

**SAIGON BEER – ALCOHOL – BEVERAGE
CORPORATION**



CHARTER

**SAIGON BEER – ALCOHOL – BEVERAGE
CORPORATION
(SABECO)**

Ho Chi Minh City, 28th April 2021

TABLE OF CONTENTS**CHAPTER I: DEFINITION OF TERMS IN THE CHARTER**

Article 1. Definitions

CHAPTER II: NAME, TYPE OF BUSINESS, HEAD OFFICE, LEGAL REPRESENTATIVES, BRANCHES, REPRESENTATIVE OFFICES AND OPERATION DURATION OF SABECO

Article 2. Name, type of business, head office, representative offices and operation duration of SABECO

Article 3. Legal representatives of SABECO

CHAPTER III: OBJECTIVES AND SCOPE OF BUSINESS, OPERATIONS OF SABECO

Article 4. Business objectives of SABECO

Article 5. Scope of business and operations

CHAPTER IV: CHARTER CAPITAL AND SHARES

Article 6. Charter capital and shares

Article 7. Share certificate

Article 8. Other securities certificates

Article 9. Share transfer

Article 10. Redemption of shares at the request of Shareholders

Article 11. Redemption of shares pursuant to SABECO 's decision

CHAPTER V: ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 12. Organizational structure, governance and control

CHAPTER VI: SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 13. Rights of shareholders

Article 14. Obligations of shareholders

Article 15. General Meeting of Shareholders

Article 16. Rights and obligations of the General Meeting of Shareholders

Article 17. Authorization to attend the General Meeting of Shareholders

Article 18. Change of rights

Article 19. Convention of General Meeting of Shareholders, agenda and notices

Article 20. Conditions for conducting meeting of the General Meeting of Shareholders

Article 21. Procedures for conducting and voting at General Meeting of Shareholders

Article 22. Passing of resolutions of the General Meeting of Shareholders

Article 23. Authority and procedures for collection of written opinions in order to pass resolutions of the General Meeting of Shareholders

Article 24. Minutes of the General Meeting of Shareholders

Article 25. Request for cancellation of resolutions of the General Meeting of

Shareholders

CHAPTER VII: THE BOARD OF DIRECTORS

Article 26. Nomination and self-nomination of members of the Board of Directors

Article 27. Composition and term of members of the Board of Directors

Article 28. Rights and obligations of the Board of Directors

Article 29. Remunerations, bonuses and other benefits of members of the Board of Directors

Article 30. Chairman of the Board of Directors

Article 31. Meetings of the Board of Directors

Article 32. Sub-committee under Board of Directors

CHAPTER VIII: GENERAL DIRECTOR, EXECUTIVES AND PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 33. Organizational structure

Article 34. Executives

Article 35. Appointment, removal from office, rights and obligations of the General Director

Article 36. Person in charge of corporate governance and Company Secretary

CHAPTER IX: AUDIT COMMITTEE

Article 37. Establishment and operation of Audit Committee

CHAPTER X: RESPONSIBILITY OF THE MANAGERS

Article 38. Duty of Care

Article 39. Responsibility for honesty and prevention of conflict of interest

Article 40. Responsibility for damages and compensation

Article 41. Approval of contracts and transactions between with shareholders, Managers and their related persons

CHAPTER XI: RIGHT TO INSPECT DOCUMENTS AND RECORDS OF SABECO

Article 42. Right to inspect documents and records

CHAPTER XII: EMPLOYEES AND TRADE UNION

Article 43. Employees and Trade Union

CHAPTER XIII: DISTRIBUTION OF PROFITS

Article 44. Distribution of profits

CHAPTER XIV: BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank accounts

Article 46. Fiscal year

Article 47. Accounting system

CHAPTER XV: FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 48. Annual, half-year and quarterly financial statements

Article 49. Annual report

Article 50. Periodical and irregular disclosure of information

CHAPTER XVI: AUDITING SABECO

Article 51. Auditing

CHAPTER XVII: SEAL(S)

Article 52. Seal(s)

CHAPTER XVIII: TERMINATION AND LIQUIDATION

Article 53. Termination of operation

Article 54. Change of the operation duration

Article 55. Liquidation

CHAPTER XIX: SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of internal disputes

CHAPTER XX: AMENDMENTS, SUPPLEMENTS AND EFFECT OF THE CHARTER

Article 57. Amendments and supplements of the Charter

Article 58. Effect of the Charter

PREAMBLE

This Charter of Saigon Beer – Alcohol – Beverage Corporation (hereinafter called as “**SABECO**”) serves as the legal basis for all the operations of SABECO, a corporation set up and existing under the Law on Enterprises.

The Charter, the resolutions of the General Meeting of Shareholders, decisions of the Board of Directors and other decisions promulgated by SABECO, if approved properly in accordance with the relevant laws, shall be the binding rules and regulations on business activities of SABECO.

This Charter has been approved by the General Meeting of Shareholders of SABECO on 28th April 2021 (hereinafter called the “**Charter**”).

This Charter shall replace the Charter as approved by the General Meeting of Shareholders on 12th April 2019.

**CHAPTER I
DEFINITION OF TERMS IN THE CHARTER****Article 1. Definitions**

1. In this Charter, the following terms have the meanings ascribed to them hereunder:

- a) “SABECO” means Saigon Beer – Alcohol – Beverage Corporation;
- b) “Board of Directors” is a regulatory body of SABECO, has the power to, on behalf of SABECO, make decisions, perform the SABECO ’s rights and obligations beyond the competence of the General Meeting of Shareholders;
- c) “Charter Capital” means the total par value of sold shares of all classes;
- d) “The Law on Enterprises” means the Law on Enterprises No. 59/2020/QH14 passed by National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- e) “Founding Date” means the date on which Saigon Beer – Alcohol – Beverage Corporation was granted the first Enterprise Registration Certificate;
- f) “Managers” mean the Chairman and members of Board of Directors, General Director, Deputy General Directors, and Chief Accountant of SABECO;
- g) “Executives” mean the General Director, Deputy General Directors, and Chief Accountant of SABECO;
- h) “Non-executive Member of Board of Directors” means a member of the Board of Directors other than the General Director, Deputy General Directors, Chief Accountant of SABECO;
- i) “Independent Member of Board of Directors” (hereinafter called an “Independent Member”) means a member of the Board of Directors defined in clause 2 Article 155 of the Law on Enterprises;
- j) “Person in charge of corporate governance” means the person whose obligations and rights are defined in Article 281 of Decree 155/2020/ND-CP dated 31st December 2020 or the amendments/supplements thereof;
- k) “Related persons” means the organizations and individuals defined in clause 23 Article 4 of the Law on Enterprises and clause 46 Article 4 of the Law on Securities;
- l) “Shareholder” means an individual or organization that owns at least one share of SABECO;
- m) “Operation Duration” means the operation duration of SABECO as provided for in Article 2 this Charter;
- n) “Vietnam” means the Socialist Republic of Vietnam;
- o) “Audit Committee” means the audit committee under the Board of Directors as stipulated in clause 1 Article 161 of the Law on Enterprises and this Charter;
- p) “The Law on Securities” means the Law on Securities No. 54/2019/QH14 passed by National Assembly of the Socialist Republic of Vietnam on 26th November 2019;
- q) “Stock Exchanges” include Vietnam Exchange (VNX) and its subsidiary

companies;

r) “Major shareholder” is defined in clause 18 Article 4 of the Law on Securities.

2. In this Charter, any reference to any clauses or any documents shall cover their amendments or substitutes.

3. The headings included herein (chapter, article) are for convenient reference only and do not affect the interpretation of this Charter.

4. Words and terms defined in the Law on Enterprises (if not contradictory with subjects or contents) shall have the same meanings in this Charter.

CHAPTER II NAME, TYPE OF BUSINESS, HEAD OFFICE, LEGAL REPRESENTATIVES, BRANCHES, REPRESENTATIVE OFFICES AND OPERATION DURATION OF SABECO

Article 2. Name, type of business, head office, representative offices and operation duration of SABECO

1. Name of the company:

a) Vietnamese name: TỔNG CÔNG TY CỔ PHẦN BIA - RƯỢU - NƯỚC GIẢI KHÁT SÀI GÒN

b) English name: SAIGON BEER – ALCOHOL – BEVERAGE CORPORATION

c) Business name: TỔNG CÔNG TY CỔ PHẦN BIA - RƯỢU - NƯỚC GIẢI KHÁT SÀI GÒN

d) Abbreviated name: SABECO

3. Logos of Saigon Beer – Alcohol – Beverage Corporation:

a) Logo of SABECO includes a dragon and “SABECO” presented as below:



b) Logo of Saigon beer products includes “BIA” in upper position and “SAIGON” in lower position presented as below:



c) The logos are also differentiated with other images, slogans and symbols.

3. SABECO was established following the equitization of Saigon Beer – Alcohol – Beverage Corporation – a wholly State-owned corporation, organized and existing under the Law on Enterprises. Accordingly, SABECO has had its legal person status since the Founding Date and inherits all rights and obligations of the State-owned corporation; and the Shareholders shall be liable for the debts and other property obligations of SABECO to the extent of the capital amounts they contributed to SABECO.

