538

Fax: 0292.3744689

Account number: ...

Tax code: 1800641942

Representative: ...

Position: ....

**And**

**SAIGON BEER TRADING COMPANY LIMITED**

**Hereinafter referred to as “SATRACO”**

Address: 12, Dong Du, Sai Gon Ward, Ho Chi Minh City

Telephone: ...

Fax: ...

Account number: ...

Tax code: 0303140574

Representative: ...

Position: ...

**ARTICLE 1: SUBJECT AND SCOPE OF THE CONTRACT.**

- SABECO grants the Product manufacturing rights to the Manufacturer for production in accordance with SABECO's Manufacturing Process and Quality Standards.
- The Manufacturer commits to sell and SABECO undertakes to purchase the Products manufactured under this Contract. The Manufacturer may not sell any Product to any party other than SABECO, unless agreed upon in writing by SABECO.
- Product list and quality standards are detailed in the contract appendices.

**ARTICLE 2: PRODUCTION PLAN.**

- SABECO decides and informs the Manufacturer and SATRACO of the production plan. The Annual Production Plan will include the detailed items and corresponding quantities of Product to be produced and distributed for the Manufacturer and SATRACO to arrange and implement. SABECO may adjust the Annual Production Plan from time to time.
- During the Term of the Contract, the Manufacturer shall not simultaneously produce other beers not within the scope of the Product in any form unless agreed upon in writing by SABECO or by another agreement between the parties.

**ARTICLE 3: DELIVERY.**

- Products are delivered at the Manufacturer's warehouse.
- SATRACO informs the Manufacturer and SABECO of the delivery time.
- The Manufacturer shall deliver the goods when SATRACO has fully prepared the means at the Manufacturer's warehouse.

**ARTICLE 4: PRICE AND PAYMENT.**

- The unit price for products purchased by SABECO from the Manufacturer and the unit price for products sold by SABECO to SATRACO are specified in the contract appendix.
- All prices in this Contract include Value Added Tax and Excise Tax as prescribed at the time of payment. - The payment currency is Vietnamese Dong

**ARTICLE 5: TAXES.**

- Each Party shall be solely responsible for all taxes and expenses relating to its business operations. For clarity, the Manufacturer must declare and fully pay excise tax and value-added tax for the Products in accordance with the law.

**ARTICLE 6: QUALITY CONTROL AND RESPONSIBILITY.**

- The Manufacturer shall be solely responsible for the quality of the Products, from production, packaging, inspection, testing, processing, storage and loading/unloading Products onto/from means of transport, in accordance with the Quality Standards and Specifications of SABECO. The Manufacturer must comply with the requirements for production of the Products set forth by SABECO and comply with relevant legal regulations.
- If the Products are found to be non-compliant with SABECO's requirements and relevant legal regulations, SABECO reserves the right to refuse to purchase and not make payment for such non-compliant Products.

**ARTICLE 7: INTELLECTUAL PROPERTY.**

- The Manufacturer and SATRACO acknowledge and agree that SABECO is the sole owner of any intellectual property rights related to the Products.

**ARTICLE 8: TERM AND TERMINATION.**

- This Contract shall be effective from .... ("Effective Date") until terminated by written agreement between the Parties ("Term").

**SABECO  
REPRESENTATIVE**

**MANUFACTURER  
REPRESENTATIVE**

**SATRACO  
REPRESENTATIVE**

No.: /2026/TTr-HĐQT

Ho Chi Minh City, date month year 2026

**DRAFT****PROPOSAL****Re: Updating and supplementing business lines  
and updating and amending the Company's Charter.****Respectfully submitted to: General Meeting of Shareholders**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 and its amending, supplementing, and guiding implementing documents;*

*Pursuant to Decree No. 168/2025/NĐ-CP dated June 30, 2025, on enterprise registration;*

*Pursuant to Decision No. 36/2025/QĐ-TTg dated September 29, 2025, of the Prime Minister on the promulgation of the system of Vietnamese economic sectors;*

*Pursuant to the Charter of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.*

The Board of Directors of Sai Gon - Tay Do Beer - Beverage Joint Stock Company respectfully submits the following matters for the General Meeting of Shareholders' consideration:

**1. Approval of the updating and supplementation of business lines:**

The updating and supplementation of business lines are to ensure compliance with Decision No. 36/2025/QĐ-TTg dated September 29, 2025 of the Prime Minister promulgating the Vietnam Standard Industrial Classification and to align with the Company's business situation, with details as follows:

Current business lines		Proposed amendments and supplements		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
1101	Distilling and blending spirits	1101	Distilling and blending spirits	No change
1102	Manufacture of wine	1102	Manufacture of wine	No change
<b>1103 (Main)</b>	<b>Manufacture of beer and brewer's malt</b>	<b>1103 (Main)</b>	<b>Manufacture of beer</b>	<b>Split into two sector codes</b>

Current business lines		Proposed amendments and supplements		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
		1104	Manufacture of brewer's malt	
1104	Manufacture of non-alcoholic beverages, mineral water	1105	Manufacture of non-alcoholic beverages, mineral water	Re-coded from 1104 to 1105
4633	Wholesale of beverages	4633	Wholesale of beverages	No change
4659	Wholesale of other machinery, equipment, and machine parts (excluding the performance of export, import, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	4659	Wholesale of other machinery, equipment, and machine parts (excluding the performance of export, import, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	No change
4669	Other specialized wholesale not elsewhere classified (excluding the purchase and sale of pesticides and chemicals used in agriculture, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the	4679	Other specialized wholesale not elsewhere classified (excluding the purchase and sale of pesticides and chemicals used in agriculture, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to	Re-coded from 4669 to 4679

Current business lines		Proposed amendments and supplements		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
	right to export, import, or distribute as stipulated by law)		exercise the right to export, import, or distribute as stipulated by law)	
4931	Urban and suburban road passenger transport (excluding bus transport)	4931	Urban and suburban road passenger transport (excluding bus transport)	No change
4932	Other road passenger transport	4932	Other road passenger transport	No change
4933	Road freight transport Details: By conventional truck	4933	Road freight transport Details: By conventional truck	No change
5224	Cargo handling	5224	Cargo handling	No change
6810	Real estate business, land use rights owned by the owner, user, or leased (Excluding investment in construction of cemetery and graveyard infrastructure for transferring land use rights associated with infrastructure)	6810	Real estate business, land use rights owned by the owner, user, or leased <b>Details: Real estate business, warehouse leasing services.</b> (Excluding investment in construction of cemetery and graveyard infrastructure for transferring land use rights associated with infrastructure)	<b>Supplementation of details</b>
7820	Temporary employment services (Excluding services for sending workers abroad under contract)	<b>7821</b>	Temporary employment services (Excluding services for sending workers abroad under contract)	<b>Re-coded from 7820 to 7821</b>
7911	Travel agencies (Excluding travel services for tourists from Vietnam)	7911	<b>Tour agencies</b> (Excluding travel services for tourists)	<b>Updated Industry Name</b>

Current business lines		Proposed amendments and supplements		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
	going abroad)		from Vietnam going abroad)	
7912	Tour operation (Excluding travel services for tourists from Vietnam going abroad)	7912	Tour operation (Excluding travel services for tourists from Vietnam going abroad)	No change
7990	Reservation services and related support services for promotion and organization of tours (Excluding travel services for tourists from Vietnam going abroad)	7990	<b>Other tourism-related activities</b> (Excluding business activities providing services to tourists from Vietnam going abroad)	<b>Updated Industry Name</b>
		3512	<b>Electricity generation from renewable energy sources</b> Details: Solar power generation (excluding electricity transmission, national power system dispatch, distribution grid management, multipurpose hydropower and nuclear power)	<b>Newly registered</b>
		5210	<b>Warehousing and storage</b>	<b>Newly registered</b>

**2. Updating and amending the Company's Charter:**

<b>CONTENTS OF THE CHARTER CURRENT</b>	<b>PROPOSED CONTENTS AMENDMENTS, ADDITIONS</b>	<b>NOTES</b>
<p>- “General Director” - “Deputy General Director”</p>	<p>- “Director” - “Deputy Director”</p>	<p>Change in the title of the legal representative and simultaneous change in the Company's organizational management structure.</p>
<p><b>Clause 1, Article 26. Composition and Term of Members of the Board of Directors</b></p> <p>1. A member of the Company's Board of Directors shall not concurrently serve as a member of the Board of Directors in more than five (05) other companies.</p>	<p><b>Clause 1, Article 26. Composition and Term of Members of the Board of Directors</b></p> <p>1. A member of the company's Board of Directors may concurrently serve as a member of the Board of Directors or a member of the Members' Council of another company, but shall only concurrently serve as a member of the Board of Directors or Members' Council in a maximum of 05 other companies.</p>	<p>Pursuant to Clause 78, Article 1 of Decree 245/2025/ND-CP, effective from September 11, 2025, amending and supplementing Clause 3, Article 275 of Decree 155/2020/ND-CP.</p>
<p><b>Clause 3, Article 26. Composition and Term of Members of the Board of Directors</b></p> <p>3. The composition of the Board of Directors shall be as follows:</p> <p>The composition of the company's Board of Directors</p>	<p><b>Clause 3, Article 26. Composition and Term of Members of the Board of Directors</b></p> <p>3. The composition of the Board of Directors shall be as follows:</p> <p>The composition of the Board of Directors of a public company must comply with the provisions below, and the Company shall maximize efforts to</p>	<p>Pursuant to Clause 79, Article 1 of Decree 245/2025/ND-CP, effective from September 11, 2025, amending and supplementing</p>

<b>CONTENTS OF THE CHARTER CURRENT</b>	<b>PROPOSED CONTENTS AMENDMENTS, ADDITIONS</b>	<b>NOTES</b>
<p>must ensure that at least 1/3 of the total number of Board members are non-executive members. The company shall maximize efforts to limit Board members from concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.</p>	<p>limit Board members from concurrently holding executive positions within the Company to ensure the independence of the Board of Directors.</p> <p>a. There must be at least 01 non-executive member if the company has 03 to 05 members on its Board of Directors;</p> <p>b. There must be at least 02 non-executive members if the company has 06 to 08 members on its Board of Directors;</p> <p>c. There must be at least 03 non-executive members if the company has 09 to 11 members on its Board of Directors.</p>	<p>g Clause 2, Article 276 of Decree 155/2020/ND-CP.</p>
<p><b>Clauses 5, 6, Article 43. Duty of Honesty and Avoidance of Conflicts of Interest</b></p> <p>5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of carrying out related transactions.</p> <p>6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and individuals or organizations related to these</p>	<p><b>Addition of Clause 6 after Clause 5, Article 43. Duty of Honesty and Avoidance of Conflicts of Interest</b></p> <p>5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to others for the purpose of carrying out related transactions.</p> <p>6. The General Director must not be a related person of the enterprise manager, a Supervisor of the company and its parent company, a representative of state capital, or a representative of the enterprise's capital portion in the company and its parent company, as stipulated at Point d, Clause 46, Article 4 of the Securities Law.</p> <p>7. Transactions between the Company</p>	<p>Pursuant to Clause 83, Article 1 of Decree 245/2025/ND-CP, effective from September 11, 2025, supplementing Clause 6, Article 291 of Decree 155/2020/ND-CP.</p>

<b>CONTENTS OF THE CHARTER CURRENT</b>	<b>PROPOSED CONTENTS AMENDMENTS, ADDITIONS</b>	<b>NOTES</b>
parties shall not be void in the following cases: ...	and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executive officers, and individuals or organizations related to these persons shall not be invalidated in the following cases: ...	

The legal representative is assigned to proactively carry out the dossier for updating the business lines under Clause 1, Article 4 of the Company's Charter; update the address of the head office due to changes in administrative boundaries and the Company's website link under Clause 3, Article 2 of the Company's Charter; and update the title of the legal representative.

The Board of Directors is assigned to proactively promulgate the amended Company Charter after receipt of the Enterprise Registration Certificate, the Confirmation of Changes to Enterprise Registration Contents, and the updated Company organizational chart.

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

Sincerely,

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

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors, General Director;
- Corporate Governance Officer;
- Company Secretary;
- Archived: Secretariat.

**Phan Thanh Hai**

**DETAILED CONTENT OF THE AMENDMENT AND SUPPLEMENTATION OF BUSINESS LINES OF SAIGON – TAY DO BEER – BEVERAGE JOINT STOCK COMPANY**

Registered investment and business lines before adjustment		Registered investment and business lines after adjustment pursuant to Decision No. 36/2025/QĐ-TTg		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
1101	Distilling and blending spirits	1101	Distilling and blending spirits	No change
1102	Manufacture of wine	1102	Manufacture of wine	No change
1103 (Main)	Manufacture of beer and brewer's malt	1103 (Main)	<b>Manufacture of beer</b>	<b>Split into two sector codes</b>
		1104	<b>Manufacture of brewer's malt</b>	
1104	Manufacture of non-alcoholic beverages, mineral water	1105	Manufacture of non-alcoholic beverages, mineral water	Re-coded from 1104 to 1105
4633	Wholesale of beverages	4633	Wholesale of beverages	No change

Registered investment and business lines before adjustment		Registered investment and business lines after adjustment pursuant to Decision No. 36/2025/QĐ-TTg		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
4659	Wholesale of other machinery, equipment, and machine parts (excluding the performance of export, import, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	4659	Wholesale of other machinery, equipment, and machine parts (excluding the performance of export, import, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	No change
4669	Other specialized wholesale not elsewhere classified (excluding the purchase and sale of pesticides and chemicals used in agriculture, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	4679	Other specialized wholesale not elsewhere classified (excluding the purchase and sale of pesticides and chemicals used in agriculture, and distribution for goods on the List of goods that foreign investors and foreign-invested economic organizations are not permitted to exercise the right to export, import, or distribute as stipulated by law)	Re-coded from 4669 to 4679
4931	Urban and suburban road passenger transport (excluding bus transport)	4931	Urban and suburban road passenger transport (excluding bus transport)	No change

Registered investment and business lines before adjustment		Registered investment and business lines after adjustment pursuant to Decision No. 36/2025/QĐ-TTg		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
4932	Other road passenger transport	4932	Other road passenger transport	No change
4933	Road freight transport Details: By conventional truck	4933	Road freight transport Details: By conventional truck	No change
5224	Cargo handling	5224	Cargo handling	No change
6810	Real estate business, land use rights owned by the owner, user, or leased (Excluding investment in construction of cemetery and graveyard infrastructure for transferring land use rights associated with infrastructure)	6810	Real estate business, land use rights owned by the owner, user, or leased <b>Details: Real estate business; warehouse leasing services.</b> (Excluding investment in construction of cemetery and graveyard infrastructure for transferring land use rights associated with infrastructure)	Newly registered with detailed scope
7820	Temporary employment services (Excluding services for sending workers abroad under contract)	<b>7821</b>	Temporary employment services (Excluding services for sending workers abroad under contract)	Re-coded from 7820 to 7821

Registered investment and business lines before adjustment		Registered investment and business lines after adjustment pursuant to Decision No. 36/2025/QĐ-TTg		Notes
Industry Code	Industry Name	Industry Code	Industry Name	
7911	Travel agencies (Excluding travel services for tourists from Vietnam going abroad)	7911	<b>Tour agencies</b> (Excluding travel services for tourists from Vietnam going abroad)	Updated sector name
7912	Tour operation (Excluding travel services for tourists from Vietnam going abroad)	7912	Tour operation (Excluding travel services for tourists from Vietnam going abroad)	No change
7990	Reservation services and related support services for promotion and organization of tours (Excluding travel services for tourists from Vietnam going abroad)	7990	<b>Other tourism-related activities</b> (Excluding business activities providing services to tourists from Vietnam going abroad)	Updated sector name
-	Unspecified business line	5210	<b>Warehousing and storage</b>	Newly registered

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**

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# **CHARTER**

## **SAI GON – TAY DO BEER – BEVERAGE JOINT STOCK COMPANY**

*(Issued in accordance with the Resolution of the Annual General Meeting of  
Shareholders 2026*

*of Sai Gon - Tay Do Beer - Beverage Joint Stock Company)*

Can Tho, April 21, 2026



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## **PREAMBLE**

This Charter was adopted pursuant to Resolution No. 01/2026/RES-GMS of the General Meeting of Shareholders dated April 21, 2026.

