



SAIGON BEER – ALCOHOL – BEVERAGE CORPORATION

SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

Ho Chi Minh City, .....2019

**WORKING REGULATIONS OF  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019  
SAIGON BEER – ALCOHOL – BEVERAGE CORPORATION**

- Pursuant to Law on Enterprises No. 68/2014/QH13 dated November 26<sup>th</sup>, 2014;
- Pursuant to the Charter of Saigon Beer – Alcohol – Beverage Corporation (SABECO);

In order to ensure the success of SABECO's Annual General Meeting of Shareholders in 2019, the Board of Directors (BOD) has set up the following regulations, principles of working, conducting and voting in the Annual General Meeting of Shareholders:

**I. OBJECTIVES OF PROMULGATING:**

- This Regulations was established for specifically ensuring the order and principles of conducting and voting at the Annual General Meeting of Shareholders of SABECO in 2019 (hereinafter referred to as AGM).
- All shareholders, the representatives (the authorized persons) and invited guests to attend AGM shall all have to abide by the provisions of this Regulation, the Charter of the Company and current regulations of the law.

**II. CONTENT OF THE REGULATION:**

**1. Condition for convening AGM:**

- a. AGM shall be held when it is attended by a number of shareholders/authorized persons represent at least 51% of votes.
- b. If the first meeting fails to meet the conditions prescribed in section II, clause 1, point a above, the AGM must be convened for the second time within thirty (30) days from the proposed date of the first meeting date. The AGM shall be held when it is attended by a number of shareholders/authorized persons represent at least 33% of votes.
- c. If the second meeting is not convened, it shall not be eligible to proceed according to section II, clause 1, point b above, the AGM shall be convened for the third time within twenty (20) days from the proposed date of the second time, and in this case, the AGM shall be held regardless of the number of shareholders or authorized representatives that attend and are considered to be valid and have the power to determine all issues to be approved at the AGM first scheduled.

**2. Condition of shareholders attending the AGM:**

The shareholders of SABECO as listed on **March 20<sup>th</sup>, 2019** are entitled to attend the AGM; they can directly attend or authorize their representatives to attend. **In cases more than one authorized representative is appointed, the number of shares of each representative must be specified.**

**3. Guest at AGM:**

- They are the managers of SABECO, advisors, guests, members of the AGM's Convening Committee that are not shareholders of the Company but invited to attend AGM.
- Guests do not participate in providing any opinion or speak at the AGM (unless invited by

the Chairperson of AGM or registered in advance with the AGM's Convening Committee)

**4. Shareholders and guests attending AGM must comply with the following provisions:**

- Be punctual, polite, comply with the security check (if any), bring personal documents, etc. as requested by the AGM's Convening Committee.
- Register and receive documents for AGM at the reception.
- Shareholders coming late shall register immediately and then have the right to participate and vote at the meeting. The Chairperson does not have the responsibility for suspending the AGM for the late arrival of shareholder. The voting results of agenda item before attendance of that shareholder will not be affected.
- **The authorized person of the shareholder shall not further authorize other person to attend AGM.**
- Keep the phone in vibrate mode or turn off the phone, when necessary, go out for the conversation.
- No smoking in meeting room.
- Comply with the regulations of the AGM's Convening Committee, Chairperson.
- In case shareholders do not comply with the inspection regulations or the above rules and regulations, the Chairperson, after careful consideration, may expel the above shareholders from the place of AGM to ensure that the meeting is in order.

**5. Chairperson of AGM:**

- The Chairperson of AGM is the Chairman of the BOD. In case the Chairman is absent or temporarily incapable of working, the remaining members shall elect one of the members of BOD to act as the Chairperson of AGM; In case no person can be the Chairperson, the member of BOD with the highest position shall control AGM to elect the chairperson of AGM among the participants and the person with the highest number of votes shall act as Chairperson of AGM.
- Rights and obligations of the Chairperson:
  - The Chairperson shall decide the order, procedures and events arising outside the AGM's agenda in accordance with the Laws and SABECO's Charter.
  - Instruct shareholders and the General meeting to discuss the contents of the agenda and conclude the necessary issues for the General meeting to vote.
  - Response or appoint relevant person to response to issue/question raised by the shareholder and resolve issues arising during AGM.
  - Other rights and obligations stipulated in SABECO's Charter.

**6. Secretary of AGM:**

- AGM's Secretary shall be appointed by the Chairperson.
- Rights and Obligations of AGM's Secretary:
  - Carry out the tasks as assigned .
  - Receive shareholders' query forms and/ or written opinion.
  - Record and reflect true and accurate contents of AGM in the minutes and the resolutions of AGM.

**7. Shareholders' eligibility Examination Committee**

- Shareholders' eligibility Examination Committee elected by AGM's Convening Committee.
- Rights and Obligations of Shareholders' eligibility Examination Committee





- Shareholders' eligibility Examination Committee is responsible for receiving and checking the documents on eligibility of shareholders attending AGM.
- Report on the results of examining eligibility of shareholders before the General meeting.
- In case the attendees fail to prove their eligibility for shareholders attending AGM, the Shareholders' eligibility Examination Committee shall have the right to refuse to provide Voting Ballots and AGM's documents.