4. Registered head office of SABECO:

a) Address : 187 Nguyen Chi Thanh, Ward 12, District 5, Ho Chi Minh City, Vietnam

b) Telephone : (028) 38294081 - 38294083 - 38296342

c) Fax : (028) 38296856

d) E-mail : sabeco@sabeco.com.vn

e) Website : www.sabeco.com.vn

5. SABECO may set up branch(es), representative office(s) within its business geographical areas in order to achieve its objectives in accordance with the resolutions of the Board of Directors and within the scope permitted by the law.

6. SABECO's operation duration shall start from its Founding Date and shall be indefinite.

Article 3. Legal representatives of SABECO:

1. SABECO has two (02) legal representatives, including:

a) Chairman of the Board of Directors; and

b) General Director.

2. The rights and obligations of each legal representative are stipulated respectively in Article 30 and Article 35 of this Charter.

CHAPTER III

OBJECTIVES AND SCOPE OF BUSINESS, OPERATIONS OF SABECO

Article 4. Business objectives of SABECO

1. Business lines of SABECO:

Code	Content
6820	Consultancy, brokerage, real-estate auction, land use right auction Details: brokerage services, real estate exchange, real estate consultancy and real-estate management (excluding legal consultancy).
1101	Boiling, refining and distilling various types of strong liquor Details: Manufacture of beverages (excluding fresh food; manufacture of beer, alcohol, and other beverages at the headquarters)

1102	Producing wine Details: Manufacture of beverages (excluding fresh food; manufacture of beer, alcohol, and other beverages at the headquarters)
1103	Producing beer and malt fermented with beer yeast Details: Manufacture of beverages (excluding fresh food; manufacture of beer, alcohol, and other beverages at the headquarters)
4633	Wholesale of beverages Details: Sales and purchases of beer, alcohol, wine and beverages
4669	Other uncategorized specialized wholesale Details: wholesale of packages, labels for beer, wine, beverages and food
4659	Wholesale of other machines, equipment, and appliances Details: Wholesale of supplies, materials, equipment, and appliances in relation to the manufacturing of wine, beer, beverages, additives, flavorings, quintessence used in manufacturing beer, alcohol, beverage; food products
4290	Other civil and technical construction Details: civil and industrial engineering
3320	Installing industrial machines and equipment Details: Installing, manufacturing machinery and equipment for the beer-wine-beverage industry and food industry (excluding mechanical processing, waste recycling, electroplating, rubber laminating at the headquarters).
8559	Other uncategorized education Details: Vocational training
7320	Market research and survey Details: Market research
6619 (main)	Uncategorized finance-assistant services Details: Investment consultancy (excluding finance consultancy and accounting)
5610	Restaurants and mobile food services Details: Restaurant and hotel services (the provision of services should be carried out in parallel with investment in construction, upgrading, renovation or acquisition of hotels and hotel services are not operated at the headquarters).

6810	Real estate, land use rights of owner, users or leased land Details: Real estate business (only in accordance with clause 3 Article 11 of the Law on Real Estate Business).
1104	Producing non-alcoholic beverages and mineral water Details: Manufacture of beverages (excluding fresh food; manufacture of beers alcohol, and other beverages at the headquarters).
1079	Producing other uncategorized food Details: Manufacturing, processing food (excluding fresh food processing)
4632	Wholesale of food products Details: wholesale of food (excluding rice, cane, beet sugar) (not operating at the headquarters)
3312	Repairing machines and equipment Details: repair and maintenance of machinery and equipment for the beer-wine-beverage industry and food industry (excluding mechanical processing, waste recycling, electroplating, rubber lamination at the headquarters).

2. Business goals of SABECO:

- a) Make SABECO Vietnam’s leading beverage group, having a firm foothold in the region and the international area;
- b) Develop Vietnam’s beverage industry to the international stature; promote Vietnamese cuisine culture; improve life quality by way of providing premium, safe and healthy beverages; practically benefit shareholders, customers, partners, employees and the society;
- c) Satisfy the beverage demand while meeting international food safety standards: “Food safety and environmental protection”;
- d) Fulfil all obligations to the State subject to the principle of being transparent in business;
- e) Actively undertake corporate social responsibility activities. Developing towards international integration.

Article 5. Scope of business and operations

1. SABECO may plan and carry out business activities in line with the provisions of the Enterprise Registration Certificate and this Charter and in line with the relevant laws; and may take suitable measures for the purpose of attaining its goals.

2. SABECO may perform other business activities as permitted by the law and approved by the General Meeting of Shareholders.

CHAPTER IV CHARTER CAPITAL AND SHARES

Article 6. Charter Capital and shares

1. The Charter Capital of SABECO is VND 6,412,811,860,000 (six trillion four hundred and twelve billion eight hundred and eleven million eight hundred and sixty thousand Vietnam Dongs only).

2. Total Charter Capital of SABECO is divided into 641,281,186 shares (six hundred and forty-one million two hundred and eighty-one thousand one hundred and eighty-six shares) with the par-value of VND 10,000/share.

3. SABECO may increase/decrease the Charter Capital only when it is so approved by the General Meeting of Shareholders in accordance with the provisions of the law.

4. All the shares issued by SABECO on the date this Charter is adopted shall be ordinary shares, including any shares held by the State and represented by State Capital Investment Corporation (SCIC). The rights and obligations accorded to the shareholders holding ordinary shares are prescribed in Article 13 and other articles of this Charter.

5. SABECO may issue other kinds of preference shares after it is so approved by the General Meeting of Shareholders in accordance with the provisions of the law.

6. Unless otherwise decided by the General Meeting of Shareholders, existing shareholders shall be given priority in any offering for sale of ordinary shares in proportion to their respective shareholding percentage of ordinary shares in SABECO. The offer for sale of shares shall be in line with the Law on Enterprises and the Law on Securities. The shares not subscribed shall be subject to the determination of the Board of Directors. The Board of Directors may distribute those shares to the persons under the conditions and methods which the Board of Directors deems appropriate, provided that those shares shall not be sold on terms more favorable than those offered for sale to the existing shareholders, unless where the shares are auctioned via securities trading centers.

7. SABECO may redeem its own shares by methods prescribed in this Charter and the relevant laws. Shares redeemed by SABECO shall be treasury shares or unpaid shares and may be offered by the Board of Directors for sale in a method compatible with the provisions of this Charter, the Law on Securities, and the relevant guiding documents.

8. SABECO may issue other kinds of securities upon the written ratification by the General Meeting of Shareholders in accordance with the relevant laws.

Article 7. Share certificate

1. Every issued share certificate shall be stamped with SABECO's seal and signed by at least one SABECO legal representative according to the provisions of the Law on Enterprises. This certificate shall clearly state the number and class of relevant shares, the holder's full name and other particulars stipulated in the Law on Enterprises.

2. A share certificate is a certificate issued by SABECO, or book entries or electronic data entries, certifying the ownership of one or more shares of SABECO. Share certificates shall contain the main contents as stipulated in clause 1 Article 121 of the Law on Enterprises.

3. Within two (02) months from the date of submission of the dossier for transfer of share ownership as stipulated by SABECO or such other period as prescribed in the relevant issuance terms from the date the relevant shares have been fully paid for in line with SABECO's shares issuance plan, the holder of the relevant shares shall be granted a share certificate, without being required to pay to SABECO any fee for printing the share certificate.

4. In case the share certificate is lost or damaged, the shareholder shall be reissued with another share certificate by SABECO upon request. Such a request shall specify:

- a) Information about the lost or damaged share certificate;
- b) Declaration to take responsibility for any dispute that arises from the reissuance of the share certificate.

Article 8. Other securities certificates

Certificates of bonds or other securities of SABECO (other than letters of sale offer, provisional certificates and the like) shall be issued with seal and specimen signature of a SABECO legal representative.

Article 9. Share transfer

1. All shares can be freely transferred, except where it is otherwise provided by this Charter and the law. All shares listed on the Stock Exchanges are transferable under the relevant laws on securities and securities market.

2. Shares which have not yet been paid in full may not be transferred and entitled to related benefits, such as the right to receive dividends, the right to receive shares issued to increase shareholding capital from equity or the right to purchase new shares offered for sale and other rights and benefits in accordance with the law.

Article 10. Redemption of Shares at the request of shareholders

1. Shareholders voting against resolutions on reorganization of the SABECO or on the changes in the rights and obligations of shareholders stipulated in this Charter are entitled to request SABECO to redeem their shares. The request shall be made in writing and state clearly the name, address of that shareholder, number of shares of each class, proposed sale price, and reasons for such request of redemption. The request shall be sent to SABECO within a period of 10 days from the date on which the General Meeting of Shareholders approves the resolution on the matters mentioned in this clause.

2. SABECO shall redeem shares at the request of shareholders made in accordance with clause 1 of this Article within a period of ninety (90) days from the date of receipt of the request at the current market price or the price calculated in accordance with clause 2 Article 11 of this Charter. Where agreement cannot be reached on such price, the parties may request a professional valuation organization to determine the price. SABECO shall introduce at least three (03) professional

valuation organizations for selection by the shareholder and such selection is the final decision.

Article 11. Redemption of shares pursuant to SABECO 's decision

SABECO may redeem no more than thirty percent (30%) of the total number of ordinary shares sold, and part or all of its preference shares sold, in accordance with the following provisions:

1. The Board of Directors shall decide the redemption of no more than ten percent (10%) of the total number of shares of each class already offered for sale each 12 months. In other cases, the redemption of shares shall be decided by the General Meeting of Shareholders.