### **I. DEFINITION OF TERMS IN THE CHARTER**

#### **Article 1. Definition of Terms**

1. In this Charter, the following terms shall be understood as follows:

- a) *Charter Capital* means the total par value of shares sold or subscribed for upon the establishment of a joint stock company and as stipulated in Article 6 of this Charter;
- b) *Voting Capital* means the share capital whose holders possess voting rights on matters falling within the decision-making authority of the General Meeting of Shareholders;
- c) *The Law on Enterprises* means Law on Enterprises No. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- d) *The Law on Securities* means Law on Securities No. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- e) *Vietnam* means the Socialist Republic of Vietnam;
- f) *Establishment Date* means the date on which the Company was initially granted the Enterprise Registration Certificate (Business Registration Certificate and equivalent documents);
- g) *Executive* means the General Director, Deputy General Director, and Chief Accountant;
- h) *Management* means the Chairman of the Board of Directors, members of the Board of Directors, General Director, Deputy General Director, and Chief Accountant;
- i) *Related Person* means an individual or organization as stipulated in Clause 46, Article 4 of the Law on Securities;
- j) *Shareholder* means an individual or organization owning at least one share of the joint stock company;
- k) *Founding Shareholder* means a shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;
- l) *Major Shareholder* means a shareholder as stipulated in Clause 18, Article 4 of the Law on Securities;
- m) *Term of Operation* means the period of operation of the Company as stipulated in Article 2 of this Charter and any extended period (if any) approved by the Company's General Meeting of Shareholders;
- n) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to one or more other provisions or documents shall include any amendments, supplements, or superseding documents.

3. The headings (Sections, Articles of this Charter) are used for convenience in understanding the content and shall not affect the content of this Charter.

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

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

#### 1. Company Name

- Company name in Vietnamese: CÔNG TY CỔ PHẦN BIA – NƯỚC GIẢI KHÁT SÀI GÒN – TÂY ĐÔ

- Company Name in Foreign Language: SAI GON - TAY DO BEER – BEVERAGE JOINT STOCK COMPANY

- Abbreviated Company Name: TDBECO

2. The Company is a joint stock company with legal entity status in accordance with the current laws of Vietnam.

#### 3. Registered Head Office of the Company:

- Head Office Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City, Vietnam.

- Telephone: 02923.842.538

- Fax: 02923.842.310

- E-mail: [info@sgtd.com.vn](mailto:info@sgtd.com.vn)

- Website: [www.biasaigontaydo.com.vn](http://www.biasaigontaydo.com.vn)

4. The Company may establish branches and representative offices within its business areas to achieve its operational objectives, in accordance with the resolutions of the Board of Directors and within the limits permitted by law.

5. Unless its operation is terminated early as stipulated in Clause 2, Article 55, or its operation is extended as stipulated in Article 56 of these Articles of Association, the term of operation of the Company shall be indefinite from the date of its establishment.

### **Article 3. Legal Representative of the Company**

1. The Company shall have two legal representatives: the Chairman of the Board of Directors and the General Director.

2. The rights and obligations of each legal representative are stipulated respectively in Article 29 and Article 35 of these Articles of Association.

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

#### Article 4. Operational Objectives of the Company

1. The main business lines of the Company are:

Industry Code	Industry Name
1101	Distillation, rectification, and blending of spirits
1102	Manufacture of wine
<b>1103 (Main)</b>	<b>Manufacture of beer</b>
<b>1104</b>	<b>Manufacture of malt and beer yeast</b>
<b>1105</b>	Manufacture of non-alcoholic beverages, mineral water
4633	Wholesale of beverages
4659	Wholesale of other machinery, equipment, and spare parts (excluding the export, import, and distribution of goods falling within the List of goods that foreign investors and foreign-invested economic organizations are prohibited from exercising the rights of export, import, and distribution as per legal regulations).
<b>4679</b>	Other specialized wholesale not elsewhere classified (excluding the trade of pesticides and chemicals used in agriculture, and the distribution of goods on 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 as prescribed by law).
4931	Urban and suburban road passenger transport (excluding bus transport)
4932	Other road passenger transport
4933	Road freight transport Details: By conventional trucks
5224	Cargo handling and loading/unloading
6810	Real estate business, including land use rights owned by the proprietor, user, or leased <b>Details: Real estate business, warehouse leasing services.</b> (excluding Investment in constructing infrastructure for cemeteries and

Industry Code	Industry Name
	burial grounds for the purpose of transferring land use rights associated with infrastructure).
7821	Provision of temporary labor (excluding Services for sending laborers to work abroad under contract).
7911	<b>Travel agency services</b> (Excluding business services for tourists traveling from Vietnam abroad).
7912	Tour operation services (Excluding business services for tourists traveling from Vietnam abroad).
7990	<b>Other tourism-related activities</b> (Excluding business services for tourists traveling from Vietnam abroad).
3512	<b>Electricity generation from renewable energy sources</b> <b>Details: Solar power generation (excluding electricity transmission, national power system dispatch, distribution grid management, multipurpose hydropower and nuclear power)</b>
5210	<b>Warehousing and storage</b>

2. The operational objectives of the Company are to effectively mobilize and utilize capital in developing its registered business and production sectors, with the aim of maximizing profits, increasing dividends for shareholders, creating stable employment for employees, contributing to the State budget, and developing the Company.

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

The Company is permitted to conduct business operations according to the registered business lines stipulated in these Articles of Association, having notified the business registration authority of any changes to its registration content and having published them on the National Business Registration Portal.

### **IV. CHARTER CAPITAL, SHARES, FOUNDING SHAREHOLDERS**

#### **Article 6. Charter Capital, Shares, Founding Shareholders**

1. The Company's charter capital is VND 200,000,000,000 (Two hundred billion Vietnamese dong)

The total charter capital of the Company is divided into 20,000,000 shares with a par value of VND 10,000/share.

2. The Company may change its charter capital when approved by the General Meeting of Shareholders and in compliance with the provisions of law.
3. The shares of the Company as of the date these Articles of Association are adopted include ordinary shares. The rights and obligations of shareholders holding each type of share are stipulated in Article 12 and Article 13 of these Articles of Association.
4. The Company may issue other types of preference shares after obtaining the approval of the General Meeting of Shareholders and in compliance with the provisions of law.
5. The Company officially commenced operation as a joint-stock company under Business Registration Certificate No. 1800641942, initially issued by the Department of Planning and Investment of Can Tho City on September 21, 2006. Pursuant to the provisions of the Law on Enterprises, as of the present time, the ordinary shares of the founding shareholders have completed their restricted transfer period.
6. Ordinary shares shall be preferentially offered for sale to existing shareholders in proportion to their ordinary share ownership ratio in the Company, unless the General Meeting of Shareholders decides otherwise. The number of shares not subscribed for by shareholders shall be determined by the Company's Board of Directors. The Board of Directors may distribute those shares to shareholders and others under conditions no more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders approves otherwise or securities laws stipulate otherwise.
7. The Company may purchase shares issued by itself in the manners stipulated in this Charter and current laws.
8. The Company may issue other types of securities as prescribed by law.

#### **Article 7. Share Certificates**

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares held.
2. A share certificate is a type of security certifying the legal rights and interests of its holder in a part of the charter capital of the issuing organization. Share certificates must contain all particulars as prescribed in Clause 1, Article 121 of the Law on Enterprises.
3. Within 60 days from the date of submission of a complete dossier requesting transfer of share ownership as stipulated by the Company, or within two months from the date of full payment for the purchase of shares as stipulated in the Company's share issuance plan (or other period as specified in the issuance terms), the holder of such shares shall be issued a share certificate. The shareholder shall not be required to pay the Company any costs for printing share certificates.
4. In the event that a share certificate is lost, damaged, or otherwise destroyed, the Company shall re-issue the share certificate to the shareholder upon their request. The shareholder's request must include the following particulars:
  - a) Information regarding the lost, damaged, or otherwise destroyed share certificate;

b) A commitment to bear responsibility for any disputes arising from the re-issuance of the new share certificate.

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

The Company's bond certificates or other securities certificates issued shall bear the signature of the legal representative and the seal of the Company.

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

1. All shares shall be freely transferable unless otherwise provided by this Charter and current laws; shares registered for trading on the Stock Exchange shall be transferred in accordance with the provisions of laws on securities and the securities market.

2. Shares that have not been fully paid shall not be transferable and shall not be entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase charter capital from owner's equity, the right to purchase new shares offered for sale, and other benefits as prescribed by law.

### **Article 10. Forfeiture of Shares (for cases during enterprise registration)**

1. In the event that a shareholder fails to fully and timely pay the amount due for the purchase of shares, the Board of Directors shall notify and have the right to demand that such shareholder pay the remaining amount and be liable commensurate with the total par value of the shares registered for purchase for the financial obligations of the Company arising from the failure to make full payment.

2. The aforementioned payment notice must clearly state the new payment deadline (a minimum of 07 days from the date of sending the notice), the place of payment, and must clearly state that if payment is not made as required, the unpaid shares will be forfeited.

3. The Board of Directors shall have the right to forfeit shares that have not been fully and timely paid if the requirements in the aforementioned notice are not fulfilled.

4. Forfeited shares shall be regarded as shares available for offer as stipulated in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale and redistribution thereof under such terms and conditions as the Board of Directors deems appropriate.

5. A shareholder holding forfeited shares shall automatically lose shareholder status with respect to those shares, but shall still be liable commensurate with the total par value of the shares registered for purchase for the Company's financial obligations arising at the time of forfeiture, as decided by the Board of Directors, from the date of forfeiture until the date of payment. The Board of Directors shall have full authority to decide on enforcing the payment of the full value of the shares at the time of forfeiture.

6. The recall notice shall be sent to the holder of the recalled shares prior to the time of recall. The recall shall remain effective even in the event of errors or carelessness in sending the notice.

## **V. ORGANIZATIONAL, GOVERNANCE, AND CONTROL STRUCTURE**

### **Article 11. Organizational, Governance, and Control Structure**

The Company's organizational, governance, and control structure includes:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;
4. The General Director.

## **VI. SHAREHOLDERS AND THE GENERAL MEETING OF SHAREHOLDERS**

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

1. Ordinary shareholders shall have the following rights:
  - a) To attend and speak at meetings of the General Meeting of Shareholders and to exercise voting rights directly or through authorized representatives, as prescribed by law. Each ordinary share shall carry one voting right;
  - b) To receive dividends at the rate determined by the General Meeting of Shareholders;
  - c) To be given priority to purchase new shares corresponding to the proportion of ordinary shares held by each shareholder in the Company;
  - d) To freely transfer their shares to others, except in cases stipulated in Clause 3, Article 120 and Clause 1, Article 127 of the Enterprise Law and other relevant legal provisions;
  - e) To review, look up, and extract information regarding their names and contact addresses in the list of shareholders entitled to vote; to request the amendment of their inaccurate information;
  - f) To review, look up, extract, or make copies of the Company's Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;
  - g) When the Company is dissolved or declared bankrupt, to receive a portion of the remaining assets corresponding to the proportion of shares held in the Company;
  - h) To request the Company to repurchase shares in cases stipulated in Article 132 of the Enterprise Law;
  - i) To be treated equally. Each share of the same type shall entitle the shareholder owning it to equal rights, obligations, and benefits. In cases where the Company has preferred shares, the rights and obligations associated with such preferred shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;
  - j) To fully access periodic and extraordinary information disclosed by the Company as prescribed by law;

- k) To protect their legitimate rights and interests; to request the suspension or cancellation of resolutions or decisions of the General Meeting of Shareholders and the Board of Directors as stipulated by the Enterprise Law;
  - l) Other rights as prescribed by law and this Charter.
2. Shareholders or a group of shareholders owning 05% or more of the total ordinary shares shall have the following rights:
- a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with the provisions of Clause 3, Article 115 and Article 140 of the Enterprise Law;
  - b) To review, look up, and extract minutes and resolutions/decisions of the Board of Directors, semi-annual and annual financial reports, reports of the Board of Supervisors, contracts, transactions requiring Board of Directors approval, and other documents, excluding documents related to the Company's trade secrets and business secrets;
  - c) To request the Board of Supervisors to inspect specific matters related to the Company's management and operational activities when deemed necessary. The request must be in writing and must include the following contents: full name, contact address, nationality, legal personal identification document number for individual shareholders; name, enterprise code or legal organizational document number, head office address for organizational shareholders; the number of shares and the time of share registration for each shareholder, the total number of shares of the entire group of shareholders, and the percentage of ownership in the Company's total shares; the matter to be inspected; and the purpose of the inspection.
  - d) Proposal of matters to be included in the agenda of the General Meeting of Shareholders. The proposal must be in writing and submitted to the Company no later than 03 working days before the opening date. The proposal must clearly state the name of the shareholder, the number of each type of shares held by the shareholder, and the matter proposed to be included in the meeting agenda;
  - e) Other rights as stipulated by law and this Charter.
3. Shareholders or a group of shareholders holding 10% or more of the total ordinary shares shall have the right to nominate individuals to the Board of Directors and the Board of Supervisors. The nomination of individuals to the Board of Directors and the Board of Supervisors shall be carried out as follows:
- a) Ordinary shareholders forming a group to nominate individuals to the Board of Directors and the Board of Supervisors must inform the attending shareholders of the group meeting before the opening of the General Meeting of Shareholders;
  - b) Based on the number of members of the Board of Directors and the Board of Supervisors, the shareholder or group of shareholders specified in this clause shall have the right to nominate one or more individuals, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. Should the number of candidates nominated by the shareholder or group of shareholders be lower than the number of

candidates they are entitled to nominate according to the resolution of the General Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors, and other shareholders.

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

Ordinary shareholders shall have the following obligations:

1. To fully and timely pay for the shares committed to be purchased.
2. Shall not withdraw contributed capital in the form of ordinary shares from the Company by any means, except when the shares are repurchased by the Company or by another party. Should any shareholder withdraw part or all of the contributed share capital contrary to the provisions of this clause, such shareholder and any related interested parties within the Company shall be jointly and severally liable for the Company's debts and other property obligations to the extent of the value of the withdrawn shares and for any damages incurred.
3. To comply with the Company's Charter and the Company's Internal Management Regulations.
4. To comply with the Resolutions and Decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company as stipulated by this Charter and the law; to use the information provided solely for exercising and protecting their lawful rights and interests; strictly prohibit the dissemination or copying and sending of information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting/election rights through the following forms:
  - a) Attend and vote/elect directly at the meeting;
  - b) Authorize another individual or organization to attend and vote/elect at the meeting;
  - c) Attend and vote/elect via online conference, electronic voting, or other electronic forms;
  - d) Send voting/election ballots to the meeting via mail, fax, or email;
7. To be personally responsible when acting on behalf of the Company in any form to commit any of the following acts:
  - a) Violating the law;
  - b) Conducting business and other transactions for self-interest or to serve the interests of other organizations or individuals;
  - c) Paying debts that are not yet due in anticipation of financial risks to the Company.
8. To fulfill other obligations as stipulated by current law.

### **Article 14. General Meeting of Shareholders**

1. The General Meeting of Shareholders comprises all shareholders with voting rights and is the highest decision-making body of the Company. The General Meeting of Shareholders shall

convene annually, once a year, and within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the annual General Meeting of Shareholders if necessary, but not beyond 06 months from the end of the fiscal year. In addition to the annual meeting, the General Meeting of Shareholders may convene extraordinary meetings. The venue for the General Meeting of Shareholders shall be defined as the location where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select a suitable venue. The Annual General Meeting of Shareholders shall resolve matters in accordance with the provisions of law and this Charter, specifically adopting the audited annual financial statements. In the event that the Company's annual financial statements audit report contains material reservations, an adverse audit opinion, or a disclaimer of opinion, the Company must invite a representative of the approved auditing organization that performed the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and the representative of the aforementioned approved auditing organization shall be responsible for attending the Company's Annual General Meeting of Shareholders.