#### **8. Vote Counting Committee:**

- The Vote Counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders. Members of the Vote Counting Committee may be employees of SABECO, shareholders and/ or consultant of the organizing the General Meeting of Shareholders. Members of the Vote Counting Committee are not concurrently Chairperson or Secretary of AGM.
- The Vote Counting Committee has the following tasks:
  - Check the content, form and number of voting ballot and voting card
  - Disseminate principles, rules, guidelines on voting method
  - Inspect and supervise the voting of shareholders and authorized representatives
  - Organize the counting of votes and make the minutes of counting votes
  - Announce the results of the vote counting in an honest and accurate manner and take responsibility for the vote counting results before the AGM.

#### **9. Participation at AGM:**

- Shareholders who wish to speak must have the consent of the Chairperson of AGM. Shareholders shall make short speeches and focus on the key contents to be discussed, in accordance with the agenda approved by the AGM or send written opinions to the secretary of AGM to report to the Chairperson.
- The Chairperson of AGM will arrange for the shareholders to speak in the order of registration, at the same will time answer questions at AGM or record for later response in writing.

#### **10. Rules of Voting at AGM:**

##### **a. General provisions on voting:**

- Each share owned or represented has one vote counted.
- Each shareholder attended AGM will be directly provided by the AGM's Convening Committee the following: **1 Voting Card** and **1 Voting Ballot** with the code of ownership and/ or representative stamped with the Company's seal for voting of the contents under the AGM's Agenda.

##### **b. Method of voting, order of voting**

Any issues raised at AGM under the authority of the General Meeting of Shareholders shall be voted in the following order:

- Approve the content as submitted
- Disapprove the content as submitted
- Abstain the content as submitted

At AGM, the shareholder should vote by one of the following forms:

- ❖ **"Voting Card"**: Each shareholder/authorized person(s) is given one (01) Voting Card. When voting at AGM, the shareholders/authorized persons raise the Voting Card towards the Chairperson.
  - In cases where a shareholder/authorized person(s) does not raise his/her vote in all three votes, it is considered that he/ she voted for approval with the issue.
  - In cases where a shareholder/authorized person(s) raises his/her vote in all three votes or two of three votes, it is considered that he/ she voted for disapproval with the issue.
  - In the form of voting by raising Voting Card, the members of Vote Counting Committee shall mark the voting code and the corresponding number of votes of each shareholder on approval, disapproval or abstain.
- ❖ **"Voting Ballot"**: Each shareholder/authorized person(s) is given one (01) Voting Ballot with three (03) kind of voting: approve, disapprove and abstain on each agenda. Shareholders/authorized persons may mark "X" or "✓" for the selected vote content.

**c. The validity of Voting Ballot:**

- ❖ **Valid Voting Ballot:**
  - Follow the template issued by AGM's Convening Committee and having Company stamp
  - Not be erased nor changed in printed content. In case there was any content that needs to be added, the order of such contents must follow the last content. The additional contents shall not be acceptable except for the contents required by AGM's Convening Committee.
  - Must be signed and under the signature, must have full name of shareholder/ authorized person.
  - For separate content: Choose one (1) of three (03) voting status on Voting Ballot.
- ❖ **Invalid Voting Ballot:**
  - The Ballot which does not meet one of the above conditions is invalid, except for the voting content that proved to be valid shall be counted and recognized.

**d. Record the voting results**

- The Vote Counting Committee is responsible for recording, checking the number of votes on approval, disapproval and abstain of each content adopted at AGM. At the same time, it is responsible for statistics and reporting results of vote counting at AGM.

**e. Minimum rate to be achieved when voting**

- For decisions on the contents related to the class of shares, the total number of shares of each type; changing business lines; changing the organizational structure of SABECO; Investment projects or sales of assets valued at 35% or more of the total value of assets recorded in SABECO's latest financial statements; reorganizing, dissolving SABECO; extension of SABECO's activities, it shall be approved when having at least 65% of the total number of votes of all attending shareholders as stipulated in SABECO's Charter.
- For other issues, it should be approved when approved by a number of shareholders representing at least 51% of the total number of votes of all attending shareholders as stipulated in SABECO's Charter.

**11. Minutes and resolutions of the General Meeting of Shareholders**

- Contents of the Annual General Meeting of Shareholders 2019 must be recorded by the Secretariat in the minutes of the AGM.
- Minutes and resolutions of the Annual General Meeting of Shareholders 2019 must be approved before the closing of the General Meeting and be kept at SABECO's office.

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### **III. IMPLEMENTATION:**

All shareholders, representatives and guests attending the General Meeting are responsible for compliance with the provisions of this Regulation, current regulations, rules and provisions of SABECO and relevant legal provisions, obey the decisions of the Chairman, Chairperson, the AGM's Convening Committee. If there is any violation, the Chairperson shall be entitled to handle and use measurement to restrict a person to speak, expel him/her from the AGM and/ or take necessary legal action in accord with the law.

*This Regulation takes effect immediately after being approved by the General Meeting of Shareholders.*

**ON BEHALF OF THE BOARD OF DIRECTOR  
CHAIRMAN**