2. The Board of Directors shall decide on the price for redemption of shares. The price for redemption of ordinary shares shall not be higher than the market price at the time of redemption, subject to the exception in clause 3 of this Article. In respect of shares of other classes, unless otherwise stipulated in this Charter or agreed between SABECO and the relevant shareholders, the price for redemption shall not be lower than the market price.

3. SABECO may redeem shares of each shareholder in proportion to the number of shares each holds in SABECO. In this case, the resolution to redeem shares of SABECO shall be notified by a means which is guaranteed to reach all shareholders within thirty (30) days from the date on which such resolution is passed. The notice shall indicate name, head office address of SABECO, total number of shares and class of the shares to be redeemed, redemption price or rules for determining the redemption price, procedures and payment term, procedures and deadline for shareholders to offer to sell their shares to SABECO.

Shareholders who agree to have their shares redeemed shall send an offer to sell their shares by a method guaranteed to reach SABECO within thirty (30) days from the date of notice. The notice shall indicate full name, permanent address, number of citizenship card/identity card, passport or other legal personal identification paper (in case of an individual shareholder); name, enterprise code or establishment decision number, head office address (in case of an organization shareholder); number of shares held and number of shares to be sold; payment method; signature of shareholder or shareholder's legal representative. SABECO shall only redeem offered shares within the above-mentioned time-limit.

CHAPTER V

ORGANIZATIONAL STRUCTURE, GOVERNANCE AND CONTROL

Article 12. Organizational structure, governance and control

Organizational structure, governance and control of SABECO include:

1. General Meeting of Shareholders;
2. Board of Directors and Audit Committee under the Board of Directors;
3. General Director.

**CHAPTER VI
SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS****Article 13. Rights of shareholders**

1. Shareholders are owners of SABECO and have rights and obligations corresponding to the number of shares and classes of shares they own. The shareholders shall be liable for the debts and other property obligations of SABECO to the extent of the capital amounts they contributed to SABECO.

2. Shareholders of ordinary shares shall have the rights to:

a) Attending and expressing opinions at the General Meeting of Shareholders and exercising the right to vote directly or through an authorized representative or other methods prescribed by this Charter, internal regulations of SABECO and/or the law. Each ordinary share has one vote;

b) Receiving dividends at the rate decided by the General Meeting of Shareholders;

c) Freely transferring the fully paid shares according to the provisions of this Charter and the relevant laws;

d) Being given priority in purchasing new shares offered for sale in proportion to the percentage of ordinary shares such shareholder holds;

e) Sighting, searching or making an extract of information about names and addresses relating to each shareholder in the list of shareholders who are qualified to attend the General Meeting of Shareholders and requesting amendment of incorrect information;

f) Sighting, searching or making an extract or copy of the Charter of SABECO, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of SABECO, receiving part of the remaining assets in proportion to their holding shares, in accordance with clause 3 Article 55 of this Charter and the provisions of law;

h) Requesting SABECO to redeem their shares in the cases prescribed in the Article 132 of the Law on Enterprises;

i) Being treated equally;

j) Having full access to periodic and extraordinary information disclosed by the SABECO as prescribed by the law;

k) Have their lawful rights and interests protected; demand suspension, cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

l) Other rights prescribed in this Charter and the relevant laws.

3. The shareholder or group of shareholders that holds at least five percent (05%) of total ordinary shares has the rights to:

a) Request to convene the General Meeting of Shareholders in accordance with clause 3 Article 115 and Article 140 of the Law on Enterprises;

b) Examine, extract the minutes, resolutions and decisions of the Board of Directors, half-year and annual financial statements, contracts and transactions

subject to approval by the Board of Directors and other documents, except documents relevant to the SABECO's trade secrets;

c) Propose inclusion of the issues in the agenda of the General Meeting of Shareholders in accordance with clause 2 Article 142 of the Law on Enterprises

d) Other rights prescribed by this Charter and the law.

4. The shareholder or group of shareholders that holds at least ten percent (10%) of total ordinary shares is entitled to nominate candidates to the Board of Directors according to the relevant provisions of clause 2 Article 26 hereof. The group of shareholders that nominate candidates to the Board of Directors shall inform the participating shareholders before the opening of the General Meeting of Shareholders in accordance with this Charter and the Law on Enterprises.

Article 14. Obligations of shareholders

1. Abiding by SABECO's Charter and regulations; decisions of the General Meeting of Shareholders and the Board of Directors.

2. Attending meetings of the General Meeting of Shareholders and exercising the voting right in person or via an authorized representative or other methods prescribed by this Charter and/or the law. A shareholder may authorize a member of the Board of Directors to act as his/her representative at the General Meeting of Shareholders.

3. Paying in full and on time the purchase price of shares which have been registered for purchase.

4. Providing the correct address when registering to purchase shares.

5. Not withdrawing the capital that has been contributed in the form of ordinary shares in any form, unless these shares are repurchased by SABECO or other persons. Otherwise, the shareholder and persons with related interests in SABECO shall be jointly responsible for the debts and other liabilities of SABECO within the value of withdrawn shares and the damage caused.

6. Protecting the confidential of information provided by SABECO in accordance with the law and this Charter; only use the provided information for exercising and protecting their lawful rights and interests; do not copy, send the information provided by SABECO to any other organizations and individuals.

7. Bearing personal liability when he/she performs one of the following acts in any forms in the name of SABECO:

a) Breach of the law;

b) Conduct of business and other transactions for the personal benefit of itself or other organizations or individuals;

c) Premature payment of debts where SABECO is likely to be in financial danger.

8. Major shareholders may not abuse their advantage to affect rights and interests of the SABECO and other shareholders in accordance with law and this Charter; and are obliged to disclose information in accordance with provisions of the law;

9. Fulfilling other obligations in accordance with the relevant laws.

Article 15. General Meeting of Shareholders

1. The General Meeting of Shareholders consists of all voting shareholders, is the highest competent authority of SABECO. The annual General Meeting of Shareholders shall be organized once every year. The General Meeting of Shareholders shall hold an annual meeting within a time-limit of four (04) months from the end of a financial year. The Board of Directors may delay the date of conducting the annual General Meeting of Shareholders but still within six (06) months from the ending date of the fiscal year. Extraordinary General Meeting of Shareholders may be conducted in addition to annual General Meeting of Shareholders.

2. The location of General Meeting of Shareholders is where the chairperson attends in case the meeting is held simultaneously at many locations. The annual General Meeting of Shareholders shall be convened by the Board of Directors at a venue within the territory of Vietnam.

The annual General Meeting of Shareholders shall decide on matters prescribed by the law and this Charter, including the approval of the audited annual financial statements and the annual business plan of SABECO. In case the audited annual financial statement report contains unqualified opinions, adverse opinions or disclaimer of opinion, SABECO shall invite representative of the independent audit organization that audited SABECO's financial statement to participate in the annual General Meeting of Shareholders.

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

a) The Board of Directors considers that it is necessary to do so in the interests of SABECO;

b) The annual balance sheet, the quarterly or half-year reports or the auditor's report of the financial year reflects the loss of half (1/2) of the equity in comparison with the amount at the beginning of the same period;

c) The number of members of the Board of Directors becomes smaller than the number required by the law or smaller than half (1/2) of the number of members stated in this Charter;

d) A shareholder or a group of shareholders prescribed in clause 3 Article 13 hereof requests in writing to convene a General Meeting of Shareholders. A request to convene a General Meeting of Shareholders shall be in written form, which contains enough signatures of the relevant Shareholders or the written request is made in several copies and gather enough signatures of the relevant Shareholders; and shall have full name, permanent address, number of Citizenship Card/Identity Card, Passport or other legal personal identification paper (in case of an individual shareholder); name, enterprise code or establishment decision number, head office address (in case of an organization shareholder); number of shares and date of registration of shares of each Shareholder, total number of shares of the group of shareholders and the percentage of ownership in the total number of shares of SABECO; the reasons for and purposes of such meeting. Enclosed with such request shall be documents, evidence of violations of the Board of Directors, degree

of violation or decisions made ultra vires;

e) Other cases as stipulated by the law and this Charter.

4. Convention of Extraordinary General Meeting of Shareholders

a) The Board of Directors shall convene a General Meeting of Shareholders within thirty (30) days from the date of the occurrence of the event as set out in point c clause 3 of this Article or of receiving the requests stated at point d clause 3 of this Article;

b) If the Board of Directors fails to convene the General Meeting of Shareholders as prescribed in point a clause 4 of this Article, then within the next thirty (30) days, the shareholders or groups of shareholders with the request as prescribed at point b clause 3 Article 13 shall replace the Board of Directors to convene the General Meeting of Shareholders in accordance with clause 4 Article 140 of the Law on Enterprises. In this case, the shareholders or groups of shareholders convening the General Meeting of Shareholders may request the business registration authority to supervise the procedures for convening, conducting the meeting of the General Meeting of Shareholders and making decisions in the meeting.

c) The expenses for convening and conducting a General Meeting of Shareholders shall be paid by SABECO. These expenses do not cover shareholders' spending when attending the General Meeting of Shareholders, including expenses for meals, accommodation and travel.

d) The General Meeting of Shareholders shall be conducted following the procedures specified in clause 5 Article 140 of the Law on Enterprises.