3. The Board of Directors must convene an Extraordinary General Meeting of Shareholders in the following cases:

- a) The Board of Directors deems it necessary for the benefit of the Company;
- b) The remaining number of members of the Board of Directors, members of the Board of Supervisors, is less than the minimum number of members prescribed by law;
- c) At the request of a shareholder or a group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises; the request to convene a General Meeting of Shareholders must be made in writing, clearly stating the reason and purpose of the meeting, with sufficient signatures of the relevant shareholders, or the written request must be prepared in multiple copies and gather sufficient signatures of the relevant shareholders;
- d) At the request of the Board of Supervisors;
- e) Other cases as stipulated by law and this Charter.

4. Convening an Extraordinary General Meeting of Shareholders

- a) The Board of Directors must convene a General Meeting of Shareholders within 30 days from the date the remaining number of members of the Board of Directors, members of the Board of Supervisors, falls below the number stipulated in point (b) of Clause 3 of this Article, or from the date of receiving the request stipulated in point (c) and point (d) of Clause 3 of this Article.
- b) In the event that the Board of Directors fails to convene a General Meeting of Shareholders as stipulated in point (a) of Clause 4 of this Article, then within the subsequent 30 days, the Board of Supervisors shall replace the Board of Directors in convening the General Meeting of Shareholders as stipulated in Clause 3, Article 140 of the Law on Enterprises;
- c) In the event that the Board of Supervisors fails to convene a General Meeting of Shareholders as stipulated in point (b) of Clause 4 of this Article, then a shareholder or

group of shareholders stipulated in point (c) of Clause 3 of this Article shall have the right to request a representative of the Company to convene the General Meeting of Shareholders as stipulated in the Law on Enterprises;

- d) In this case, the shareholder or group of shareholders convening the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting, and making decisions of the General Meeting of Shareholders. All costs for convening and conducting the General Meeting of Shareholders shall be reimbursed by the Company. These costs do not include expenses incurred by shareholders when attending the General Meeting of Shareholders, including accommodation and travel expenses.
- e) Procedures for organizing a General Meeting of Shareholders as stipulated in Clause 5, Article 140 of the Law on Enterprises.

### **Article 15. Rights and Obligations of the General Meeting of Shareholders**

1. The General Meeting of Shareholders shall have the following rights and obligations:

- a) Approving the Company's development orientation;
- b) Deciding the type of shares and the total number of shares of each type authorized for offer; deciding the annual dividend rate for each type of shares;
- c) Electing, removing, dismissing members of the Board of Directors, members of the Board of Supervisors;
- d) Decision to invest in or sell assets with a value of 35% or more of the Company's total asset value as recorded in the Company's most recent financial statements;
- e) Decision to amend and supplement the Company's Articles of Association;
- f) To approve the annual financial statements;
- g) Decision to repurchase more than 10% of the total number of sold shares of each class;
- h) To review and handle violations by members of the Board of Directors and members of the Board of Supervisors that cause damage to the Company and its shareholders;
- i) Decision to reorganize or dissolve the Company;
- j) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- k) To approve, supplement, and amend the Internal Corporate Governance Regulations; the Operating Regulations of the Board of Directors, the Board of Supervisors;
- l) To approve the list of approved auditing firms; to decide on an approved auditing firm to conduct an audit of the Company's operations, and to dismiss an approved auditor when deemed necessary;
- m) Other rights and obligations as prescribed by law.

2. The General Meeting of Shareholders shall discuss and approve the following matters:

- a) The Company's annual business plan;
- b) Audited annual financial statements;
- c) Report of the Board of Directors on the governance and operational results of the Board of Directors and each member thereof;
- d) Report of the Board of Supervisors on the Company's business results, the operational results of the Board of Directors, and the Director;
- e) Self-assessment report on the operational results of the Board of Supervisors and its members;
- f) The dividend rate for each share of each class;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Election, removal, or dismissal of members of the Board of Directors and members of the Board of Supervisors;
- i) Decision on the budget or total remuneration, bonuses, and other benefits for the Board of Directors and the Board of Supervisors;
- j) To approve the list of approved auditing firms; to decide on an approved auditing firm to conduct an audit of the Company's operations when deemed necessary;
- k) To supplement and amend the Company's Articles of Association;
- l) The class and number of new shares to be issued for each class of shares;
- m) Division, demerger, consolidation, merger, or conversion of the Company;
- n) Reorganization and dissolution (liquidation) of the Company and appointment of a liquidator;
- o) Decision to invest in or sell assets with a value of 35% or more of the Company's total asset value as recorded in the Company's most recent financial statements;
- p) Decision to repurchase more than 10% of the total number of sold shares of each class;
- q) The Company enters into contracts or transactions with subjects specified in Clause 1, Article 167 of the Enterprise Law with a value equal to or greater than 35% of the Company's total asset value as recorded in its most recent financial statements;
- r) To approve transactions specified in Clause 4, Article 293 of Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government, detailing the implementation of a number of articles of the Law on Securities;
- s) To approve, supplement, and amend the Internal Corporate Governance Regulations, the Operating Regulations of the Board of Directors, and the Operating Regulations of the Board of Supervisors;
- t) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be submitted for discussion and voting at the General Meeting of Shareholders.

## **Article 16. Authorization to Attend the General Meeting of Shareholders**

1. A shareholder or the authorized representative of an institutional shareholder may attend the meeting directly, or authorize one or more other individuals or organizations to attend the meeting, or attend the meeting through one of the forms specified in Clause 3, Article 144 of the Enterprise Law.

2. The authorization for an individual or organization to represent a shareholder at the General Meeting of Shareholders, as stipulated in Clause 1 of this Article, must be made in writing. The proxy document shall be prepared in accordance with the provisions of civil law and must clearly state the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the content of the authorization, the scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the General Meeting of Shareholders must submit the proxy document upon registration for attendance. In the event of further authorization, the attendee must also present the original proxy document from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. The voting slip/ballot paper of the authorized person attending the meeting, within the scope of authorization, shall remain valid in any of the following circumstances:

- a) The authorizing person has died, has restricted civil act capacity, or has lost civil act capacity;
- b) The authorizing person has revoked the authorization;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This clause shall not apply if the Company receives notification of any of the aforementioned events prior to the opening time of the General Meeting of Shareholders or before the reconvened meeting.

## **Article 17. Changes to Rights**

1. Any alteration or revocation of special rights attached to a class of preferred shares shall be effective only when approved by shareholders representing 65% or more of the total voting rights of all shareholders present at the meeting. A resolution of the General Meeting of Shareholders concerning matters that unfavorably alter the rights and obligations of preferred shareholders shall only be passed if it is approved by preferred shareholders of the same class present at the meeting, holding 75% or more of the total shares of that preferred class, or if it is approved by preferred shareholders of the same class, holding 75% or more of the total shares of that preferred class, in the case of a resolution adopted by means of a written ballot.

2. The convening of a meeting of shareholders holding a class of preferred shares to approve the aforementioned changes to rights shall only be valid if a minimum of 02 shareholders (or their authorized representatives) are present, holding at least 1/3 of the par value of the issued shares of that class. Should the number of representatives be insufficient as stipulated above, the meeting shall be reconvened within the subsequent 30 days, and those holding shares of

that class (regardless of the number of individuals and shares) who are present in person or through their authorized representatives shall be deemed to constitute a sufficient number of required representatives. At the aforesaid meetings of preferred shareholders, those holding shares of that class who are present in person or through a representative may request a secret ballot. Each share of the same class shall have equal voting rights at the aforesaid meetings.

3. The procedures for conducting such separate meetings shall be carried out in a manner analogous to the provisions set forth in Articles 19, 20, and 21 of this Charter.

4. Unless otherwise stipulated by the terms of share issuance, the special rights attached to preference shares regarding some or all matters relating to the distribution of the Company's profits or assets shall not be altered when the Company issues additional shares of the same class.

### **Article 18. Convening Meetings, Meeting Agenda, and Notice for the General Meeting of Shareholders**

1. The Board of Directors shall convene annual and extraordinary General Meetings of Shareholders. The Board of Directors shall convene extraordinary General Meetings of Shareholders in the cases stipulated in Clause 3, Article 14 of these Articles of Association.

2. The person convening the General Meeting of Shareholders shall carry out the following tasks:

- a) Prepare the list of shareholders eligible to attend and vote/elect at the General Meeting of Shareholders. The list of shareholders entitled to attend the General Meeting of Shareholders shall be prepared no more than 10 days before the date the notice of the General Meeting of Shareholders is dispatched. The Company shall announce information regarding the preparation of the list of shareholders entitled to attend the General Meeting of Shareholders at least 20 days prior to the record date;
- b) Prepare the agenda and content of the meeting;
- c) Prepare documents for the meeting;
- d) Draft the resolution of the General Meeting of Shareholders according to the anticipated content of the meeting;
- e) Determine the time and venue for the meeting;
- f) Announce and dispatch the notice of the General Meeting of Shareholders to all shareholders entitled to attend;
- g) Other tasks serving the meeting.

3. The notice of the General Meeting of Shareholders shall be sent to all shareholders by a method ensuring its delivery to the shareholders' contact addresses, and concurrently published on the Company's website and on the websites of the State Securities Commission and the stock exchange where the Company's shares are listed for trading. The convener of the General Meeting of Shareholders must dispatch the notice of meeting to all shareholders on the list of shareholders entitled to attend no later than 21 days prior to the opening date of the meeting

(calculated from the date the notice is validly dispatched or transmitted). The agenda for the General Meeting of Shareholders and documents related to the matters to be voted upon at the meeting shall be sent to the shareholders and/or posted on the Company's website. Should the documents not be attached to the notice of the General Meeting of Shareholders, the notice of meeting must clearly state the link to all meeting documents for shareholders to access, including:

- a) The meeting agenda and documents to be used at the meeting;
- b) The list and detailed information of candidates in the event of electing members of the Board of Directors or members of the Board of Supervisors;
- c) Voting/election ballots;
- d) Draft resolutions for each matter on the meeting agenda.

4. A shareholder or group of shareholders as stipulated in Clause 2, Article 12 of these Articles of Association shall have the right to propose matters for inclusion in the agenda of the General Meeting of Shareholders. Such proposals must be in writing and dispatched to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the shareholder's name, the quantity of each type of shares held by the shareholder, contact address, nationality, Citizen Identity Card number, National ID Card number, Passport number, or other valid personal identification for individual shareholders; name, enterprise code or establishment decision number, and head office address for organizational shareholders; the number and class of shares held by such shareholder, and the matter proposed for inclusion in the meeting agenda.

5. The convener of the General Meeting of Shareholders shall have the right to refuse a proposal as stipulated in Clause 4 of this Article if it falls into one of the following cases:

- a) The proposal is not submitted in accordance with the provisions of Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders holds less than 5% of the ordinary shares as stipulated in Clause 2, Article 12 of this Charter;
- c) The matter proposed does not fall within the scope of authority of the General Meeting of Shareholders to decide;
- d) Other cases as stipulated by law and this Charter.

6. The convener of the General Meeting of Shareholders shall accept and include the proposal stipulated in Clause 4 of this Article into the draft agenda and content of the meeting, except for cases stipulated in Clause 5 of this Article; the proposal shall be officially added to the agenda and content of the meeting if approved by the General Meeting of Shareholders.

### **Article 19. Conditions for Convening a General Meeting of Shareholders**

1. A General Meeting of Shareholders shall be convened when the number of attending shareholders represents more than 50% of the total voting rights.

2. In the event that the first meeting does not meet the conditions for convening as stipulated in Clause 1 of this Article, the notice for the second meeting shall be sent within 30 days from the

date scheduled for the first meeting. The second General Meeting of Shareholders shall be convened when the number of attending shareholders represents 33% or more of the total voting rights.

3. In the event that the second meeting does not meet the conditions for convening as stipulated in Clause 2 of this Article, the notice for the third meeting must be sent within 20 days from the date scheduled for the second meeting. The third General Meeting of Shareholders shall be convened regardless of the total voting rights of the attending shareholders.

## **Article 20. Procedures for Convening and Voting at the General Meeting of Shareholders**

1. Before the commencement of the meeting, the Company must carry out shareholder registration procedures and shall continue registration until all eligible shareholders present have registered in the following order:

a) Upon registering shareholders, the Company shall issue to each shareholder or authorized representative with voting rights a voting card/ballot, which shall record the registration number, the full name of the shareholder, the full name of the authorized representative, and the number of voting rights/ballots of that shareholder. The General Meeting of Shareholders shall discuss and vote on each item on the agenda. Voting shall be conducted by casting affirmative, negative, or abstention votes. The vote counting results shall be announced by the Chairperson or the Vote Counting Committee immediately before the close of the meeting. The General Meeting shall elect those 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 decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of organizational shareholders, or proxy holders arriving after the meeting has commenced shall have the right to register immediately and subsequently participate and vote at the meeting immediately after registration. The Chairperson is not obligated to adjourn the meeting to allow late shareholders to register, and the validity of any matters already voted on or elected prior shall remain unchanged.

2. The election of the Chairperson, Secretary, Shareholder/Delegate Qualification Scrutiny Committee, and Vote Counting Committee shall be stipulated as follows:

a) The Chairman of the Board of Directors shall act as the Chairperson or shall authorize another member of the Board of Directors to act as the Chairperson for the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily incapacitated, the remaining members of the Board of Directors shall elect one from among themselves to act as the Chairperson of the meeting by majority principle. Should a Chairperson not be elected, the Head of the Board of Supervisors shall preside over the General Meeting of Shareholders for the purpose of electing a Chairperson from among those present, and the person with the highest votes shall serve as the Chairperson of the meeting;

b) Except for the case stipulated in Point a of this Clause, the person signing the notice convening the General Meeting of Shareholders shall conduct the meeting for the General

Meeting of Shareholders to elect a chairperson, and the person with the highest number of votes shall serve as the chairperson of the meeting;

c) The chairperson shall appoint one or more persons to serve as the meeting secretary(ies); the Committee for verification of shareholders'/representatives' status shall serve the meeting;

d) 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.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and precisely specify the time allocated for each matter within the meeting program.

4. The chairperson of the meeting has the right to implement necessary and reasonable measures to conduct the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda, and to reflect the will of the majority of attendees.

a) Arranging seating at the venue of the General Meeting of Shareholders;

b) Ensuring the safety of all persons present at the meeting venues;

c) Facilitating shareholders to attend (or continue attending) the meeting. The person convening the General Meeting of Shareholders has full authority to modify the aforementioned measures and to apply all necessary measures. The measures applied may include issuing admission tickets or utilizing other alternative forms.

5. The person convening the meeting or the chairperson of the General Meeting of Shareholders has the following rights:

a) To require all attendees to submit to inspection or other lawful and reasonable security measures;

b) To request competent agencies to maintain order at the meeting; to expel from the General Meeting of Shareholders those persons who do not comply with the chairperson's authority to preside, intentionally disrupt order, impede the normal progress of the meeting, or fail to comply with security check requirements.

6. The chairperson has the right to postpone the General Meeting of Shareholders, where the required number of registered attendees is met, for a maximum of 03 working days from the scheduled opening date of the meeting, and may only postpone the meeting or change its venue in the following cases:

a) The meeting venue does not have sufficient convenient seating for all attendees;

b) The communication facilities at the meeting venue do not ensure that attending shareholders can participate, discuss, and vote;

c) There are attendees obstructing or disrupting order, thereby posing a risk that the meeting cannot be conducted fairly and lawfully.

7. In cases where the chairperson postpones or temporarily suspends the General Meeting of Shareholders contrary to the provisions of Clause 6 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson

and conduct the meeting until its conclusion; all resolutions adopted at that meeting shall be legally effective.

8. In cases where the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders can attend and vote via 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/ND-CP dated December 31, 2020, of the Government, detailing the implementation of a number of articles of the Law on Securities.

### **Article 21. Conditions for Resolutions of the General Meeting of Shareholders to be Adopted**

1. A resolution regarding the following contents shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all shareholders attending and casting votes at the meeting, except for cases stipulated in Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

- a) Types of shares and the total number of shares of each type;
- b) Changes in business lines, industries, and sectors;
- c) Changes in the Company's organizational and management structure;
- d) Investment projects or sales of assets with a value of 35% or more of the total asset value recorded in the Company's latest financial statements;
- e) Reorganization or dissolution of the Company;
- f) Extension of the company's operating period;

2. Resolutions shall be adopted when approved by shareholders owning more than 50% of the total voting shares of all shareholders attending and casting votes at the meeting, except for cases stipulated in Clause 1 of this Article and Clauses 3, 4, and 6 of Article 148 of the Enterprise Law.