Article 16. Rights and obligations of the General Meeting of Shareholders

1. The Annual General Meeting of Shareholders shall discuss and adopt the following issues:

a) Annual business plan of SABECO

b) Annual financial statements;

c) Report by the Board of Directors and working results of the Board of Directors. Report on operation results of the Board of Directors shall ensure the contents specified in Article 280 of Decree 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of Law on Securities;

d) Report on activities of independent members of the Board of Directors in the Audit Committee. The Audit Committee is responsible for reporting at the annual General Meeting of Shareholders in accordance with Article 284 of Decree No.155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of Law on Securities;

e) Dividend rate for each share of each class;

f) Other issues within its authority.

2. The General Meeting of Shareholders has the following rights and obligations:

a) Approval of annual financial statements, distribution of profits,

appropriation and use of funds, dividend rate of the financial year;

b) Rate of dividend paid annually for each class of shares in compliance with the Law on Enterprises and the rights attached to such class of shares;

c) Number of members of the Board of Directors;

d) Approval of the list of approved auditing companies; decide on the auditing company approved to inspect the SABECO's activities, remove/dismiss of independent auditor when it considers necessary.

e) Election, dismissal, removal of members of the Board of Directors;

f) The total amount of remuneration of members of the Board of Directors and the remuneration report of the Board of Directors;

g) Amendments of and additions to the Charter of SABECO;

h) Class of shares and number of new shares to be issued for each class of shares;

i) Division, separation, consolidation, merger or conversion of SABECO;

j) Reorganization and dissolution (liquidation) of SABECO and the designation of the liquidator;

k) Examination and handling of violations committed by the Board of Directors, which have caused damages to SABECO and its shareholders;

l) Investment or sale of assets of SABECO with the value of thirty five percent (35%) or higher of the value of the assets of SABECO recorded in the most recent audited financial statements;

m) SABECO's redemption of more than ten percent (10%) of shares of any classes which have been issued;

n) The signing of contracts by SABECO with the persons prescribed in clause 1 Article 167 of the Law on Enterprises with value being equal to or higher than twenty percent (20%) of the total value of SABECO as recorded in the most recent audited financial statements;

o) Approval for transactions specified in Article 41 of this Charter;

p) Approval of the internal regulations on corporate governance, the operation regulations of the Board of Directors of SABECO at the request of the Board of Directors.

q) Other matters as stipulated in this Charter and other regulations of SABECO.

3. Shareholders shall not vote for any resolution to adopt:

a) The contracts prescribed in point n and point o clause 2 of this Article if such shareholders or the persons related to such shareholders are a party to the contract;

b) Purchase of shares by such shareholder or a Related person of such shareholder, except where such purchase is implemented on a pro-rata basis to all shareholders or such purchase is implemented via order matching or public offer on the Stock Exchange.

4. The General Meeting of Shareholders shall discuss and vote on resolutions and issues already included in the agenda of the meeting.

Article 17. Authorization to attend the General Meeting of Shareholders

1. Shareholders and authorized representatives of shareholders that are organizations may directly participate or authorize one or some other individuals and organizations to participate in the General Meeting of Shareholders in one of the manners specified in clause 3 Article 144 of the Law on Enterprises.

2. The authorization mentioned in clause 1 of this Article shall be made into written documents. Authorization documents shall be made in accordance with the law and shall clearly specify the name of the authorizing shareholder, the authorized individual or organization, the number of shares authorized, authorization contents and scope, authorization period, signatures of the mandator and the authorized party.

The authorized participants to the General Meeting of Shareholders shall submit the authorization documents when registering their participation to the meeting. In case an authorized participant authorizes another person to participate in the meeting, the original authorization document issued by the shareholder or authorized representative of the shareholder that is an organization shall be presented (if it is yet to be registered with SABECO).

3. Where a lawyer on behalf of the principal signs a written appointment of a representative, the appointment of such representative in this case shall be deemed to be effective only if such written appointment is presented together with the power of attorney authorizing the lawyer or with a valid copy of such power of attorney (if it was not registered with SABECO).

4. Except for the case stipulated in clause 3 of this Article, the voting slip of the person authorized to attend the meeting within the scope of authorization shall remain effective in any one of the following cases:

- a) The principal dies, or his/her capacity for civil acts is lost or is restricted;
- b) The principal has rescinded the appointment of authorization;
- c) The principal has rescinded the authority of the person conducting the authorization.

This shall not apply in a case where SABECO receives a notice of one of the above cases prior to the time of opening of the General Meeting of Shareholders or prior to the time the meeting is reconvened.

Article 18. Change of rights

1. The change or cancellation of any special rights attached to a class of preference shares shall take effect when such change or cancellation is approved by the shareholders holding at least sixty five percent (65%) of ordinary shares who are in attendance or more of the total number of votes of all attending shareholders. Resolution of the General Meeting of Shareholders on the content that changes the rights and obligations of the shareholders who own the preference shares shall be only approved if the number of preferred shareholders of the same type attending the meeting owns seventy five percent (75%) of the total number of shareholders. Preference shares of that type or more approved or approved by preferred shareholders of the same type owning seventy five percent (75%) or more of that type of preference shares in case of adoption of a resolution in the form of circulation to shareholders.

2. The organization of a meeting of the shareholders holding one class of preference shares to approve the above change of rights shall be valid if at least two (02) shareholders (or their authorized representatives) are present and hold at least one-third (1/3) of the par value of the issued shares of such class. Where the number of attendees as required above is insufficient, the meeting shall be re-organized within a period of thirty (30) days after that and the persons holding shares of such class (not depending on the number of attendees and the number of shares) who are present directly or via authorized representatives shall be deemed to constitute the number of attendees as required. At the meeting of the persons holding preference shares mentioned above, the persons holding shares of such class who are present in person or via representatives may request a secret ballot. Each share of the same class shall have the equal voting rights at the meeting mentioned above.

3. The procedures for conducting such a separate meeting shall be conducted in the same way as stipulated in Article 20 and Article 21 of this Charter.

4. Unless otherwise stipulated in the issuance terms of shares, special rights attached to various classes of shares with preference rights with respect to some or all matters relating to the distribution of profits or assets of SABECO shall not be changed when SABECO issues additional shares of the same class.

Article 19. Convention of General Meeting of Shareholders, agenda and notices

1. The Board of Directors shall convene the General Meeting of Shareholders, or the General Meeting of Shareholders shall be convened in the cases stipulated in point b clause 4 Article 15 hereof.

2. The convener of the General Meeting of Shareholders shall perform the following tasks:

a) Prepare a list of shareholders of SABECO qualified to attend the meeting. The preparation of the list of shareholders qualified to attend the General Meeting of Shareholders shall be announced at least twenty (20) days before the record date; The list of shareholders qualified to attend the meeting shall be prepared no sooner than ten (10) days before the date of sending the meeting invitation;

b) Provide information and settle claims in connection with the list of shareholders;

c) Plan the agenda and contents of the meeting;

d) Prepare documents for the meeting.

e) Draft a resolution of the General Meeting of Shareholders subject to the proposed contents of the meeting; list and detailed information of candidates in case of election of members of Board of Directors;

f) Determine the time and venue of the meeting;

g) Announce and send meeting invitation to each shareholder qualified to attend the meeting;

h) Other tasks in connection with the meeting.

3. A meeting invitation shall contain the following particulars: name, head office address, enterprise code of SABECO; time and venue, agenda of the meeting, documents, information related to the matters to be discussed and voted

on at the meeting, draft resolution of the General Meeting of Shareholders subject to the estimated contents of the meeting and other requirements for attending shareholders. The meeting invitation shall be sent at least twenty-one (21) days before the date of the General Meeting of Shareholders (from the date that the notice is sent or properly delivered). The meeting invitations shall be delivered to all shareholders of SABECO qualified to attend by express mail and posted on the website of SABECO.

The meeting documents may be enclosed with the meeting invitations when sending to shareholders or may be substituted by posting on the website of SABECO with the methods of downloading mentioned on the meeting invitations. These documents are including:

- a) The meeting agenda, documents to be used during the meeting and the draft of resolution of each issue on the meeting agenda;
- b) Voting slip(s);
- c) The list and detailed information of candidates in the case of election of members of the Board of Directors;

4. A shareholder or group of shareholders prescribed in clause 3 Article 13 of this Charter is entitled to propose issues to be included into the agenda of the General Meeting of Shareholders. Such a proposal shall be made in writing and sent to SABECO at least three (03) working days before the General Meeting of Shareholders begins. The proposal shall contain the full names of the shareholder(s) the number of each type of share held by the shareholder(s), and the contents of the proposals for inclusion into the meeting agenda.

5. The convener of the General Meeting of Shareholders may only reject a proposal relating to clause 4 Article 19 in the following cases:

- a) The proposal is sent contrary to clause 4 of this Article;
- b) At the time of proposal, the shareholder or group of shareholders does not have at least five percent (05%) of the ordinary shares in accordance with clause 3 Article 13 of this Charter;
- c) The items proposed do not fall within the authority of the General Meeting of Shareholders for approval;
- d) Other cases.

6. The convener of the General Meeting of Shareholders shall accept and include the proposed issues mentioned in clause 4 of this Article to the meeting agenda, except in the cases specified in clause 5 of this Article; the proposed issues shall be officially included in the meeting agenda if the General Meeting of Shareholders approves.

7. SABECO has obligations on information disclosure and compliance to procedures related to the convention of the General Meeting of Shareholders in accordance with internal regulation and provisions of the law.

Article 20. Conditions for conducting meeting of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than fifty percent (50%) of the voting

shares.

2. Where the first meeting cannot take place because the condition stipulated in clause 1 of this Article is not satisfied, the second meeting invitation shall be sent within thirty (30) days of the intended opening of the first meeting. The General Meeting of Shareholders which is convened for a second time shall be conducted where the number of attending shareholders represents at least thirty three percent (33%) of the voting shares.

3. Where a meeting convened for a second time cannot take place because the required quorum is not satisfied within sixty (60) minutes from the stipulated time of opening the meeting, the third meeting invitation shall be sent within twenty (20) days from the date of intended opening of the second meeting; and in such case, the meeting shall be conducted irrespective of the number of attending shareholders or authorized representatives, and shall be deemed valid and shall have the right to make decisions on all matters proposed to be passed at the first General Meeting of Shareholders.

4. Only the General Meeting of Shareholders may make changes to the agenda accompanying the meeting invitation as stipulated in clause 3 Article 19 hereof.

Article 21. Procedures for conducting and voting at General Meeting of Shareholders

1. Prior to the opening of the meeting on the date of the General Meeting of Shareholders, SABECO shall carry out procedures to register its shareholders and shall implement such registration until all shareholders who are qualified to attend the meeting and present have been registered in the following order:

a) Upon registration of shareholders, SABECO shall issue a voting card to each shareholder or authorized representative with voting rights which states registration number, full name of shareholder, full name of authorized representative and number of votes of such shareholder. When conducting voting at the meeting, the voting cards concurring with a resolution shall be collected first, then the voting cards which dissent; finally, the total number of votes, either concurring or dissenting, will be counted to make a decision. The voting results shall be announced by the chairperson before the meeting was closed. The General Meeting of Shareholders shall elect the persons who shall be responsible for checking the votes or supervising the checking of votes at the request of the chairperson. The number of members of the vote counting committee is decided by the General Meeting of Shareholders on the basis of the proposal of the chairperson of the meeting provided that the number of such persons does not exceed the number stipulated by applicable law.

b) Any shareholders or shareholders' authorized representatives who come to the General Meeting of Shareholders late shall be registered immediately and has the right to attend and vote at the meeting. The chairperson is not obliged to delay the meeting so that late shareholders may register, and the effect of the decisions voted on before their presence shall remain unchanged.

2. Election of the chairperson, secretary and vote counting committee:

a) The Chairman of the Board of Directors shall act as chairperson or authorize another member of the Board of Directors to chairperson of all meetings convened by the Board of Directors. In the event that the Chairman of the Board of Directors is absent or is temporarily unable to work, the remaining members of the Board of Directors shall elect, with the majority principle, one of them to act as the chairperson of the meeting. In a case where there is no one who is able to act as the chairperson, the member of the Board of Directors with the highest position shall arrange for the General Meeting of Shareholders to elect the chairperson of the meeting amongst the persons attending the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting. In other cases, the person who signed the document convening a meeting of the General Meeting of Shareholders shall arrange for the General Meeting of Shareholders to elect a chairperson of the meeting, and the person with the highest number of votes shall act as the chairperson of the meeting.

b) The chairperson has the right to decide the sequence, procedures and events arising outside the agenda of the General Meeting of Shareholders.

c) The chairperson shall appoint one or some persons as secretaries of the meeting;

d) The General Meeting of Shareholders shall elect one or some persons to the vote counting committee at the request of the chairperson.

3. The agenda and contents of the meeting shall be approved by the General Meeting of Shareholders during the opening session. The agenda shall specify the time applicable to each issue in the meeting agenda.

4. The chairperson of a meeting shall have the right to take necessary and reasonable activities to conduct the meeting in a valid and orderly manner and reflecting the wishes of the majority of attendees.

a) Arrange seats at the venue of the General Meeting of Shareholders;

b) Ensure safety for the persons present at the venue of the meeting;

c) Facilitate the shareholders to attend (or continue to attend) the meeting.

The Convener has full powers to change the above measures and take all measures if it considers necessary. The measures taken may include issuing entry permits or using of other forms of selection.

5. In a case where the General Meeting of Shareholders takes the above measures, then when determining the venue of the meeting, the convener may:

a) Notify that the meeting shall be conducted at the venue stated in the notice and the chairperson of the meeting shall be presented there (“Official Venue of the Meeting”);

b) Implement the arrangement and organization so that the shareholders or authorized representatives who are unable to attend the meeting in accordance with this Article or the persons who wish to attend at a venue different from the Official Venue of the Meeting can attend the meeting at the same time;

A notice of holding the meeting shall not be required to state the detailed measures for holding it in accordance with this Article.

6. In this Charter (unless the context requires otherwise), all Shareholders shall be deemed to attend the meeting at the Official Venue of the Meeting.

7. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda. Votes include approval, disapproval, and abstention. The vote counting result shall be announced right before the meeting is closed.

8. The convener of the General Meeting of Shareholders or chairperson has the rights to:

a) Request all participants to undergo inspection or other lawful and reasonable security measures;

b) Request a competent authority to maintain order during the meeting; expel those who refuse to comply with the chairperson requests, disrupt the order, obstruct the progress of the meeting or refuse to undergo security measures.

9. The chairperson is entitled to adjourns or postpones the meeting after an adequate number of participants have registered for up to three (03) days from the initial meeting date. The General Meeting of Shareholders may only be delayed or relocated in the following cases:

a) The current location does not have adequate convenient seats for all participants;

b) Communications equipment is not sufficient for discussion and voting by participating shareholders;

c) The meeting is disrupted by one or some participants thus threatening the fairness and legitimacy of the meeting.

10. Where the chairperson adjourns or postpones the General Meeting of Shareholders contrary to the provisions in clause 9 of this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the chairperson in conducting the meeting until its completion; all resolutions passed at that meeting shall be effective.

11. SABECO may organize the General Meeting of Shareholders through an online meeting. In such case, SABECO shall ensure that participating shareholders are able to vote electronically in accordance with Article 144 of the Law on Enterprises and SABECO's internal regulations.

Article 22. Passing of resolutions of the General Meeting of Shareholders

1. The General Meeting of Shareholders shall pass resolutions which fall within its power by way of voting in the meeting or collecting written opinions of shareholders, except for the resolutions on matters under the authority of the annual General Meeting of Shareholders mentioned on clause 1 Article 16 of this Charter shall be passed by way of voting in the meeting.

2. A resolution on the following matters shall be passed if it is approved by a number of shareholders representing at least sixty five percent (65%) of the total voting shares of all shareholders (attending the meeting or giving written opinions):

a) Classes of shares and total number of shares of each class;

b) Change of lines of business and business sectors;

c) Change of the organizational and managerial structure of SABECO;

d) Investments or sale of assets equal to or more than thirty five percent (35%) of the total value of assets recorded in the most recent financial statements of SABECO;

e) Re-organization or dissolution of SABECO;

f) Change of operation duration of SABECO.

3. A resolution shall be passed when it is approved by a number of shareholders owning more than fifty percent (50%) of the votes of all participating shareholders, except the cases specified in clause 2, clause 4 and clause 5 of this Article, clause 1 Article 18 and clause 8 Article 23 of this Charter.

4. The voting on election of the members of the Board of Directors shall be implemented by accumulatively calculating the votes, thereby each shareholder shall have a total number of votes corresponding to the total number of shares it owns multiplied by the number of members of the Board of Directors to be elected, and the shareholders can accumulate their votes for one or a number of candidates. Persons who are elected as members of the Board of Directors shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members required by this Charter. If there are two (02) or more candidates who obtain the same number of votes for the last position on the Board of Directors, such member shall be elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election approved by the General Meeting of Shareholders

5. The General Meeting of Shareholders' resolutions adopted by one hundred percent (100%) of the total number of voting shares shall be valid and become effective even when the order and procedures for passing such resolutions violates this Charter and the law.

6. Resolutions of the General Meeting of Shareholders shall be sent to the shareholders within fifteen (15) days or uploaded to the SABECO's website within twenty four (24) hours after from the date of adoption thereof.

Article 23. Authority and procedures for collection of written opinions in order to pass resolutions of the General Meeting of Shareholders

1. The Board of Directors shall have the right to collect written opinions in order to pass a resolution of the General Meeting of Shareholders at any time if it is considered necessary in the interests of SABECO, except for the cases under the authorities of the annual General Meeting of Shareholders as required by this Charter and the provisions of law. Opinions in written form of shareholders shall be considered valid as if it were collected at the physically held General Meeting of Shareholders.

2. The Board of Directors shall prepare written opinion forms, a draft of the resolution of the General Meeting of Shareholders, and other documents explaining the draft resolution. The written opinion form together with the draft resolution and explanatory documents shall be sent by a method which is guaranteed to reach the registered address of each shareholder. The Board of Directors shall ensure the

document is dispatched to shareholders and announce the dispatch of the documents, within a reasonable period for their review and voting. The documents shall be dispatched at least ten (10) days prior to the expiry date for receipt of the written opinion forms.

The preparation of the list of shareholders to whom written opinion forms shall be sent shall be conducted in line with clause 1 and clause 2 Article 141 of the Law on Enterprises.