Note: In cases where members of the Board of Directors and the Board of Supervisors are elected, if the number of candidates is less than or equal to the number of members of the Board of Directors/Board of Supervisors to be elected, the election of members of the Board of Directors/Board of Supervisors may be conducted either by cumulative voting as described above or by means of direct voting (in favor, against, abstention). The approval ratio for voting by means of direct voting shall be implemented in accordance with Clause 2 of Article 21 of this Charter.

3. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be legal and effective immediately, even if the procedures for convening and adopting such resolutions violate the provisions of the Enterprise Law and this Charter.

## **Article 22. Authority and Procedures for obtaining shareholders' written opinions to adopt a Resolution of the General Meeting of Shareholders**

The authority and procedures for obtaining shareholders' written opinions to adopt a Resolution of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors is authorized to obtain shareholders' written opinions to adopt resolutions of the General Meeting of Shareholders concerning the following matters:
  - a) Amending and supplementing the contents of the company's Charter;
  - b) Approving/amending and supplementing the Internal Regulations on Corporate Governance; the Operating Regulations of the Board of Directors; the Operating Regulations of the Board of Supervisors;
  - c) Company development orientation;
  - d) Types of shares and the total number of shares of each type;
  - e) Electing, relieving, or removing members of the Board of Directors and the Board of Supervisors from office;
  - f) Investment projects or sales of assets with a value equal to or greater than 35% of the total asset value recorded in the company's latest financial statements;
  - g) Adopting annual financial statements;
  - h) Reorganization or dissolution of the company.
  - i) Changes in business lines, industries, and sectors;
  - j) Changes in the company's organizational and management structure;
  - k) Other matters deemed necessary for the Company's benefit.
2. The Board of Directors shall prepare the opinion solicitation forms, the draft resolution of the General Meeting of Shareholders, explanatory documents for the draft resolution, and send them to all shareholders with voting rights no later than 10 days before the deadline for returning the opinion solicitation forms. The requirements and methods for sending opinion solicitation forms and accompanying documents shall be implemented in accordance with the provisions of Clause 3 of Article 18 of this Charter.
3. The opinion solicitation forms must contain the following principal contents:
  - a) Name, head office address, enterprise code;
  - b) Purpose of soliciting opinions;
  - c) Full name, contact address, nationality, personal legal document number for individual shareholders; name, enterprise code or legal document number of the organization, head office address for institutional shareholders, or the full name, contact address, nationality, personal legal document number of the representative of an institutional shareholder; the number of shares of each type and the number of votes held by the shareholder;

- d) Issues for which opinions are to be solicited to adopt a decision;
- e) Voting options, including 'for', 'against', and 'abstain' for each issue put to a vote;
- f) The deadline for returning the completed opinion solicitation form to the Company;
- g) Full name, signature of the Chairman of the Board of Directors.

4. Shareholders may send the completed opinion solicitation form to the Company via post, fax, or email, in accordance with the following provisions:

- a) In the case of sending by post, the completed opinion solicitation form must bear the signature of the individual shareholder, or the authorized representative or legal representative of the institutional shareholder. The opinion solicitation form sent to the Company must be contained in a sealed envelope, and no one shall have the right to open it before the vote counting;
- b) In the case of sending by fax or email, the opinion solicitation form sent to the Company must be kept confidential until the time of vote counting;
- c) Opinion solicitation forms sent to the Company after the deadline specified in the form, or opened in the case of sending by post, or disclosed in the case of sending by fax or email, shall be invalid. An opinion solicitation form that is not returned shall be considered a non-participating vote.

5. The Board of Directors shall count the votes and prepare a vote counting record in the presence of the Board of Supervisors or a shareholder who does not hold a management position in the Company. The vote counting record must include the following main contents:

- a) Name, head office address, enterprise code;
- b) Purpose and issues for which opinions are to be solicited to adopt a resolution;
- c) The number of shareholders with the total number of votes/ballots that participated in the voting/election, distinguishing between valid and invalid votes/ballots, and the method of sending votes/ballots, along with an appendix listing shareholders who participated in the voting/election;
- d) Total number of 'for', 'against', and 'abstain' votes for each issue, and the total number of votes for each candidate (if any);
- e) Issues that have been adopted and the corresponding approval voting ratio;
- f) Full name, signature of the Chairman of the Board of Directors, the vote counter(s), and the vote supervisor(s).

The members of the Board of Directors, the vote counter(s), and the vote supervisor(s) shall be jointly and severally liable for the truthfulness and accuracy of the vote counting record; they shall also be jointly and severally liable for damages arising from decisions adopted due to dishonest or inaccurate vote counting.

6. The vote counting record and the resolution must be sent to the shareholders within 15 days from the date of conclusion of the vote counting. The sending of the vote counting record and

resolution may be substituted by their publication on the Company's website within 24 hours from the time of conclusion of the vote counting.

7. The answered opinion solicitation forms, the vote counting record, the adopted resolution, and all related documents sent with the opinion solicitation forms must all be kept at the Company's head office.

8. A resolution adopted through the written solicitation of opinions from shareholders, if approved by shareholders holding more than 50% of the total voting rights of all shareholders entitled to vote, shall have the same validity as a resolution adopted at a General Meeting of Shareholders.

### **Article 23. Resolutions, Minutes of the General Meeting of Shareholders**

1. The General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or recorded and stored in other electronic forms. The minutes must be prepared in Vietnamese, may additionally be prepared in a foreign language, and shall include the following principal contents:

- a) Name, address of the head office, enterprise code;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and content of the meeting;
- d) Full name of the chairperson and secretary;
- e) Summary of the meeting's proceedings and opinions expressed at the General Meeting of Shareholders on each matter on the agenda;
- f) Number of shareholders and total voting shares of shareholders attending the meeting, appended list of registered shareholders, shareholder representatives attending the meeting with their corresponding number of shares and votes;
- g) Total voting shares for each matter voted upon, clearly stating the voting method, total valid votes, invalid votes, votes for, votes against, and abstentions; the corresponding percentage of the total voting shares of shareholders attending the meeting;
- h) Summary of votes for each candidate (if any);
- i) Matters that have been approved and their corresponding approval voting share percentages;
- j) Full names and signatures of the chairperson and secretary. Should the chairperson or secretary refuse to sign the minutes, these minutes shall be valid if signed by all other attending members of the Board of Directors and contain full contents as prescribed in this clause. The minutes shall clearly state the refusal of the chairperson or secretary to sign the minutes.

2. The minutes of the General Meeting of Shareholders must be prepared and approved before the conclusion of the meeting. The chairperson and secretary of the meeting or other signatories of the minutes shall be jointly and severally liable for the truthfulness and accuracy of the minutes' contents.

3. Minutes prepared in both Vietnamese and a foreign language shall have the same legal validity. In case of any discrepancy in content between the Vietnamese and foreign language versions of the minutes, the content in the Vietnamese version shall prevail.

4. Resolutions, Minutes of the General Meeting of Shareholders, appended list of shareholders registered to attend the meeting, power of attorney to attend the meeting, all documents attached to the Minutes (if any), and related documents accompanying the notice of meeting invitation must be stored at the Company's head office.

Resolutions, Minutes of the General Meeting of Shareholders, and accompanying documents within the minutes and resolutions must be disclosed in accordance with the law on information disclosure in the stock market.

#### **Article 24. Request for Annulment of a Resolution of the General Meeting of Shareholders**

Within 90 days from the date of receipt of a resolution or minutes of a General Meeting of Shareholders or minutes of vote counting results from a General Meeting of Shareholders' opinion poll, a shareholder or group of shareholders as stipulated in Clause 2, Article 115 of the Law on Enterprises shall have the right to request a Court or Arbitration to review and annul the resolution or a part of the content of the General Meeting of Shareholders' resolution in the following cases:

1. The order and procedures for convening the meeting and making decisions by the General Meeting of Shareholders seriously violate the provisions of the Law on Enterprises and the company's Charter, except for the case specified in Clause 3, Article 21 of this Charter.
2. The content of the resolution violates the law or this Charter.

### **VII. BOARD OF DIRECTORS**

#### **Article 25. Nomination and Candidacy for Board of Directors Membership**

1. Should candidates for the Board of Directors be identified, the Company shall disclose information related to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's electronic information portal, enabling shareholders to research these candidates before casting their votes. Each candidate for the Board of Directors must provide a written commitment regarding the honesty and accuracy of the personal information disclosed and must undertake to perform their duties with integrity, diligence, and in the best interests of the Company if elected as a member of the Board of Directors. The information related to Board of Directors candidates to be disclosed shall include:

- a) Full name, date of birth;
- b) Educational qualifications;
- c) Professional qualifications;
- d) Work experience;

- e) Other managerial positions (including Board of Directors memberships in other companies);
- f) Interests related to the Company and its related parties;

The Company shall be responsible for disclosing information about companies in which the candidate holds a position as a member of the Board of Directors, other managerial positions, and any related interests the Board of Directors candidate has with the company (if any).

2. Shareholders or groups of shareholders owning 10% or more of the total ordinary shares shall have the right to nominate candidates for the Board of Directors in accordance with the provisions of the Enterprise Law and this Charter. Shareholders holding ordinary shares may consolidate their voting rights to nominate candidates for the Board of Directors. A shareholder or group of shareholders holding from 10% to less than 20% of the total voting shares may nominate one (01) candidate; from 20% to less than 30% may nominate a maximum of two (02) candidates; from 30% to less than 40% may nominate a maximum of three (03) candidates; from 40% to less than 50% may nominate a maximum of four (04) candidates; from 50% to less than 65% may nominate a maximum of five (05) candidates; and from 65% or more may nominate a maximum of seven (07) candidates.

3. In the event that the number of candidates for the Board of Directors, through nomination and self-nomination, remains insufficient as stipulated in Clause 5, Article 115 of the Enterprise Law, the incumbent Board of Directors shall propose additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The proposal of additional candidates by the incumbent Board of Directors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with the law.

4. Members of the Board of Directors must satisfy the standards and conditions stipulated in Clause 1, Clause 2, Article 155 of the Enterprise Law and this Charter.

## **Article 26. Composition and Term of Office of Board of Directors Members**

1. A member of the Company's Board of Directors may concurrently serve as a member of the Board of Directors or a member of the Members' Council of another company, but may only concurrently hold such positions in a maximum of 05 other companies.

2. The number of members of the Board of Directors shall be 5. The term of office for a member of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. In the event that all members of the Board of Directors simultaneously complete their terms, these members shall continue to serve as members of the Board of Directors until new members are elected to replace them and take over their duties.

3. The composition of the Board of Directors is as follows:

The structure of the Board of Directors of a public company must comply with the provisions below, and the Company shall minimize the number of Board of Directors members concurrently holding executive positions of the Company to ensure the independence of the Board of Directors.

- a. There must be at least 01 non-executive member in cases where the company has 03 to 05 Board of Directors members;
  - b. There must be at least 02 non-executive members in cases where the company has 06 to 08 Board of Directors members;
  - c. There must be at least 03 non-executive members in cases where the company has 09 to 11 Board of Directors members.
4. A Board of Directors member shall cease to be a Board of Directors member in the following cases:
- a. Being relieved of duties, dismissed, or replaced by the General Meeting of Shareholders in accordance with the provisions of Article 160 of the Enterprise Law;
  - b. Providing incorrect personal information when submitting it to the Company as a candidate for the Board of Directors.
  - c. Other cases as stipulated by law and this Charter.
5. The appointment of a Board of Directors member must be disclosed in accordance with the legal provisions on information disclosure in the securities market.
6. A Board of Directors member is not necessarily required to be a shareholder of the Company.

#### **Article 27. Rights and Obligations of the Board of Directors**

1. The Board of Directors is the Company's management body, vested with full authority on behalf of the Company to decide upon and exercise the Company's rights and obligations, except for those rights and obligations that fall under the authority of the General Meeting of Shareholders.
2. The rights and obligations of the Board of Directors are stipulated by law, this Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors has the following rights and obligations:
  - a) Deciding on the Company's strategy, medium-term development plan, and annual business plan;
  - b) Proposing the type of shares and the total number of shares of each type authorized for offering;
  - c) Deciding on the sale of unsold shares within the scope of shares of each type authorized for offering; deciding on raising additional capital through other forms;
  - d) Deciding on the selling price of the Company's shares and bonds;
  - e) Deciding on the repurchase of shares in accordance with the provisions of Clauses 1 and 2 of Article 133 of the Enterprise Law;
  - f) Deciding on investment plans and investment projects within the authority and limits stipulated by law;
  - g) Deciding on market development, marketing, and technology solutions;

- h) Approving contracts for purchase, sale, borrowing, lending, and other contracts and transactions with a value of 35% or more of the total asset value recorded in the Company's latest financial report, except for contracts and transactions falling under the decision-making authority of the General Meeting of Shareholders as stipulated at Point d, Clause 2, Article 138, and Clauses 1 and 3 of Article 167 of the Enterprise Law;
  - i) Electing, relieving of duties, and dismissing the Chairman of the Board of Directors; deciding on the appointment, relief of duties, signing of contracts, termination of contracts, and determining salaries, remuneration, bonuses, and other benefits for the Executive Officer and positions appointed by the Board of Directors; appointing authorized representatives to participate in the Members' Council or General Meeting of Shareholders of other companies, and determining the remuneration and other benefits of such individuals;
  - j) Supervising and directing the Executive Officer in managing the Company's daily business operations;
  - k) Deciding on the Company's organizational structure and internal management regulations, deciding on the establishment of subsidiaries, branches, representative offices, and the contribution of capital to, or purchase of shares of, other enterprises;
  - l) Approve the agenda and documents for the General Meeting of Shareholders, convene the General Meeting of Shareholders, or solicit opinions for the General Meeting of Shareholders to adopt a resolution.
  - m) Submit the audited annual financial statements to the General Meeting of Shareholders.
  - n) Recommend the dividend payout rate; decide on the time limit and procedures for dividend payment or address losses incurred during business operations.
  - o) Recommend the reorganization or dissolution of the Company; petition for the Company's bankruptcy.
  - p) Decide to promulgate the Operating Regulations of the Board of Directors; the Internal Corporate Governance Regulations, after approval by the General Meeting of Shareholders; and the Regulations on the Company's Information Disclosure.
  - q) Request the Manager and Executive to provide information and documents concerning the financial status and business operations of the company and its internal units.
  - r) The Manager and Executive, when requested, shall provide timely, complete, and accurate information and documents as required by a member of the Board of Directors. The procedures for requesting and providing information are specifically stipulated in the Operating Regulations of the Board of Directors.
  - s) Other rights and obligations as prescribed by the Law on Enterprises, the Law on Securities, other legal provisions, and these Articles of Association.
3. The Board of Directors shall report its operational results to the General Meeting of Shareholders as stipulated in Article 280 of Decree No. 155/2020/ND-CP dated December 31,

2020, of the Government, which elaborates on the implementation of a number of articles of the Law on Securities.

### **Article 28. Remuneration, Bonuses, and Other Benefits of Board of Directors Members.**

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on business results and performance.
2. Members of the Board of Directors shall be entitled to receive work remuneration and bonuses. Work remuneration shall be calculated based on the number of working days required to complete the duties of a Board of Directors member and the daily remuneration rate. The Board of Directors shall estimate the remuneration for each member by unanimous consent. The total remuneration and bonuses for the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.
3. The remuneration of each Board of Directors member shall be included in the Company's business expenses in accordance with corporate income tax laws, presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at the annual meeting.
4. A Board of Directors member holding an executive position, or a Board of Directors member serving on sub-committees of the Board of Directors, or performing other tasks beyond the ordinary scope of duties of a Board of Directors member, may be paid additional remuneration in the form of a lump-sum fee per occasion, salary, commission, percentage of profit, or other forms as decided by the Board of Directors.
5. Members of the Board of Directors shall be entitled to reimbursement for all travel, accommodation, and other reasonable expenses that they have incurred in the performance of their duties as Board of Directors members, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors, or its sub-committees.
6. Members of the Board of Directors may be covered by liability insurance purchased by the Company, subject to the approval of the General Meeting of Shareholders. This insurance shall not cover liabilities of Board of Directors members related to violations of the law and the Company's Articles of Association.