3. The written opinion form shall contain the following basic details:

- a) Name, head office address, enterprise identification number;
- b) Purpose of collecting written opinions;
- c) Full name, contact address, nationality, serial number of the legal documents for an individual shareholder; name, enterprise identification number or serial number of the legal documents and head office address for an institutional shareholder or full name, contact address, nationality, serial number of personal legal documents for the institutional shareholder's representative; the quantity of shares of each type and the number of votes of the shareholder;
- d) Issue on which it is necessary to obtain opinions in order to pass a resolution;
- e) Voting options, comprising concurring, dissenting, or abstention with respect to each issue on which it is necessary to obtain opinions;
- f) Time-limit within which the completed written opinion forms shall be returned to SABECO;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Any completed written opinion forms shall bear the signature of the shareholder (in case of an individual shareholder), and of the authorized representative or of the legal representative of the shareholder (in case of an organization shareholder).

Shareholders may send completed written opinion forms to SABECO in one of the following methods:

- a) By post. The written opinion form should be returned to SABECO in a sealed envelope, and no one shall be permitted to open the envelope prior to the vote counting;
- b) By fax or email. The written opinion form returned to SABECO by fax or email shall be kept confidential until the time of vote counting;
- c) Any written opinion form returned to SABECO after the deadline specified in the written opinion form or opened in the case of mailing and disclosure in the case of fax or email is invalid. Written opinion forms not returned to SABECO shall be considered not participating in the voting.

5. The Board of Directors shall conduct the vote counting and shall prepare minutes of the vote counting in the presence of a shareholder not holding a management position in SABECO. The vote-counting minutes shall contain the following basic details:

- a) Name, head office address, enterprise identification number;
- b) Purpose of collection of written opinions and issues on which it is

necessary to obtain opinions in order to pass a resolution;

c) Number of shareholders with total numbers of votes having participated in the vote, classifying the votes into valid and invalid and vote sending methods and including an appendix being a list of the shareholders having participated in the vote;

d) Total number of approved votes, disapproved votes and abstentions on each issue voted on;

e) Resolutions which have been passed and passing ratio;

f) Full name and signature of the Chairman of the Board of Directors, of the person who supervises the vote-counting and of the person counting the votes.

Members of the Board of Directors, the person counting the votes and the person who supervises the vote counting shall be jointly liable for the truthfulness and accuracy of the vote counting minutes and shall be jointly liable for any loss and damage arising from a resolution which is passed due to an untruthful or inaccurate counting of votes.

6. The vote-counting minutes shall be sent to the shareholders within fifteen (15) days from the date of completion of the vote counting or disclosed to the SABECO's website within 24 hours after vote counting is completed.

7. Written opinion forms which were returned, the vote-counting minutes, the full text of the resolutions which were passed, and any related documents sent with all of the written opinion forms shall be archived at the head office of SABECO.

8. A resolution which is passed by way of collection of written opinions of shareholders shall be approved by the shareholders representing more than fifty percent (50%) of the total number of voting shares and shall have the same validity as a resolution passed at the General Meeting of Shareholders.

Article 24. Minutes of the General Meeting of Shareholders

1. Minutes of all General Meeting of Shareholders shall be taken in the form of written documents and may also be recorded or stored in other electronic forms. The minutes shall contain these following contents:

a) The enterprise's name, headquarters address, enterprise identification number;

b) Time and location of the General Meeting of Shareholders;

c) Agenda and contents of the meeting;

d) Full names of the chairperson and secretaries;

e) Summary of developments of the meeting and comments made during the meeting on each issue in the meeting agenda;

f) Number of shareholders and total number of voting rights of attending shareholders;

g) Total votes on each issue, voting method, numbers of valid votes, invalid votes, approved votes, disapproved votes and abstentions; corresponding ratios of these votes to total number of votes of participating shareholders;

h) Issues which have been passed and passing ratio;

i) Full name and signatures of the chairperson and secretaries. In case the

chairperson or a secretary refuses to sign the minutes, the minutes is still effective if it bears the signatures of all other participating members of the Board of Directors and have adequate information prescribed in this Clause. The minutes shall specify that the chairperson or secretary refuses to sign it.

2. The General Meeting of Shareholders' minutes shall be completed and passed before the meeting ends. The chairperson and secretaries or other persons that sign the minutes shall be jointly responsible for its truthfulness and accuracy.

3. The minutes of the General Meeting of Shareholders shall be considered authenticated evidence of the proceedings conducted at the General Meeting of Shareholders unless an objection to the contents of the minutes is provided in accordance with the stipulated procedures within the time-limit of ten (10) days from the date of dispatch of the minutes.

4. The minutes shall be prepared in Vietnamese and may be in English. The minutes in Vietnamese and English have equal legal value. In case of discrepancies between the Vietnamese version and the English version, the Vietnamese version shall be prevailed.

5. The minutes of the General Meeting of Shareholders shall be disclosed on the website of the SABECO within twenty-four (24) hours from the date of the General Meeting of Shareholders finishes. The disclosure of meeting minutes on SABECO's website shall replace sending vote counting minutes to all shareholders.

6. The meeting minutes of the General Meeting of Shareholders, the appendix listing the shareholders registered to attend the meeting, adopted resolutions and other relevant documents sent together with the meeting invitation shall be archived at the head office of SABECO.

Article 25. Request for cancellation of resolutions of the General Meeting of Shareholders

Within ninety (90) days from the date of receiving the resolution or the minutes of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of the General Meeting of Shareholders or from the date the SABECO disclosed these documents on the website, the shareholder or group of shareholders as stipulated in clause 3 Article 13 hereof shall have the right to request a court or an arbitrator to consider and cancel a resolution or part of the contents of a resolution of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening the General Meeting of Shareholders seriously violate the Law on Enterprises and this Charter, except in the case stipulated in clause 5 Article 23 of this Charter.

2. The procedure, order, and content of the resolution itself breaches the law or this Charter.

The resolution(s) still continue(s) to be effective until the effective date of a court, arbitration's decision on cancellation of such resolution, except the case of application of a provisional urgent measure under a competent agency's decision.

CHAPTER VII THE BOARD OF DIRECTORS

Article 26. Nomination and self-nomination of members of the Board of Directors

1. Where the candidate has been identified, information relating to candidates for the Board of Directors shall be included in the meeting documents of the General Meeting of Shareholders published at least ten (10) days before the opening date of the General Meeting of Shareholders on the website of SABECO, to provide shareholders with information on these candidates before voting. The candidates for the Board of Directors shall submit a written undertaking attesting to the truthfulness, accuracy and reasonableness of the published personal information and commit to perform their tasks honestly if elected to become members of the Board of Directors. Information relating to candidates for the Board of Directors to be published shall include the following:

- a) Full name, date of birth;
- b) Educations;
- c) Qualifications;
- d) Working experience;
- e) Companies in which the candidate holds the position of a member of the Board of Directors and other executive positions;
- f) Assessment report on candidate's contribution to SABECO, in case the candidate is currently a member of Board of Directors of SABECO;
- g) Benefits related to SABECO and related parties of SABECO (if any);
- h) Full name of the shareholder or group of shareholders nominating the candidate (if any);
- i) Other information (if any).

2. The shareholders have the right to accumulate the number of voting rights of each shareholder to nominate candidates to the Board of Directors. A shareholder or a group of shareholders holding ten percent (10%) of the total number of voting shares shall be entitled to nominate one (01) candidate; from more than ten percent (10%) to less than thirty percent (30%) to nominate up to two (02) candidates; from thirty percent (30%) to less than forty percent (40%) to nominate up to three (03) candidates; from 4 forty percent (40%) to less than fifty percent (50%) to nominate up to four (04) candidates; from fifty percent (50%) to less than sixty percent (60%) to nominate up to five (05) candidates; from sixty percent (60%) to less than seventy percent (70%) to nominate up to six (06) candidates; from seventy percent (70%) to less than eighty percent (80%) to nominate up to seven (07) candidates; and from eighty percent (80%) to less than ninety percent (90%) to nominate up to eight (08) candidates.

3. Where the number of candidates to the Board of Directors by way of standing for election or nomination is insufficient, the incumbent Board of Directors may nominate additional candidates or hold a nomination in accordance with the mechanism stipulated in SABECO's internal regulations on corporate governance. The mechanism for nomination or the method of nominating candidates to the Board of Directors by the incumbent Board of Directors shall be clearly announced and shall be approved by the General Meeting of Shareholders before commencing the nomination.

Article 27. Composition and term of members of the Board of Directors

1. Members of the Board of Directors of SABECO may not concurrently be the member of the board of directors of more than five (05) other public companies.

SABECO's Board of Directors shall ensure that at least one third (1/3) of members of the Board of Directors are non-executive members.

SABECO's Board of Directors shall ensure that at least two (02) members of the Board of Directors are independent members.

Qualifications and conditions of members of the Board of Directors are stipulated at clauses 1 and clause 2 of Article 155 of the Law on Enterprises.

2. The number of members of the Board of Directors shall be seven (07). The term of office of the Board of Directors shall not exceed five (05) years. The term of office of each member of the Board of Directors shall not exceed five (05) years; members of the Board of Directors may be re-elected for an unlimited number of terms, except in case of an independent member who shall not be re-elected for more than two (02) consecutive terms. The minimum number of non-executive members of the Board of Directors shall be determined by the method of rounding downwards.