### **Article 29. Chairperson of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected, relieved from duty, and dismissed by the Board of Directors from among its members.
2. The Chairperson of the Board of Directors shall not concurrently hold the position of General Director.
3. The Chairperson of the Board of Directors shall have the following rights and obligations:
  - a) To prepare the agenda and operational plans for the Board of Directors;
  - b) To prepare the agenda, content, and documents for meetings; to convene, preside over, and chair meetings of the Board of Directors;

- c) To organize the adoption of resolutions and decisions of the Board of Directors;
- d) To supervise the process of organizing the implementation of resolutions and decisions of the Board of Directors;
- e) To chair meetings of the General Meeting of Shareholders;
- f) Other rights and obligations as prescribed by the Law on Enterprises and this Charter.

4. Should the Chairperson of the Board of Directors resign or be relieved from duty or dismissed, the Board of Directors shall elect a replacement within 10 days from the date of receiving the resignation letter or the date of being relieved from duty or dismissed.

5. Should the Chairperson of the Board of Directors be absent or unable to perform their duties, they must authorize in writing another member to exercise the rights and obligations of the Chairperson of the Board of Directors. In cases where there is no authorized person, or the Chairperson of the Board of Directors dies, is missing, is in temporary detention, is serving a prison sentence, is undergoing administrative sanction at a compulsory detoxification center or compulsory education center, absconds from their place of residence, has their civil act capacity restricted or lost, has difficulties in perception or mastering their behavior, or is prohibited by the Court from holding certain positions, practicing certain professions, or performing certain jobs, the remaining members shall elect one person from among themselves to hold the position of Chairperson of the Board of Directors based on the principle of majority approval of the remaining members, until a new decision is made by the Board of Directors.

### **Article 30. Meetings of the Board of Directors**

1. The Chairperson of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of conclusion of that Board of Directors election. This meeting shall be convened and presided over by the member with the highest number of votes or the highest voting percentage. In cases where there is more than one member with an equal highest number of votes or highest voting percentage, the members shall vote by majority principle to select one person from among them to convene the Board of Directors meeting.

2. The Board of Directors must meet at least once per quarter and may hold extraordinary meetings.

3. The Chairperson of the Board of Directors shall convene meetings of the Board of Directors in the following cases:

- a) Upon request from the Board of Supervisors;
- b) Upon request from the General Director or at least 05 other managers;
- c) Upon request from at least 02 members of the Board of Directors;
- d) Other cases (if any).

4. A request stipulated in Clause 3 of this Article must be made in writing, clearly stating the purpose, issues to be discussed, and decisions falling within the authority of the Board of Directors.

5. The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receiving a request as stipulated in Clause 3 of this Article. Should the Chairperson of the Board of Directors fail to convene a meeting as requested, they shall be held responsible for any damages incurred by the Company; the requesting party shall have the right to replace the Chairperson of the Board of Directors to convene the Board of Directors meeting.

6. The Chairman of the Board of Directors or the person convening the Board of Directors meeting must send a notice of meeting at least 05 working days before the meeting date. The notice of meeting must clearly specify the time and place of the meeting, the agenda, matters for discussion, and decisions. The notice of meeting must be accompanied by the documents to be used at the meeting and the members' voting slips.

The notice of a Board of Directors meeting may be sent by written invitation, telephone, fax, electronic means, and must ensure delivery to the contact address of each Board of Directors member registered with the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of meeting and accompanying documents to the members of the Board of Supervisors as to the members of the Board of Directors.

Members of the Board of Supervisors have the right to attend Board of Directors meetings; they have the right to discuss but not to vote.

8. A Board of Directors meeting shall be conducted when at least 3/4 of the total members are present. If a meeting convened as stipulated in this clause does not meet the required quorum of attending members, it shall be reconvened for a second time within 07 days from the date of the first scheduled meeting. In this case, the meeting shall be conducted if more than half of the members of the Board of Directors attend.

9. A member of the Board of Directors shall be deemed to have attended and voted at the meeting in the following cases:

- a) Attending and voting directly at the meeting;
- b) Authorizing another person to attend and vote as stipulated in Clause 11 of this Article;
- c) Attending and voting via online conference, electronic voting, or other electronic forms;
- d) Sending voting slips to the meeting via mail, fax, or email;
- e) Sending voting slips by other means.

10. If voting slips are sent to the meeting by mail, the voting slips must be contained in a sealed envelope and must be delivered to the Chairman of the Board of Directors at least 01 hour before the opening of the meeting. The voting slips shall only be opened in the presence of all attendees.

11. Voting

- a) Except for the provisions in point b of this clause, each member of the Board of Directors or authorized person as stipulated in Clause 8 of this Article personally present at the Board of Directors meeting shall have one (01) vote;
- b) A member of the Board of Directors shall not vote on contracts, transactions, or proposals in which that member or a person related to that member has an interest, and such interest conflicts or may conflict with the interests of the Company. Such Board of Directors member shall not be counted in the minimum attendance required for a Board of Directors meeting to be held regarding decisions on which that member has no right to vote;
- c) Pursuant to the provisions of point d, Clause 11, Article 30, when an issue arises at a meeting related to the interest or voting right of a Board of Directors member and that member does not voluntarily abstain from voting, the ruling of the chairman shall be final, unless the nature or extent of the interested Board of Directors member's interest has not been fully disclosed;
- d) A member of the Board of Directors benefiting from a contract as stipulated in points a and b, Clause 6, Article 43 of this Charter shall be deemed to have a substantial interest in that contract;
- e) A Board of Supervisors Member has the right to attend Board of Directors meetings, has the right to discuss but not to vote.

12. A Board member who directly or indirectly benefits from a contract or transaction that has been entered into or is contemplated to be entered into with the Company, and who is aware of their interest therein, shall be responsible for disclosing such interest at the first Board meeting discussing the conclusion of said contract or transaction. In the event that a Board member is unaware of their own interest and that of related persons at the time the contract or transaction is entered into with the Company, such Board member shall disclose the relevant interests at the first Board meeting held after said member becomes aware of having an interest or future interest in the aforementioned transaction or contract.

13. A member shall attend all Board meetings fully. A member may authorize another person to attend and vote if approved by the majority of Board members.

14. Resolutions and decisions of the Board of Directors shall be adopted if approved by a majority of the members present at the meeting; in case of an equal number of votes, the final decision shall rest with the side having the opinion of the Chairman of the Board.

15. The Board of Directors shall have the right to seek written opinions from Board members to adopt Board Resolutions when approving matters within the authority of the Board of Directors as stipulated in Clause 2, Article 27 of this Charter.

Resolutions adopted by written opinion shall be passed based on the affirmative votes of a majority of the Board members with voting rights. Such Resolutions shall have the same validity and effect as Resolutions adopted at a meeting.

16. A meeting of the Board of Directors may be held by online conference among the Board members when all or some members are in different locations, provided that each participating member can:

- a) Hear each other Board member participating speak during the meeting;
- b) Speak to all other participating members simultaneously. Discussions among members may be conducted directly by telephone or by other means of communication, or a combination of these methods. A Board member participating in such a meeting shall be deemed “present” at that meeting. The location where the meeting is held in accordance with this provision shall be the location with the highest number of Board members, or the location where the Chairman of the meeting is present.

Decisions adopted in telephone meetings, which are formally organized and conducted, shall be effective immediately upon the conclusion of the meeting but must be affirmed by the signatures of all Board members who attended such meeting in the minutes.

17. The Chairman of the Board of Directors shall be responsible for sending the minutes of Board meetings to the members, and such minutes shall serve as conclusive evidence of the business conducted at the meeting, unless an objection to the content of the minutes is raised within ten (10) days from the date of dispatch. The Board meeting minutes shall be prepared in Vietnamese and may also be prepared in English. The minutes must bear the signatures of the chairman and the minute-taker.

### **Article 31. Sub-committees of the Board of Directors**

1. The Board of Directors may establish directly affiliated sub-committees to be responsible for development policy, human resources, remuneration, internal audit, and risk management. The number of members of a sub-committee shall be decided by the Board of Directors, comprising a minimum of 03 individuals, including Board members and external members. Non-executive Board members should constitute a majority in the sub-committee, and one of these members shall be appointed as the Head of the sub-committee by decision of the Board of Directors. The activities of a sub-committee must comply with the regulations of the Board of Directors. A resolution of a sub-committee shall only be effective if approved by a majority of its members present and voting at the sub-committee meeting.

2. The implementation of decisions by the Board of Directors, or by sub-committees directly under the Board of Directors, must comply with applicable laws and the provisions of this Charter, and the Internal Regulations on Corporate Governance.

### **Article 32. Corporate Governance Officer**

1. The Company's Board of Directors must appoint at least one Corporate Governance Officer to support corporate governance activities within the company. The Corporate Governance Officer may concurrently serve as the Company Secretary as stipulated in Clause 5, Article 156 of the Enterprise Law.

2. The Corporate Governance Officer shall not concurrently work for any approved auditing organization that is currently auditing the Company's financial statements.

3. The Corporate Governance Officer shall have the following rights and obligations:

- a) To advise the Board of Directors on organizing the General Meeting of Shareholders in accordance with regulations and on related matters between the Company and its shareholders;
- b) To prepare for meetings of the Board of Directors, the Board of Supervisors, and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;
- c) To advise on meeting procedures;
- d) To attend meetings;
- e) To advise on the procedures for preparing resolutions of the Board of Directors in compliance with legal provisions;
- f) To provide financial information, copies of Board of Directors' meeting minutes, and other information to members of the Board of Directors and members of the Board of Supervisors;
- g) To monitor and report to the Board of Directors on the Company's information disclosure activities;
- h) To serve as the primary point of contact with interested parties;
- i) To maintain the confidentiality of information in accordance with legal provisions and this Charter;
- j) To exercise other rights and fulfill other obligations as stipulated by law and this Charter.

## **VIII. DIRECTOR AND EXECUTIVE OFFICERS**

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

The Company's management system must ensure that the management apparatus is accountable to the Board of Directors and is subject to the supervision and direction of the Board of Directors in the Company's daily business operations. The Company shall have a General Director, Deputy General Directors, a Chief Accountant, and other positions appointed by the Board of Directors. The appointment, dismissal, and removal of the aforementioned positions must be approved by a resolution or decision of the Board of Directors.

### **Article 34. Executive Officers**

1. Upon the recommendation of the General Director and with the approval of the Board of Directors, the Company may recruit and appoint Executive Officers with the necessary number and qualifications appropriate to the Company's organizational structure and regulations. Executive Officers must possess the necessary diligence for the Company's operations and organization to achieve its stated objectives.
2. The salary, remuneration, benefits, and other terms in the employment contract for the General Director shall be determined by the Board of Directors, and the contracts with Executive Officers shall be determined by the Board of Directors after consulting with the General Director.

3. The salaries of Executive Officers shall be recognized as part of the Company's business expenses in accordance with legal provisions on corporate income tax, shall be presented as a separate item in the Company's annual financial statements, and must be reported to the General Meeting of Shareholders at its annual meeting.

### **Article 35. Appointment, Dismissal, Rights, and Obligations of the General Director**

1. The Board of Directors shall appoint one member of the Board of Directors or hire another person to be the General Director.

2. The Director is the person who manages the daily business operations of the Company; is subject to the supervision of the Board of Directors; and is accountable to the Board of Directors and before the law for the exercise of the assigned rights and performance of the assigned obligations.

3. The term of office of the Director shall not exceed 05 years and the Director may be reappointed for an unlimited number of terms. The Director must satisfy the standards and conditions prescribed by law and this Charter.

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

- a) To decide on matters related to the daily business operations of the Company that do not fall within the authority of the Board of Directors;
- b) To organize the implementation of the resolutions and decisions of the Board of Directors;
- c) To organize the implementation of the Company's business plan and investment proposals;
- d) To propose plans for the Company's organizational structure and internal management regulations;
- e) To appoint, dismiss, and remove management positions within the Company, except for positions falling under the authority of the Board of Directors;
- f) To decide on salaries and other benefits for employees within the Company, except for positions falling under the authority of the Board of Directors;
- g) To recruit employees;
- h) To propose plans for dividend payment or handling of business losses;
- i) Other rights and obligations as prescribed by law, the Company's Charter, and the resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the Director when a majority of the voting members of the Board of Directors present at the meeting approve, and appoint a new Director as replacement.

### **Article 36. Company Secretary**

When deemed necessary, the Board of Directors shall decide to appoint one (01) or more Company Secretaries with a term of office as decided by the Board of Directors. The Board of

Directors may remove a Company Secretary when necessary, but not contrary to current labor laws. The Company Secretary shall have the following rights and obligations:

- a) To assist in organizing the convening of meetings of the General Meeting of Shareholders and the Board of Directors; to record the minutes of such meetings;
- b) To assist members of the Board of Directors in the exercise of their assigned rights and performance of their assigned obligations;
- c) To assist the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Company in building shareholder relations and protecting the lawful rights and interests of shareholders; in ensuring compliance with obligations regarding information disclosure, publicization of information, and administrative procedures.

## **IX. BOARD OF SUPERVISORS**

### **Article 37. Candidacy and Nomination of Members of the Board of Supervisors (Supervisors)**

1. The candidacy and nomination of members of the Board of Supervisors shall be carried out in a manner similar to the provisions of Clause 1, Article 25 of this Charter. Shareholders holding voting shares shall have the right to cumulate their respective voting rights to nominate Supervisors. Shareholders or groups of shareholders holding from 10% to less than 30% of the total voting shares may nominate one (01) candidate; from 30% to less than 40% may nominate up to two (02) candidates; from 40% to less than 50% may nominate up to three (03) candidates; from 50% to less than 60% may nominate up to four (04) candidates; and from 60% or more may nominate five (05) candidates.

2. In the event that the number of Board of Supervisors candidates through nomination and candidacy is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with this Charter, the Internal Corporate Governance Regulations, and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors as prescribed by law.

### **Article 38. Composition of the Board of Supervisors**

1. The Company's Board of Supervisors shall consist of three (03) members. The term of office for a member of the Board of Supervisors shall not exceed 05 years and they may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions stipulated in Article 169 of the Enterprise Law and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of an independent auditing firm that performed audits of the company's financial statements in the immediately preceding 03 years.

3. Members of the Board of Supervisors shall be dismissed in the following cases:
- a) No longer satisfying the standards and conditions for being a member of the Board of Supervisors as stipulated in Clause 2 of this Article;
  - b) Having submitted a resignation letter which has been accepted;
  - c) Other cases as stipulated by law and this Charter.
4. Members of the Board of Supervisors shall be removed in the following cases:
- a) Failing to complete assigned duties or tasks;
  - b) Failing to exercise their rights and obligations for 06 consecutive months, except in cases of force majeure;
  - c) Repeatedly or seriously violating the duties of a member of the Board of Supervisors as stipulated by the Enterprise Law and this Charter;
  - d) Other cases as resolved by the General Meeting of Shareholders.

### **Article 39. Chairman of the Board of Supervisors**

1. The Chairman of the Board of Supervisors shall be elected by the Board of Supervisors from among its members; the election, dismissal, and removal shall follow the majority principle. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Chairman of the Board of Supervisors must hold a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, or a major related to the enterprise's business operations.
2. Rights and Obligations of the Chairman of the Board of Supervisors:
- a) Convening meetings of the Board of Supervisors;
  - b) Requesting the Board of Directors, the Director, and Executive Officers to provide relevant information for reporting to the Board of Supervisors;
  - c) Preparing and signing reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

### **Article 40. Rights and Obligations of the Board of Supervisors**

The Board of Supervisors shall have the rights and obligations stipulated in Article 170 of the Enterprise Law and the following rights and obligations:

- 1. Proposing and recommending that the General Meeting of Shareholders approve the list of authorized auditing organizations to audit the Company's Financial Statements; deciding on authorized auditing organizations to conduct reviews of the Company's operations, and removing authorized auditors when deemed necessary.
- 2. Being responsible to shareholders for its supervisory activities.
- 3. Supervising the financial situation of the Company, and the compliance with law in the operations of Management and Executive Officers.

4. Ensuring coordination of activities with the Board of Directors, the Director, and shareholders.
5. Should any unlawful act or violation of this Charter by Management or Executive Officers be detected, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, demanding that the infringing party cease the violation and implement remedial measures for the consequences.
6. Formulating the Operational Regulations of the Board of Supervisors and submitting them to the General Meeting of Shareholders for approval.
7. Reporting to the General Meeting of Shareholders as stipulated in 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.
8. Shall have the right to access the Company's files and documents stored at the head office, branches, and other locations; and shall have the right to visit the workplaces of the Company's managers and employees during working hours.
9. Shall have the right to request the Management and Executive Officers to provide complete, accurate, and timely information and documents regarding the Company's management, operation, and business activities.
10. Other rights and obligations as stipulated by law and this Charter.

#### **Article 41. Meetings of the Board of Supervisors**

1. The Board of Supervisors shall meet at least 02 times per year, with at least 2/3 of its members attending the meeting. The minutes of the Board of Supervisors meetings shall be prepared in detail and clearly. The minute-taker and the Board of Supervisors members attending the meeting shall sign the meeting minutes. All meeting minutes of the Board of Supervisors shall be preserved to determine the responsibility of each Board of Supervisors member.
2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend and respond to matters requiring clarification.

#### **Article 42. Salaries, Remuneration, Bonuses, and Other Benefits of Board of Supervisors Members**

Salaries, remuneration, bonuses, and other benefits of Board of Supervisors members shall be implemented in accordance with the following provisions:

1. Board of Supervisors members shall be paid salaries, remuneration, bonuses, and other benefits as determined by the General Meeting of Shareholders. The General Meeting of Shareholders shall decide the total level of salaries, remuneration, bonuses, other benefits, and the annual operating budget of the Board of Supervisors.
2. Board of Supervisors members shall be reimbursed for reasonable expenses related to accommodation, lodging, travel, and the use of independent consulting services. The total

amount of this remuneration and these expenses shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless the General Meeting of Shareholders decides otherwise.

3. The salaries and operating expenses of the Board of Supervisors shall be accounted for as part of the Company's business expenses in accordance with the law on corporate income tax, other relevant legal provisions, and shall be presented as a separate item in the Company's annual financial statements.

## **X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, MEMBERS OF THE BOARD OF SUPERVISORS, GENERAL DIRECTOR, AND EXECUTIVE OFFICERS**

Members of the Board of Directors, Members of the Board of Supervisors, the General Director, and other executive officers shall be responsible for performing their duties, including those as members of Board of Directors' sub-committees, honestly and diligently for the benefit of the Company.

### **Article 43. Duty of Honesty and Avoidance of Conflicts of Interest**

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers must disclose their related interests as stipulated by the Law on Enterprises and relevant legal documents.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons may only use information obtained by virtue of their positions to serve the Company's interests.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers have an obligation to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, or other companies where the Company holds control over 50% or more of the charter capital, and themselves or their related persons as stipulated by law. For the aforementioned transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information regarding these resolutions in accordance with the provisions of securities law on information disclosure.

4. A member of the Board of Directors shall not vote on transactions that bring benefits to that member or persons related to that member in accordance with the Law on Enterprises and these Articles of Association.

5. Members of the Board of Directors, members of the Board of Supervisors, the Director, other managers, and their related persons shall not use or disclose internal information to others to carry out related transactions.

6. The Director shall not be a related person of an enterprise manager, a Controller of the company and the parent company, a representative of state capital, or a representative of the

enterprise's capital in the company and the parent company, as stipulated in Point d, Clause 46, Article 4 of the Law on Securities.

7. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the Director, other executives, and individuals and organizations related to these persons shall not be invalidated in the following cases:

a) For transactions valued at less than thirty-five percent (35%) of the total asset value recorded in the most recent financial statements, the material terms of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives, have been reported to the Board of Directors and approved by the Board of Directors through a majority vote of the disinterested members of the Board of Directors;

b) For transactions valued at thirty-five percent (35%) or more, or transactions that result in an aggregate transaction value of thirty-five percent (35%) or more of the total asset value recorded in the most recent financial statements within 12 months from the date of the first transaction, the material terms of such transactions, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of the disinterested shareholders.

c) Contracts and transactions for borrowing or selling assets with a value exceeding 10% of the total asset value recorded in the most recent financial statements between the company and shareholders owning 51% or more of the total voting shares, or related persons of such shareholders, have been disclosed to the shareholders and approved by the General Meeting of Shareholders through a vote of the disinterested shareholders.

#### **Article 44. Liability for Damages and Indemnification**

1. Members of the Board of Directors, members of the Board of Supervisors, the Director, and other executives who violate their duties and responsibilities of honesty and diligence, or fail to fulfill their obligations, shall be liable for the damages caused by their infringing acts.

2. The Company shall indemnify persons who have been, are, or may become a party involved in claims, lawsuits, or prosecutions (including civil, administrative cases and excluding lawsuits initiated by the Company as the plaintiff) if such person has been or is a member of the Board of Directors, a member of the Board of Supervisors, the Director, other executives, an employee, or an authorized representative of the Company who has been or is performing duties as authorized by the Company, acting honestly and diligently in the best interest of the Company in compliance with the law, and there is no confirmed evidence that such person violated their responsibilities.

3. Indemnification costs shall include judgment costs, fines, actual payments incurred (including legal fees), or amounts deemed reasonable when resolving these matters within the scope permitted by law. The Company may purchase insurance for these persons to avoid the aforementioned indemnification liabilities.

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

### **Article 45. Right to Inspect Books and Records**

1. Ordinary shareholders shall have the right to inspect books and records, specifically as follows:

a) Ordinary shareholders shall have the right to review, inspect, and extract information regarding the names and contact addresses in the list of shareholders with voting rights; request amendments to their inaccurate information; review, inspect, extract, or copy the Company's Charter, minutes of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders or a group of shareholders holding 05% or more of the total ordinary shares shall have the right to review, inspect, and extract the minutes and resolutions, decisions of the Board of Directors, interim and annual financial statements, reports of the Board of Supervisors, contracts, transactions requiring Board of Directors' approval, and other documents, except for documents related to the Company's trade secrets and business secrets.

2. In cases where an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders whom that person represents, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other executive officers shall have the right to inspect the Company's share register, shareholder list, and other books and records of the Company for purposes related to their respective positions, provided that such information is kept confidential.

4. The Company must retain this Charter and any amendments or supplements thereto, the Enterprise Registration Certificate, internal regulations, documents proving ownership of assets, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Board of Supervisors, 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 location where these documents are stored.

5. The Company's Charter must be published on the Company's official website.

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

### **Article 46. Employees and Trade Union**

1. The General Director shall prepare a plan for the Board of Directors' approval regarding matters related to the recruitment, termination of employment, salaries, social insurance, benefits, rewards, and disciplinary actions concerning employees and executive officers.

2. The General Director shall prepare a plan for the Board of Directors' approval regarding matters related to the Company's relationship with trade union organizations, in accordance

with best management standards, practices, and policies, and with the practices and policies stipulated in this Charter, the Company's internal regulations, and current laws.

### **XIII. PROFIT DISTRIBUTION**

#### **Article 47. Profit Distribution**

1. The General Meeting of Shareholders shall decide the amount and form of annual dividend payment from the Company's retained earnings.
2. The Company shall not pay interest on dividend payments or other payments related to a class of shares.
3. The Board of Directors may propose to the General Meeting of Shareholders to approve the payment of all or part of dividends by shares, and the Board of Directors shall be the body to implement this decision.
4. If dividends or other payments related to a class of shares are paid in cash, the Company shall make payments in Vietnamese Dong. Such payments may be made directly or through banks based on the bank account details provided by shareholders. In cases where the Company has transferred funds strictly in accordance with the bank details provided by a shareholder, and that shareholder does not receive the funds, the Company shall not be liable for the amount transferred to that shareholder. Dividend payments for shares registered for trading on the Stock Exchange may be made through a securities company or the Vietnam Securities Depository and Clearing Corporation.
5. Pursuant to the Enterprise Law and the Securities Law, the Board of Directors shall adopt a resolution or decision to set a specific record date for shareholders. Based on that date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or stock dividends, notices, or other documents.
6. Other matters relating to profit distribution shall be implemented in accordance with the provisions of law.

### **XIV. BANK ACCOUNTS, FINANCIAL YEAR, AND ACCOUNTING REGIME**

#### **Article 48. Bank Accounts**

1. The Company shall open accounts at Vietnamese banks or at branches of foreign banks permitted to operate in Vietnam.
2. With the prior approval of the competent authority, where necessary, the Company may open bank accounts abroad in accordance with legal regulations.
3. The Company shall conduct all payments and accounting transactions through Vietnamese currency or foreign currency accounts at the banks where the Company has opened accounts.

#### **Article 49. Financial Year**

The Company's financial year shall commence on the first day of January each year and conclude on the 31st day of December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and conclude on

the 31st day of December immediately following the date of issuance of that Enterprise Registration Certificate.

#### **Article 50. Accounting Regime**

1. The accounting regime used by the Company shall be the enterprise accounting regime or a specialized accounting regime issued and approved by the competent authority.
2. The Company shall prepare accounting books in Vietnamese and retain accounting records in accordance with the provisions of accounting law and relevant laws. These records must be accurate, up-to-date, systematic, and sufficient to evidence and explain the Company's transactions.
3. The Company shall use Vietnamese Dong as the accounting currency. Should the Company predominantly incur economic transactions in a foreign currency, it may elect that foreign currency as its accounting currency, assuming legal responsibility for such choice and notifying the direct tax authority.

### **XV. FINANCIAL REPORTS, ANNUAL REPORTS, AND INFORMATION DISCLOSURE OBLIGATIONS**

#### **Article 51. Annual, Semi-Annual, and Quarterly Financial Reports**

1. The Company shall prepare annual financial statements, and these annual financial statements must be audited in accordance with legal provisions. The Company shall disclose the audited annual financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.
2. The annual financial statements must comprise all reports, appendices, and explanatory notes as stipulated by corporate accounting law. The annual financial statements must truthfully and objectively reflect the Company's operational situation.
3. The Company shall prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the law on information disclosure in the securities market and submit them to the competent state authority.

#### **Article 52. Annual Report**

The Company shall prepare and disclose Annual Reports in accordance with the provisions of laws on securities and the securities market.

### **XVI. COMPANY AUDIT**

#### **Article 53. Audit**

1. The General Meeting of Shareholders shall appoint an independent auditing firm or approve a list of independent auditing firms and authorize the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the subsequent financial year based on terms and conditions agreed upon with the Board of Directors.
2. The audit report shall be attached to the Company's annual financial statements.

3. The independent auditor conducting the audit of the Company's financial statements shall be entitled to attend General Meetings of Shareholders and to receive notices and other information relating to the General Meetings of Shareholders, and to express opinions at the meeting on matters related to the audit of the Company's financial statements.

## **XVII. ENTERPRISE SEAL**

### **Article 54. Enterprise Seal**

1. A seal includes a seal made at a seal engraving establishment or a seal in the form of a digital signature as prescribed by the law on electronic transactions.
2. The Board of Directors shall decide on the type, quantity, form, and content of the seal(s) of the Company, its branches, and representative offices (if any).
3. The Board of Directors and the Director shall use and manage the seal(s) in accordance with current legal provisions.

## **XVIII. COMPANY DISSOLUTION**

### **Article 55. Company Dissolution**

1. The Company may be dissolved in the following cases:
  - a) The operational term specified in these Articles of Association expires without a decision for extension;
  - b) Pursuant to a resolution or decision of the General Meeting of Shareholders;
  - c) The Enterprise Registration Certificate is revoked, except where the Tax Administration Law stipulates otherwise;
  - d) Other cases as prescribed by law.
2. The dissolution of the Company before its expiry date (including any extended term) shall be decided by the General Meeting of Shareholders and implemented by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) as prescribed.

### **Article 56. Extension of Operation**

1. The Board of Directors shall convene a General Meeting of Shareholders at least 7 months before the expiration of the operational term for shareholders to vote on the extension of the Company's operation at the proposal of the Board of Directors.
2. The operational term shall be extended if the number of shareholders representing 65% or more of the total voting shares of all shareholders attending the General Meeting of Shareholders approve.

### **Article 57. Liquidation**

1. At least 06 months before the expiration of the Company's operational term or after a decision to dissolve the Company has been made, the Board of Directors must establish a

Liquidation Board consisting of 03 members, of whom 02 members shall be appointed by the General Meeting of Shareholders and 01 member shall be appointed by the Board of Directors from an independent auditing firm. The Liquidation Board shall prepare its own operating regulations. Members of the Liquidation Board may be selected from among the Company's employees or independent experts. All liquidation-related costs shall be given priority for payment by the Company before other debts of the Company.

2. The Liquidation Board shall be responsible for reporting to the Business Registration Authority on its establishment date and commencement of operations. From that time onwards, the Liquidation Board shall represent the Company in all matters related to the Company's liquidation before the Court and administrative agencies.

3. The proceeds from the liquidation shall be paid in the following order:

- a) a) Liquidation costs;
- b) b) Debts for salaries, severance allowances, social insurance, and other employee benefits according to collective labor agreements and signed employment contracts;
- c) c) Tax debts;
- d) d) Other debts of the Company;
- e) e) The remainder, after all debts from items (a) to (d) above have been paid, shall be distributed among the shareholders. Preferred shares shall receive priority payment.

## **XIX. INTERNAL DISPUTE RESOLUTION**

### **Article 58. Internal Dispute Resolution**

1. In the event of a dispute or complaint arising concerning the Company's operations, the rights and obligations of shareholders as stipulated by the Enterprise Law, this Charter, other legal provisions, or agreements between:

- a) Shareholders and the Company;
- b) Shareholders and the Board of Directors, Board of Supervisors, General Director, or other executive officers;

The involved parties shall endeavor to resolve such disputes through negotiation and mediation. Except in cases where the dispute involves the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the dispute resolution and require each party to present information pertaining to the dispute within 30 working days from the date the dispute arises. Should the dispute involve the Board of Directors or the Chairman of the Board of Directors, any party may request the Head of the Board of Supervisors to appoint an independent expert to act as a mediator for the dispute resolution process.

2. Should a mediation decision not be reached within 06 weeks from the commencement of the mediation process or if the mediator's decision is not accepted by the parties, any party may refer the dispute to Arbitration or a Court.

3. The parties shall bear their respective costs associated with the negotiation and mediation procedures. The payment of court fees shall be effected in accordance with the court's judgment.

## **XX. AMENDMENTS AND ADDITIONS TO THE CHARTER**

### **Article 59. Company Charter**

1. Any amendment or supplement to this Charter must be reviewed and decided by the General Meeting of Shareholders.
2. In instances where legal provisions related to the Company's operations are not addressed in this Charter, or in cases where new legal provisions differ from the terms within this Charter, such provisions shall be applied to govern the Company's operations.

## **XXI. EFFECTIVE DATE**

### **Article 60. Effective Date**

1. This Charter, comprising 21 sections and 60 articles, was unanimously adopted by the General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company on April 21, 2026, at the venue of the 2026 Annual General Meeting of Shareholders, and the full validity of this Charter was collectively accepted.
2. This Charter is prepared in 03 copies, all bearing equal legal validity, and must be retained at the Company's headquarters.
3. This Charter is the sole and official Charter of the Company.
4. Copies or excerpts of the Company Charter shall be prepared in accordance with legal provisions.