3. A member of the Board of Directors ceases the status of member of the Board of Directors when he/she is replaced, dismissed or discharged by the General Meeting of Shareholders under the following cases:

a) Such member is ineligible to be a member of the Board of Directors in accordance with the Law on Enterprises or is prohibited from being a member of a Board of Directors by law;

b) Such member sends a written resignation to the head office of SABECO;

c) Such member suffers a mental disorder and the other members of the Board of Directors have professional evidence that such person has lost the capacity for civil acts;

d) Such member did not attend any meeting of the Board of Directors for a consecutive period of six (06) months without the consent of the Board of Directors, and the Board of Directors decides that the position of such member is vacated; except in case of force majeure;

e) Such member is dismissed by a decision of the General Meeting of Shareholders;

f) Such member provides false personal information to SABECO as a candidate for the Board of Directors;

g) Other cases stipulated by the laws and this Charter.

4. The appointment of members of the Board of Directors shall be disclosed in accordance with the law on securities and securities market.

5. Members of the Board of Directors are not required to hold shares in SABECO.

Article 28. Rights and obligations of the Board of Directors

1. The Board of Directors is the body managing SABECO and shall have full authority to make decisions in the name of SABECO, on the performance of rights and duties of SABECO which do not fall within the authority of the General Meeting of Shareholders.

2. The Board of Directors shall supervise the Managers.

3. The Board of Directors has the following rights and obligations:

a) Make decisions on annual plans for the development of SABECO's business and production, and annual budgets;

b) Make decisions on production – business strategy, plan and five (05)-year development plan of SABECO; making decision on the annual list of investment projects, except for the projects falling within the authority of the General Meeting of Shareholders; determining operational objectives on the basis of strategic objectives approved by the General Meeting of Shareholders;

c) Make decisions on the organizational structure of SABECO, the establishment of subsidiary companies, the establishment of branches and representative offices and the capital contribution and purchase of shares of other enterprises;

d) Decide and promulgate internal regulations for the management of SABECO, except for the Internal Regulations on Corporate Governance of SABECO and Operation Regulations of Board of Directors which fall within the authority of the General Meeting of Shareholders;

e) At the request of the Chairman of Board of Directors, the Board of Directors shall decide the appointment, removal, secondment, commendation, disciplining or signing of contract, termination of contract, salary level or remuneration of: The Executives and positions within the Board of Directors of SABECO; Chairman of the Members' Councils (or company chairman) of wholly owned subsidiaries of SABECO; Representatives holding the ownership of shares or capital contributions in other enterprises;

f) Resolve claims of SABECO against managers and make decisions to select representatives of SABECO to resolve issues relating to legal proceedings against such managers;

g) Propose classes of shares which may be issued and the total number of shares of each class to be issued;

h) Propose the issuance of bonds, convertible bonds and securities rights which entitle owners to purchase shares at a pre-determined price;

i) Determine the price of bonds, shares and convertible securities offered for sale if so, authorized by the General Meeting of Shareholders;

- j) Make decisions on the sale of unsold shares within the number of authorized shares of each type; decide other forms of raising additional capital;
 - k) Make decisions on the repurchase of shares in accordance with clause 1 and clause 2 Article 133 of the Law on Enterprises;
 - l) Report to the General Meeting of Shareholders on the appointment of the General Director by the Board of Directors;
 - m) Propose annual dividend rates and determine provisional dividend rates; organize the payment of dividends;
 - n) Propose the amendments and additions to this Charter, classes of shares and number of shares to be offered for sale; merger, restructure, reorganization, change of ownership, dissolution or request for bankruptcy of SABECO;
 - o) Approve proposals in connection with the production, business, investment plans and organization structure of the persons heading the capital management division or representatives in the companies to which SABECO has contributed capital, except for those falling within the authority of the General Meeting of Shareholders;
 - p) Approve contracts of sale, purchase, borrowing, lending or any other contracts amounting to thirty five percent (35%) or more of the total value of assets recorded in SABECO's latest financial statements, except for contracts and transactions defined in point d clause 2 Article 138, clause 1 and clause 3 Article 167 of the Law on Enterprises;
 - q) Approve the agenda, materials of the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect written opinions for the adoption of resolutions of the General Meeting of Shareholders;
 - r) Submit annual financial statements to the General Meeting of Shareholders;
 - s) Propose the dividend rates to be paid, timing and procedures for payment of dividend or the settlement of losses incurred during the course of business operations;
 - t) The Board of Directors shall set up the Audit Committee under the Board of Directors. The organization structure, rights and responsibilities of the Audit Committee as prescribed in this Charter, the Internal Regulations on Corporate Governance of SABECO and other regulations;
 - u) Develop Operation Regulations of the Board of Directors and Internal Regulations on Corporate Governance of SABECO to be submitted to the General Meeting of Shareholders for approval. The Operation Regulations of the Board of Directors and Internal Regulations on Corporate Governance of SABECO shall not contradict the laws and this Charter;
 - v) Other rights and obligations in accordance with this Charter, the Law on Enterprises, the Law on Securities and other provisions of law.
4. The following matters shall be approved by the Board of Directors:
- a) Establishment of branches or representative offices of SABECO;
 - b) Establishment of subsidiaries of SABECO, acceptance of enterprises

willing to become subsidiaries or affiliates of SABECO;

c) Within the scope of clause 2 Article 153 of the Law on Enterprises and except for the case stipulated in clause 3 Article 167 of the Law on Enterprises in which the approval of the General Meeting of Shareholders is required, the Board of Directors shall from time to time make decisions on the performance, amendment or cancellation of large contracts of SABECO (including contracts for purchase, sale, merger and takeover of companies and joint ventures);

d) Appointment and removal of any persons authorized by SABECO to act as a commercial representative or lawyer of SABECO;

e) Borrowing and implementation of mortgages, warranties, guarantees and payment of compensation by SABECO;

f) Investments not included in the business plans and investments exceeding ten percent (10%) of the annual business budgets as approved;

g) Purchase or sale of shares or capital contributions in other companies established in Vietnam or overseas countries;

h) Valuation of assets contributed to SABECO which are not in cash relating to the issuance of shares or bonds of SABECO, comprising gold, land use rights, intellectual property rights, technology and technological know-how;

i) Purchase or recovery by SABECO of no more than ten percent (10%) of shares of each class has been offered for sale within twelve (12) months;

j) Decision on purchase price or on recovery of shares of SABECO;

k) Other business matters or transactions that shall be approved by the Board of Directors within its scope of power and authority subject to its decision;

l) Sign of contracts between SABECO or its branches and the persons listed in clause 1 Article 167 of the Law on Enterprises with a value less than twenty percent (20%) of the total assets of SABECO and its branches as recorded in the most recent audited financial statements.

5. Unless otherwise stipulated by law and the Charter, the Board of Directors may authorize lower level staff and managers to deal with work on behalf of SABECO.

Article 29. Remunerations, bonuses and other benefits of members of the Board of Directors

1. Members of the Board of Directors (excluding alternate authorized representatives) shall be entitled to remuneration for their work in their capacity as members of the Board of Directors. The total remuneration for the Board of Directors shall be determined by the General Meeting of Shareholders and shall be distributed to members of the Board of Directors as agreed within the Board of Directors or shall be distributed amongst all members equally if the Board of Directors fails to reach an agreement.

2. The total amount of money paid to each member of the Board of Directors comprising remuneration, expenses, commission, right to purchase shares and other benefits conferred by SABECO, its subsidiaries and affiliates and other companies in which a member of the Board of Directors is the capital contribution

representative shall be disclosed in the annual report of SABECO.

3. Any members of the Board of Directors who hold a management position or who work in a subcommittee, departments of the Board of Directors or who perform other work which is, in the opinion of the Board of Directors, beyond the scope of the normal duties of a member of the Board of Directors may be paid additional remuneration in the form of a lump sum wage on each occasion, or salary, commission, profit percentage or other form as decided by the Board of Directors.

4. Remunerations of the Board of Directors shall be recorded as SABECO's operating costs in accordance with regulations of law on corporate income tax, presented in a separate section of SABECO's annual financial statement and reported at the annual General Meeting of Shareholders.

5. Members of the Board of Directors shall be entitled to reimbursement of all travel and accommodation expenses and other reasonable expenses paid by them when performing their duties as a member of the Board of Directors, including expenses arising out of attending meetings of the General Meeting of Shareholders, of the Board of Directors or of subcommittees of the Board of Directors.

6. Members of the Board of Directors may have Directors and Officers insurance purchased by SABECO if this is approved by the General Meeting of Shareholders. This insurance does not cover liability of members of the Board of Directors relevant to violations against the law and SABECO's Charter.

Article 30. Chairman of the Board of Directors

1. The Board of Directors shall elect amongst its members a Chairman. The Chairman of the Board of Directors shall not concurrently hold the position of the General Director of SABECO.