**LEGAL REPRESENTATIVE  
CHAIRMAN OF THE BOARD OF DIRECTORS**

No.: /2026/TTr-HĐQT  
2026

Ho Chi Minh City, date    month    year

**DRAFT**

## **PROPOSAL**

**Subject: Proposal for the dismissal and election of members of the Board of Supervisors for the 2026 – 2031 term; List of candidates for the Board of Supervisors for the 2026 – 2031 term.**

**To: The General Meeting of Shareholders**

*Pursuant to the Enterprise Law No. 59/2020/QH14 and its amending, supplementing, and guiding documents;*

*Pursuant to the Securities Law No. 54/2019/QH14 and its amending, supplementing, and guiding documents;*

*Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, providing detailed regulations for the implementation of a number of articles of the Securities Law;*

*Pursuant to the Charter of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.*

**The Board of Directors respectfully submits the following matters to the General Meeting of Shareholders for approval:**

**1. Dismissal of Board of Supervisors members for the 2021 - 2026 term for:**

- Ms. Tran Thi Loan Anh – Head of the Board of Supervisors
- Mr. Pham Van Tien – Member of the Board of Supervisors
- Ms. Nguyen Dong Diem Tram – Member of the Board of Supervisors

*Reason: Expiration of term.*

**2. Election of Board of Supervisors members for the 2026 - 2031 term as follows:**

- Number of Board of Supervisors members : 03 persons
- Term : 2026 - 2031
- Maximum number of Board of Supervisors candidates : Unlimited
- Criteria for candidates to the Board of Supervisors (*Pursuant to Clause 1, Article 169 of Enterprise Law No. 59/2020/QH14 and Article 275 of Decree No. 155/2020/ND-CP*)

**3. Approval of the List of Candidates for the Board of Supervisors for the 2026 - 2027 term:**

**Mr./Ms.:** (curriculum vitae attached)

**Mr./Ms.:** (curriculum vitae attached)

**Mr./Ms.:** (curriculum vitae attached)

Other matters related to the election of the Board of Supervisors for the 2026 – 2031 term shall be applied in accordance with the election regulations at the 2026 Annual General Meeting of Shareholders.

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

Sincerely./.

***Recipients:***

- As above;
- Board of Directors, Board of Supervisors; General Director;
- Person in charge of Corporate Governance;
- Secretary;
- Archives.

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

**Phan Thanh Hai**

-----  
**VOTING BALLOT**  
**VOTER ID: STD.000...**

Full name of the Delegate: .....

Number of voting ballots owned: ..... voting ballots

Number of voting ballots authorized: ..... voting ballots

**Total number of voting ballots represented: ... voting ballots**

*(Delegates are requested to check the box for their chosen opinion on each voting item)*

CONTENTS	Approve	Disapprove	Abstain
<b>Content 1:</b> Report of the Board of Directors on operating results in 2025 and orientation for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 2:</b> Report on the activities of the Board of Supervisors in 2025 and the plan 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 3:</b> Proposal for the approval of the Audited Financial Statements for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 4:</b> Proposal for the distribution of profits for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 5:</b> Proposal for the profit distribution plan for 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 6:</b> Proposal for the settlement of salaries, remuneration, and bonuses for the Board of Directors and Board of Supervisors in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 7:</b> Proposal for the salary, remuneration, and bonus plan for the Board of Directors and Board of Supervisors in 2026	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 8:</b> Proposal for the selection of the auditing firms for the 2026 fiscal year	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 9:</b> Proposal for the approval of the company's transactions with related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 10:</b> Proposal for updating and supplementing business lines and updating and amending the Company's Charter.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Content 11:</b> Proposal for the dismissal and election of members of the Board of Supervisors for the 2026 - 2031 term; List of candidates for the Board of Supervisors for the 2026 - 2031 term.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Instruction:**

Shareholders are requested to mark (X) in one of the three boxes: Approve / Disapprove / Abstain for each voting item.

*April ..., 2026*

**Delegate**

*(Signature and full name)*



SAIGON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY  
2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**BOARD OF SUPERVISORS VOTING BALLOT**

**VOTER ID: STD.000...**

**DRAFT**

Full name of the Delegate: ...

Number of voting ballots owned: ... voting ballots

Number of voting ballots authorized: ... voting ballots

**Total number of votes: ... votes**

**I agree to elect Members of the Board of Supervisors for the 2026 - 2031 term as follows:**

No.	Name of candidate	Cumulative voting (for candidates)	Number of votes (for each candidate)
1	A		
2	B		
3	C		

**Instructions:**

- Delegates shall vote for a number of candidates equal to or less than the number of candidates to be elected. (03 members)
- If casting an equal number of votes for one or more candidates, the delegate shall mark the “Cumulative voting” box for the corresponding candidates.
- If casting an unequal number of votes for multiple candidates, the delegate shall clearly write the number of votes in the “Number of votes” box for the corresponding candidates.

April , 2026

**DELEGATE**

*(Signature and Full Name)*

**DRAFT**

# VOTING CARD

VOTER ID: **STD.000...**

Full name of the Delegate: ...

Number of shares owned: ... shares

Number of shares authorized: ... shares

**Total number of shares represented: ... shares**

**REGISTRATION FORM AND POWER OF ATTORNEY**  
**FOR ATTENDANCE AT THE 2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**To: Sai Gon - Tay Do Beer - Beverage Joint Stock Company**

**Name of Shareholder:** .....  
Name of representative (*for organization*): .....  
ID No./Passport No./Enterprise Registration No.:..... Date of issue: .../.../..... Place:.....  
Address: .....Telephone: .....  
The total number of shares owned: ..... shares.

*(Shareholders select one of the two items below, and check the appropriate box)*

**1. REGISTRATION**

**2. POWER OF ATTORNEY FOR THE AUTHORIZED PARTY BELOW**

**Name of Individual/Organization:** .....  
ID No./Passport No./Enterprise Registration No.:..... Date of issue: .../.../..... Place:.....  
Address: .....Telephone: .....  
Email: .....

The total number of shares authorized: ..... shares.

In case the shareholder is cannot attend and cannot authorize, the shareholder may authorize a member of the Board of Directors (BOD) of the company from the list below:

No.	Full Name	Position	Select Mark	Number of shares authorized
1	Mr. Phan Thanh Hai	Chairman of BOD		
2	Mrs. Tran Le Hoa	Member of BOD		
3	Mr. Van Thanh Liem	Member of BOD		
4	Mrs. Nguyen Thi Kim Cuc	Member of BOD		
5	Mr. Le Hoang Thinh	Member of BOD		

*(Note: Please mark (X) in the box "Select Mark" next to the Board member's name that the shareholder chooses to authorize in case of authorizing all shares owned by the shareholder to one Board member. In case of authorizing multiple members, the shareholder should specify the number of shares authorized for each member.)*

**Authorization Content:**

The authorized party is empowered to represent the shareholder to attend the 2026 Annual General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company, to exercise all rights and obligations corresponding to the number of shares authorized. We fully accept responsibility for this authorization and commit to comply strictly with the current legal regulations and the provisions of the Charter of Sai Gon - Tay Do Beer - Beverage Joint Stock Company, without any future claims.

**Note:**

- *The authorized person may only perform tasks within the scope of the authorization and must bring their ID/Passport when attending the meeting.*
- *Shareholders who register to attend or authorize attendance at the General Meeting can submit this document directly to the Company, via postal mail, email, or fax to the Company before 17/4/2026.*
- *In case the authorized party or the representative is an organization, it must have the signature of the legal representative and the organization's seal.*
- *This authorization is only valid when signed by both the authorizing party and the authorized party. In the case of an organization shareholder, the seal of the authorizing organization is required. If the authorization is for a member Board of Directors or the General Director of Sai Gon - Tay Do Beer - Beverage Joint Stock Company, their signature is not required. This authorization is effective from the date of signing until the conclusion of the 2026 Annual General Meeting of Shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.*

*..., date ... month ... 2026*

**SHAREHOLDER/THE PRINCIPAL**

*(Signature, full name, seal (if any))*

**THE AUTHORIZED PARTY**

*(Signature, full name, seal (if any))*

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence – Freedom – Happiness**

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**CURRICULUM VITAE**

*(For candidates for the Board of Supervisors for the 2026 - 2031 term)*

**Full Name** : .....

**Candidate** : **Board of Supervisors for the 2026 - 2031 Term**

<i>Full Name:</i>	
<i>Gender:</i>	
<i>Date of Birth:</i>	
<i>Place of Birth:</i>	
<i>Citizen Identity Card No.:</i> .....	, Date of issue: ....., Place of issue: .....
<i>Nationality:</i>	
<i>Permanent Address:</i>	
<i>Contact Phone Number:</i>	
<i>Professional Qualification:</i>	
<i>Work Experience:</i> + From ..... to ..... + From ..... to ..... + From ..... to ..... + From ..... to .....	
<i>Current Positions at the Company:</i>	
<i>Current Positions held in other organizations:</i>	
<i>Related Interests in the Company (if any):</i>	
<i>Number of Shares held (as of .....):</i>	..... shares, accounting for ..... % of charter capital
+ <i>Ownership on behalf of:</i>	..... shares, accounting for ..... % of charter capital
+ <i>Individual Ownership:</i>	..... shares, accounting for ..... % of charter capital
<i>Commitments to hold shares (if any)</i>	
<i>Related parties holding shares in the Company:</i>	1. Relationship: ....., Name of individual/organization: ..... holding: ..... shares, accounting for .....% of charter

	capital.
	2. Relationship: ....., Name of individual/organization: ..... holding: ..... shares, accounting for .....% of charter capital.

I hereby declare that the information provided above is entirely true and accurate. Should any statement be false, I shall bear full responsibility before the law and pledge to diligently perform my duties with integrity if elected as a member of the Board of Supervisors for the 2026 - 2031 term.

....., **Date .... Month .... Year .....**

**Declarant's signature and full name**



**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**  
**Address:** Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City  
**Phone:** 02923 842 538 **Fax:** 02923 842 310  
**Website:** <https://biasaigontaydo.com.vn>

**NOMINATION PROPOSAL FORM**

**MEMBER OF THE BOARD OF SUPERVISORS FOR THE TERM 2026 - 2031**

*(Applicable to shareholders)*

**To: Sai Gon - Tay Do Beer - Beverage Joint Stock Company**

- Shareholder’s Full Name: .....
- ID Card/Citizen ID Card/Passport/Business Registration Certificate No.:..... Date of Issuance:..... Place of Issuance:.....
- Legal Representative (if any): .....
- Number of Shares Owned: ..... shares
- Corresponding total value at face value: ..... (VND)

**I hereby request Sai Gon - Tay Do Beer - Beverage Joint Stock Company to allow me to nominate:**

1. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....  
 Permanent Address: .....  
 Educational Level:.....Major: .....  
 Currently Owning: ..... (shares)  
 Corresponding total value at face value: ..... (VND)
2. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....  
 Permanent Address: .....  
 Educational Level:.....Major: .....  
 Currently Owning: ..... (shares)  
 Corresponding total value at face value: ..... (VND)
3. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....  
 Permanent Address: .....

Educational Level:.....Major: .....

Currently Owning: ..... (shares)

Corresponding total value at face value: ..... (VND)

**To be candidates for the Board of Supervisors for the term 2026 - 2031 of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.**

Sincerely thanked!

Accompanying Documents:

- Copy of Citizen ID Card/Passport.
- Curriculum Vitae of the Candidate.
- Certificates of Educational and Professional Qualifications (if any).

....., Date..... Month ..... Year .....

Nominator

*(Signature, seal and full name)*



**SAI GON - TAY DO BEER AND BEVERAGES JOINT STOCK COMPANY**  
 Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City  
 Phone: 02923 842 538 Fax: 02923 842 310  
 Website: <https://biasaigontaydo.com.vn>

**NOMINATION PROPOSAL FORM**

**MEMBER OF THE BOARD OF SUPERVISORS FOR THE TERM 2026 – 2031**

*(Applicable to a group of shareholders)*

**To: Sai Gon - Tay Do Beer - Beverage Joint Stock Company**

- Representative of the Shareholder Group: .....
- ID Card/Citizen ID Card/Passport/Business Registration Certificate No.:..... Date of Issuance:..... Place of Issuance: ..... (attached with the list of the shareholder group)
- Number of Shares Owned by the Shareholder Group: ..... shares
- Corresponding total value at face value: ..... (VND)

**We hereby request Sai Gon - Tay Do Beer - Beverage Joint Stock Company to allow us to nominate:**

1. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....  
 Permanent Address:.....  
 Educational Level:.....Major: .....  
 Currently Owning: ..... (shares)  
 Corresponding Total Par Value:..... (VND)
2. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....  
 Permanent Address:.....  
 Educational Level:.....Major: .....  
 Currently Owning: ..... (shares)  
 Corresponding Total Par Value:..... (VND)
3. **Mr./Ms.:** .....  
 ID Card/Citizen ID Card/Passport No.:..... Date of Issuance:..... Place of Issuance:.....

Permanent Address:.....

Educational Level:.....Major: .....

Currently Owning: ..... (shares)

Corresponding Total Par Value:..... (VND)

**To serve as a candidate for the Board of Supervisors for the 2026 - 2031 term of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.**

**Sincerely thankful!**

**Enclosed documents:**

- Copy of Citizen ID Card/Passport.
- Candidate's curriculum vitae.
- Certificates and degrees related to educational and professional qualifications (if any).

....., date..... month ..... year .....

Representative of the nominating  
shareholder group

*(Signature, seal and full name)*

**LIST OF SHAREHOLDER GROUP**  
**ATTACHED NOMINATION PROPOSAL FROM THE**  
**SHAREHOLDER GROUP**

<b>No.</b>	<b>Full name</b>	<b>ID Card/Citizen ID Card/ Business Registration Certificate No.</b>	<b>Permanent address</b>	<b>Number of shares owned</b>	<b>Shareholder's signature/ signature, stamp if an organization</b>
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
....					
....					
.....					
.....					
<b>Total</b>					

**GROUP MEETING MINUTES**

**NOMINATION OF CANDIDATES FOR THE BOARD OF SUPERVISORS FOR THE  
2026 - 2031 TERM.**

**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

- Pursuant to the Charter of Sai Gon - Tay Do Beer - Beverage Joint Stock Company;
- Pursuant to the Regulations on nomination, candidacy, and election of members to the Board of Supervisors for the 2026 - 2031 term.

Today, on ...../...../2026, at ....., we, the shareholders of Sai Gon - Tay Do Beer - Beverage Joint Stock Company, collectively holding ..... shares (in words: ..... shares), accounting for .....% of the Company's voting shares, whose names are listed below:

No.	Shareholder Name	ID Card/Citizen Identity Card/Passport/Business Registration Certificate	Address	Number of Shares Owned	Shareholder's Signature / Signature, Seal if an Organization
1					
2					
3					
4					
5					
	<b>Total</b>				

***We unanimously nominate:***

**Mr./Ms.:** .....

ID Card/Citizen Identity Card/Passport No.: ..... Date of issue: .....

Place of issue: .....

Permanent address: .....

**To act as the group's representative to carry out the nomination procedures in accordance with the Regulations on participating in nominations for the Board of Supervisors for the 2026 - 2031 term of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.**

**And unanimously nominate the following candidates to join the Board of Supervisors:**

**1. Mr./Ms.:** .....

ID Card/Citizen Identity Card/Passport No.: ..... Date of issue: .....

Place of issue: .....

Permanent address: .....

Education level: .....Major: .....  
Currently owning: ..... (shares)  
Corresponding to a total par value of: ..... (VND)

**2. Mr./Ms.:** .....

ID Card/Citizen Identity Card/Passport No.: ..... Date of issue: .....  
Place of issue: .....  
Permanent address: .....  
Education level: .....Major: .....  
Currently owning: ..... (shares)  
Corresponding to a total par value of: ..... (VND)

**3. Mr./Ms.:** .....

ID Card/Citizen Identity Card/Passport No.: ..... Date of issue: .....  
Place of issue: .....  
Permanent address: .....  
Education level: .....Major: .....  
Currently owning: ..... (shares)  
Corresponding to a total par value of: ..... (VND)

This Minute was made at .... hour, on ..... / .... / ..... at .....

....., Date ..... Month ..... Year .....  
Nominated Group Representative  
*(Signature, seal, and full name)*



**SAI GON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**  
**Address:** Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City  
**Phone:** 02923 842 538 **Fax:** 02923 842 310  
**Website:** <https://biasaigontaydo.com.vn>

**SELF-NOMINATION PROPOSAL**

**BOARD OF SUPERVISORS MEMBER FOR THE 2026 - 2031 TERM**

***To: Sai Gon - Tay Do Beer - Beverage Joint Stock Company***

- My name is: .....
- ID Card/Citizen ID Card/Passport/Enterprise Registration Certificate No.: .....  
 Date of Issue: ..... Place of Issue: .....
- Legal Representative (if any): .....
- Number of shares held: ..... shares
- Corresponding total value at face value: ..... (VND)

I hereby propose to Sai Gon - Tay Do Beer - Beverage Joint Stock Company that I be self-nominated for the Board of Supervisors of Sai Gon - Tay Do Beer - Beverage Joint Stock Company for the 2026 - 2031 term.

Should I be entrusted by the shareholders to be elected as a Board of Supervisors Member, I pledge to dedicate all my capabilities and enthusiasm to contribute to the development of Sai Gon - Tay Do Beer - Beverage Joint Stock Company.

Sincerely grateful!

**Attached documents:**

- Copy of Citizen ID Card/Passport.
- Candidate's Curriculum Vitae.
- Certificates and degrees verifying academic and professional qualifications.

....., Date ..... Month ..... Year .....  
 Self-Nominated Person  
*(Signature, seal, and full name)*

-

No.: 01/2026/BB-ĐHĐCĐ

*Ho Chi Minh City, April , 2026*

**DRAFT**

**MINUTES**  
**2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Company name: Saigon - Tay Do Beer - Beverage Joint Stock Company

Address: Lot 22, Tra Noc 1 Industrial Park, Thoi An Dong Ward, Can Tho City

Business Registration Certificate No: 1800641942

Time: ... hours .... minutes, date: 21/04/2026

Venue: .....

**PART 1: INTRODUCTION AND OPENING OF THE MEETING**

**I. Participants**

1. The number of shareholders attending is: ... shareholders, authorized attendees are: ... shareholders, representing .... shares, equivalent to: ....% of the voting shares.
2. Delegates and guests attending the General Meeting:
  - The Board of Directors of the Company, including the following members:
    - + Mr. Phan Thanh Hai - Chairman of the Board of Directors
    - + Ms. Tran Le Hoa - Member of the Board of Directors
    - + Mr. Van Thanh Liem - Member of the Board of Directors
    - + Ms. Nguyen Thi Kim Cuc - Member of the Board of Directors
    - + Mr. Le Hoang Thinh - Member of the Board of Directors
  - The Board of Supervisors of the Company, including the following members:
    - + Ms. Tran Thi Loan Anh - Head of the Board of Supervisors
    - + Ms. Nguyen Dong Diem Tram - Member of the Board of Supervisors
    - + Mr. Pham Van Tien - Member of the Board of Supervisors
  - Board of Management of the Company: Mr. Tran Van Sang - General Director
  - Heads of units/departments of Saigon - Tay Do Beer - Beverage Joint Stock Company.
  - The General Meeting is honored to welcome the presence of the distinguished guests.

**II. Report on verification of delegate qualifications**

**Shareholder/Delegate Eligibility Check Committee:**

- Mr./Ms..... - Head of Committee
- Mr./Ms..... - Member

- Mr./Ms..... - Member

Mr./Ms. .... - Head of the Shareholder/Delegate Eligibility Check Committee reports the results of the delegate eligibility inspection:

Total number of shareholders invited: all shareholders named in the shareholder list as of 24/03/2026, owning: 20,000,000 voting shares of Saigon - Tay Do Beer - Beverage Joint Stock Company.

As of ... hours .... minutes, on 21/04/2026, the number of shareholders attending is: ... shareholders, authorized attendees are: ... shareholders, representing .... shares, equivalent to: ... % of the voting shares of Saigon - Tay Do Beer - Beverage Joint Stock Company. Thus, pursuant to Clause 1, Article 19 of the Charter, the 2026 Annual General Meeting of Shareholders has sufficient conditions to proceed.

All shareholders and shareholder representatives are eligible to attend the 2026 Annual General Meeting of Shareholders.

### **III.Introduction of the Chairman of the General Meeting, The secretary of the General Meeting, and the Ballot Counting Committee**

#### **Chairman of the General Meeting:**

- Mr.: ..... - Chairman of the Board of Directors - Chairman of the General Meeting

#### **Ballot Counting Committee:**

- Mr./Ms.: ..... - Head of Committee
- Mr./Ms.: ..... - Member
- Mr./Ms.: ..... - Member

The General Meeting proceeds with open voting and unanimously approves the personnel of the Ballot Counting Committee.

#### **The Secretariat of the General Meeting:**

To record the Minutes of the General Meeting and draft the Resolution of the General Meeting, the Chairman introduced the personnel of the Secretariat of the General Meeting including:

- Mr./Ms.: ..... - The secretary of the General Meeting:
- Mr./Ms.: ..... - The secretary of the General Meeting:

The General Meeting proceeds with open voting and unanimously approves the personnel of the Secretariat of the General Meeting.

### **IV.Agenda, Working Regulations, and Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 - 2031 term:**

#### 1. Agenda

Mr. .... – Chairman of the General Meeting presents the Agenda

The General Meeting proceeds with open voting and unanimously approves the Agenda.

2. Working Regulations of the General Meeting of Shareholders (GMS)

Mr. .... – Chairman of the General Meeting presents the Working Regulations of the General Meeting

3. Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 - 2031 term

Mr. .... – Chairman of the General Meeting presents the Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 – 2031 term.

The General Meeting proceeds with open voting and unanimously approves the Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 - 2031 term.

**Detailed voting results for the following items: approval of the Presidium, Secretariat, Ballot Counting Committee, Agenda, Working Regulations, and Regulations on nomination, candidacy, and election of members of the Board of Supervisors for the 2026 – 2031 term at the General Meeting are as follows:**

From the time of opening until ... hours ... minutes, the number of delegates attending the General Meeting: .....delegates, representing .....voting shares, accounting for .....% of the total voting shares of all shareholders with voting rights.

Voting results:

Total number of valid ballots: ... representing: ... voting shares, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting, in which:

- Total number of ballots Approve: ... representing: ... voting shares, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Disapprove: ... representing: ... voting shares, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Abstain: ... representing: ... voting shares, accounting for: ...% of the total number of ballots attending and voting.

Total number of invalid ballots: ... representing: ... voting shares, accounting for: ...% of the total number of ballots attending and voting.

## **PART 2: CONTENT OF THE GENERAL MEETING**

### **I. Presentation of the General Meeting content**

The General Meeting hears the presentation of the following contents:

1. Report of the Board of Directors on the results of operations in 2025 and orientation for 2026;

<b>Indicators</b>	<b>Unit</b>	<b>Actual 2024 (A)</b>	<b>Plan 2025 (B)</b>	<b>Actual 2025 (C)</b>	<b>% Actual 2025/ Plan 2024 (C)/(A)</b>	<b>% Actual 2025/ Actual 2024 (C)/(B)</b>
Net revenue	VND					
Profit after tax	VND					

Presenter: Mr. Phan Thanh Hai - Position: Chairman of the Board of Directors

2. Report on the activities of the Board of Supervisors in 2025 and activity plan for 2026;

Presenter: Ms. Tran Thi Loan Anh - Position: Head of the Board of Supervisors

3. Submit to the General Meeting the following contents:

3.1 Proposal on the approval of the 2025 audited financial statements;

3.2 Proposal on profit distribution for 2025;

3.3 Proposal on the profit distribution plan for 2026;

3.4 Proposal on the settlement of salaries, remuneration, and bonuses in 2025 for the Board of Directors and the Board of Supervisors;

3.5 Proposal on the 2026 remuneration plan for the Board of Directors and the Board of Supervisors;

3.6 Proposal on the selection of an auditing firm for the 2026 fiscal year;

3.7 Proposal on the approval of the Company's transactions with affiliated persons;

3.8 Proposal for updating and supplementing business lines and updating and amending the Company's Charter;

3.9 Proposal on the dismissal and election of members of the Board of Supervisors for the 2026 – 2031 term; List of Candidates for the Board of Supervisors for the 2026 – 2031 term.

Presenter: Mr. Phan Thanh Hai - Position: Chairman of the Board of Directors

## **II. Discussion**

1. Question: .....

Answer: .....

2. Question: .....

Answer: .....

## **PART 3: VOTING**

From the time of opening until ... hours ... minutes, the number of delegates attending the General Meeting: .....delegates, representing .....voting shares, accounting for .....% of the total voting shares of all shareholders with voting rights.

Statistics of ballots issued, ballots collected, and ballots not collected:

Total number of ballots issued: ..... representing .....voting shares, accounting for .....% of the total voting shares of shareholders attending the meeting.

In which:

There are ... delegates (...) with 2 Voting shares:

- 1 voting share representing the number of shares owned personally and received via proxy that are restricted from voting on the Proposal on the approval of the Company's transactions with affiliated persons;
- 1 voting share representing the number of shares owned via proxy that are not restricted from voting on the Proposal on the approval of the Company's transactions with affiliated persons.

Total number of ballots collected: ..... representing .....voting shares, accounting for .....% of the total voting shares of shareholders attending the meeting.

Total number of ballots not collected: ..... representing .....voting shares, accounting for .....% of the total voting shares of shareholders attending the meeting.

The General Meeting hears the presentation and votes by secret ballot on the following contents:

1. Content 01: Report of the Board of Directors on the results of operations in 2025 and orientation for 2026.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	.... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 01 has been approved with a rate of: ...%**

2. Content 02: Report on the activities of the Board of Supervisors in 2025 and activity plan for 2026

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 02 has been approved with a rate of: ...%**

3. Content 03: Proposal on the approval of the 2025 audited financial statements.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 03 has been approved with a rate of: ....%**

4. Content 04: Proposal on profit distribution for 2025.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 04 has been approved with a rate of: ...%**

5. Content 05: Proposal on the profit distribution plan for 2026

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 05 has been approved with a rate of: ...%**

6. Content 06: Proposal on the settlement of salaries, remuneration, and bonuses for 2025 of the Board of Directors and the Board of Supervisors.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting

Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 06 has been approved with a rate of: ...%**

7. Content 07: Proposal on the remuneration plan for 2026 of the Board of Directors and the Board of Supervisors.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 07 has been approved with a rate of: ...%**

8. Content 08: Proposal on the selection of an auditing firm for the 2026 Fiscal year.

Number of ballots voted: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending the meeting.

- *Number of ballots collected: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.*
- *Number of ballots not collected: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.*

Number of ballots not voted: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.

Voting results: (after separating the ballots of delegates with affiliated persons)

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 08 has been approved with a rate of: ...%**

9. Content 09: Proposal on the ratification of Transactions between the Company and affiliated persons.

Number of ballots voted: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending the meeting.

- *Number of ballots collected: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.*
- *Number of ballots not collected: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.*

Number of ballots not voted: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting.

Voting results: (after separating the ballots of delegates with affiliated persons)

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	.... Shares	accounting for ....% of the shares attending and voting at the meeting

**Thus, Content 09 has been approved with a rate of: ...%**

10. Content 10: Proposal for updating and supplementing business lines and updating and amending the Company's Charter.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting
Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 10 has been approved with a rate of: ...%**

11. Content 11: Proposal on the dismissal and election of members of the Board of Supervisors for the 2026 – 2031 term; List of Candidates for the Board of Supervisors for the 2026 – 2031 term.

Approve	... Shares	accounting for ...% of the shares attending and voting at the meeting
Disapprove	... Shares	accounting for ...% of the shares attending and voting at the meeting

Abstain	... Shares	accounting for ...% of the shares attending and voting at the meeting
Total number of invalid ballots	... Shares	accounting for ...% of the shares attending and voting at the meeting

**Thus, Content 11 has been approved with a rate of: ...%**

**PART 4: ELECTION RESULTS FOR THE BOARD OF SUPERVISORS FOR THE 2026 - 2031 TERM:**

The vote counting result for the election of the Board of Supervisors for the 2026 – 2031 term at the 2026 Annual General Meeting of Shareholders of Saigon - Tay Do Beer - Beverage Joint Stock Company is as follows:

At ... hours ... minutes, shareholders attending the General Meeting: ..... shareholders and shareholder representatives, owning and representing ..... Shares with voting rights, accounting for .....% of the total shares with voting rights of the Company.

**The election results for Members of the Board of Supervisors for the 2026 – 2031 term are as follows:**

No.	Name	Number of votes	Percentage % Number of votes/ Total number of shares attending and voting at the meeting
1			
2			
3			

**PART 5: APPROVAL OF THE MINUTES AND RESOLUTION OF THE GENERAL MEETING**

Mr./Ms. .... presents the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders (GMS). The General Meeting votes to approve the Minutes and Resolution of the 2026 Annual General Meeting of Shareholders (GMS).

Voting results:

- 1. Content: Approval of the Minutes of the 2026 Annual General Meeting of Shareholders (GMS)**

Total number of valid ballots: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting, in which:

- Total number of ballots Approve: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Disapprove: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Abstain: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.

Total number of invalid ballots: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.

## **2. Content: Approval of the Resolution of the 2026 Annual General Meeting of Shareholders (GMS)**

Total number of valid ballots: ... representing: ... Ballot, accounting for: ...% of the total voting shares of shareholders attending and voting at the meeting, in which:

- Total number of ballots Approve: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Disapprove: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.
- Total number of ballots Abstain: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.

Total number of invalid ballots: ... representing: ... Ballot, accounting for: ...% of the total number of ballots attending and voting.

This Minutes is made in 02 copies and stored at Saigon - Tay Do Beer - Beverage Joint Stock Company.

The General Meeting concluded at ... hours ... minutes on the same day.

**SECRETARY OF THE AGM**

**CHAIRMAN OF THE AGM**

.....

**Phan Thanh Hai**

No.: 01/2026/NQ-ĐHĐCĐ

Ho Chi Minh City, April , 2026

Draft

## **RESOLUTION**

### **2026 ANNUAL GENERAL MEETING OF SHAREHOLDERS SAIGON - TAY DO BEER - BEVERAGE JOINT STOCK COMPANY**

*Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020, and its amendments, supplements, and guiding documents;*

*Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and guiding documents;*

*Pursuant to the Charter of Saigon - Tay Do Beer - Beverage Joint Stock Company;*

*Pursuant to the Minutes of the 2026 Annual General Meeting of Shareholders of Saigon - Tay Do Beer - Beverage Joint Stock Company dated April 21, 2026.*

## **RESOLVED**

On .../4/2026, at ..., the 2026 Annual General Meeting of Shareholders of Saigon - Tay Do Beer - Beverage Joint Stock Company was held with the participation of ... Shareholders owning ... Shares, accounting for ... of the total voting shares of the Company.

After hearing the content of the Reports and Proposals, the Meeting discussed and voted to approve the resolution with the following contents:

### **A. VOTING RESULTS:**

**Article 1:** Approval of the Report of the Board of Directors on operating results in 2025 and orientation for 2026

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 2:** Approval of the Report on the activities of the Board of Supervisors in 2025 and the plan 2026

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 3:** Approval of the Proposal on the 2025 Audited Financial statements.

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 4:** Approval of the Proposal for the distribution of profits for 2025

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 5:** Approval of the Proposal for the profit distribution plan for 2026

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 6:** Approval of the Proposal for the settlement of salaries, remuneration, and bonuses for the Board of Directors and Board of Supervisors in 2025

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 7:** Approval of the Proposal for the salary, remuneration, and bonus plan for the Board of Directors and Board of Supervisors in 2026

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 8:** Approval of the Proposal for the selection of the auditing firms for the 2026 fiscal year

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 9:** Approval of the Proposal for the approval of the company's transactions with related parties.

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 10:** Approval of the Proposal for updating and supplementing business lines and updating and amending the Company's Charter.

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**Article 11:** Approval of the Proposal for the dismissal and election of members of the Board of Supervisors for the 2026 - 2031 term; List of candidates for the Board of Supervisors for the 2026 - 2031 term.

The Meeting voted to approve with ... shares approve, accounting for ...% of the shares attending and voting at the Meeting.

**B. ELECTION RESULTS**

The list of elected members of the Board of Supervisors for the 2026 – 2031 term includes:

1. Mr./Ms.: ...
2. Mr./Ms.: ...
3. Mr./Ms.: ...

**C. IMPLEMENTATION CLAUSE:**

The Resolution of the 2026 Annual General Meeting of Shareholders of Saigon - Tay Do Beer - Beverage Joint Stock Company was unanimously approved by the Meeting and takes effect from the date of signing.

All Shareholders of Saigon - Tay Do Beer - Beverage Joint Stock Company, members of the Board of Directors, members of the Board of Supervisors, the General Director of the Company, relevant units, individuals, and all employees of the Company are responsible for implementing this Resolution./.

**ON BEHALF OF THE AGM**

**CHAIRPERSON**

***Recipients:***

- Shareholders;
- Board of Directors' members, Board of Supervisors;
- Board of Management;
- Secretary/Person in charge of Corporate Governance;
- Website;
- Archive.

**Phan Thanh Hai**