2. The Chairman of the Board of Directors shall be responsible for all matters of the Board of Directors before the General Meeting of Shareholders and have the following rights and obligations:

a) Organize research on development strategies, long-term plans and large-scale investment projects; restructuring plans for the organization and key personnel of SABECO to submit to the Board of Directors;

b) Formulate quarterly and annual operation programs/ plans of the Board of Directors;

c) Assign the members of the Board of Directors to perform the duties and powers of the Board of Directors;

d) Direct the implementation of operation programs/ plans of the Board of Directors;

e) Prepare the agenda, contents, and documents of meetings; convene and chair meetings of the Board of Directors;

f) Organize the ratification of resolutions of the Board of Directors upon getting the meeting minutes or minutes of opinions result of the Board of Directors;

g) Act on behalf of the Board of Directors or authorize other members of the Board of Directors to sign resolutions, decisions, notifications, proposals, requests,

recommendations or other documents within the authority of the Board of Directors;

h) Organize the implementation of the resolutions and decisions of the Board of Directors. To organize the supervision and evaluation of results of implementation of strategic objectives, results of operations of SABECO, the process of implementing the resolutions, decisions of the Board of Directors, management results of the General Director of SABECO;

i) Decide and take responsibility for the tasks assigned and delegated by the Board of Directors;

j) Appoint individuals to hold titles that fall under the Board of Directors' competence to go abroad for work, study and settle personal affairs; to meet foreign individuals and groups coming to Vietnam to work with SABECO;

k) Sign documents, economic and civil contracts, agreements on behalf of SABECO and other transactions of SABECO on issues under the authority of the Board of Directors of SABECO;

l) Ensure that the Board of Directors sends annual financial statements, reports on operations of SABECO and auditor's reports in according with provisions of law and this Charter;

m) Organize the public announcement, disclosure of SABECO's information in accordance with the law; to be responsible for the completeness, timeliness, accuracy, truthfulness of the information as disclosed;

n) Give an authorization and be responsible for his/ her own authorization.

3. The Chairman of the Board of Directors shall convene and preside over the General Meeting of Shareholders and meetings of the Board of Directors; at the same time have other rights and responsibilities prescribed in this Charter and the Law on Enterprises.

4. The Chairman of the Board of Directors shall be removed or dismissed under the decision of the Board of Directors. In the case where the Chairman of the Board of Directors resigns or is dismissed or removed, the Board of Directors shall elect a replacement within ten (10) days from the date of receipt of the resignation letter or making decision on removal or dismissal or replacement of the position of chairman of the Board of Directors; . .

5. If the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/ she shall authorize in writing another member of the Board of Directors to exercise the rights and obligations of the Chairman of the Board of Directors. In cases where no person is authorized or the Chairman is dead, missing, put in temporary detention, serving an imprisonment sentence or administrative measure of a compulsory drug rehabilitation center, compulsory education institution, absconds from his/her place of residence, has his/her civil act capacity restricted or lost, having difficulties in cognition and behavior control, banned from conducting business, holding certain posts or performing certain jobs by courts, the remaining members of the Board of Directors shall elect one of them on the majority principle to hold the position of the chairperson of the Board of Directors until a new decision of the Board of Directors is issued.

Article 31. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, and other decisions shall be made during the first meeting of the new Board of Directors within seven (07) working days from the closure of the voting. This meeting shall be convened and chaired by the member that receives the most votes. If there is more than one (01) member who has the highest votes, they shall be voted for by members under the majority rule to convene the meeting of the Board of Directors.

2. Regular meetings

The Chairman of the Board of Directors shall convene regular meetings of the Board of Directors, work out the agenda, time and venues of the meetings at least five (05) days before the expected opening dates of such meetings. The Chairman may convene meetings at any time he/she deems necessary, but at least once a quarter. During each meeting, the Chairman of the Board of Directors shall collect opinions of the members to pass resolutions of the Board of Directors.

3. Extraordinary meetings

The Chairman shall convene an extraordinary meeting of the Board of Directors when deemed necessary for the benefit of SABECO. In addition, the Chairman shall convene without any unreasonable delay a meeting of the Board of Directors when one of the following makes a written request therefor, stating the purpose of the meeting as well as the issues to be discussed:

- a) The General Director or at least five (05) Managers;
- b) At least two (02) members of the Board of Directors;
- c) Independent members of the Board of Directors.

4. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors within seven (07) working days upon receipt of a written request stated in clause 3 of this Article. If the Chairman fails to convene the meeting on request, he/ she shall take responsibility for any damage to SABECO; the person(s) who makes the request in clause 3 of this Article may convene a meeting of the Board of Directors.

5. At the requests of the independent auditors, the Chairman of the Board of Directors shall convene meetings of the Board of Directors to discuss the auditor's report and the situation of SABECO.

6. Meeting venues

Meetings of the Board of Directors shall be held at the registered address of SABECO or other venues in Vietnam or foreign countries, subject to the decision of the Chairman of the Board of Directors and the agreement of the Board of Directors.

7. Meeting notice and agenda

All meetings shall be conducted on the basis of the notices sent to members of the Board of Directors at least five (05) days before the meetings are organized. The notices on the Board of Directors' meetings shall be made in writing in Vietnamese language and contain the meeting agenda, time and venue, which shall

be sent together with necessary documents on issues to be discussed and voted on at the Board of Directors' meetings as well as voting cards for the members who cannot attend the meetings.

The meeting invitations are sent by post, fax, email or other means registered with SABECO provided that they reach each member of the Board of Directors.

8. Quorum

A meeting can proceed and adopt resolutions only when it is attended by at least three-fourths (3/4) of the total number of the members of the Board of Directors in person or via proxies (authorized representatives).

If the number of attending members is not sufficient, the second meeting shall be convened within seven (07) days from the initial meeting date. In this case, the meeting shall be held if it is attended by more than half (1/2) of the number of the members of Board of Directors.

9. Voting

a) Except as prescribed in point b clause 9 of this Article, every member of the Board of Directors or authorized person present at the Board of Directors' meeting in his/her personal capacity shall have one (01) vote;

b) Members of the Board of Directors shall not vote on contracts, transactions or proposals in which such members or any of his/her related persons has interests and such interests may conflict with the interests of SABECO. A member of the Board of Directors shall not be counted into the quorum of a meeting regarding any resolutions which such member is not entitled to vote on;

c) According to the provisions in point d clause 9 of this Article, in a meeting of the Board of Directors, if any issues arise, relating to the extent of interests of the members of the Board of Directors or to the voting right of any members and such issues have not been settled with the voluntary abstention of such members of the Board of Directors, they shall be transferred to the meeting chairperson and his/her decisions related to all other members of the Board of Directors shall be final, except for cases where the nature or scope of the interests of the related members of the Board of Directors have not yet been declared satisfactorily;

d) Any members of the Board of Directors who enjoy benefits from a contract prescribed in point a and point b clause 4 Article 39 of this Charter shall be considered as having interest in such contract.

10. Interest declaration

A member of the Board of Directors who directly or indirectly, benefits from a contract or transaction already signed or planned to be signed with SABECO shall declare the nature and contents of such benefits at the meeting when the Board of Directors considers for the first time the conclusion of this contract or transaction if by that time such member has already known that he/she has or shall have interests in the relevant transaction or contract; or the member may declare such interest at the next meeting of the Board of Directors held after such member becomes aware of his/her interests in the relevant transaction or contract.

11. Voting by majority

The Board of Directors shall adopt resolutions and decisions by way of complying with the approval of the majority of the present members of the Board of Directors (more than fifty percent (50%)). If the number of votes in favor and the number of votes against are equal, the vote of the Chairman of the Board of Directors shall be the decisive one.

12. Meeting via telephone or in other forms

A Board of Directors meeting may be organized in form of discussions among the Members of the Board of Directors, of whom all or some are in different places, provided that each member participating in the meeting can:

- a) Hear every other participating member of the Board of Directors speaking at the meeting;
- b) If such person wishes, he/she can speak to all other participating members simultaneously.

The discussions among members can be effective directly through telephones or other communications or through the combination of various methods. Members of the Board of Directors are considered to be present at a meeting when participating according to the conducting method of such meeting of the Board of Directors.

The venue of a meeting of the Board of Directors is determined according to the location where the majority of members attend in person. If it is not possible to determine meeting venue according to the majority of in-person attendees, the location where the chairperson attends is the meeting venue.

The resolutions adopted at a via-telephone meeting properly organized and conducted shall take effect immediately after the end of the meeting and shall be confirmed with the signature on the meeting minutes of all participating members of Board of Directors

13. Resolutions in the form of collecting written opinions

Written resolutions may be passed subject to the approval of the majority of the Board of Directors members having the voting right. Such resolutions are as effective and valid as the resolutions adopted by the members of the Board of Directors at meetings regularly convened and organized. A resolution may also be adopted by way of using its copies, each of which is signed by one member or more.

14. Minutes of meetings of the Board of Directors

The Chairman of the Board of Directors shall have the responsibility to deliver the minutes of meetings of the Board of Directors to all members and these minutes shall be considered as true evidence of the activities carried out at such meetings except when there appear objections to the contents of the minutes within ten (10) days as from the time they are sent out. The minutes shall be made in Vietnamese and can be made in English language and signed by the chairperson

and secretary of the meeting. In case of differences in the contents of the minutes in Vietnamese and English, the contents in the Vietnamese version of the minutes shall prevail.

15. Legality of actions

Every action taken under a decision of the Board of Directors or any of its sub-committees or by any person in their capacity as member of such sub-committee shall be considered legally valid even though the process of electing or appointing members of the sub-committees or of the Board of Directors may be erroneous.

Article 32. Sub-committee under Board of Directors

1. The Board of Directors may set up office, sub-committees, dependent units and delegate its activities and decisions to its nominated committee in charge of development policy, personnel, compensation and internal auditing and risk management. The activities of the sub-committee shall comply with the regulations of the Board of Directors.

2. The composition and number of members of each sub-committee shall comprise of members of the Board of Directors and one or more persons other than the members of the Board of Directors, if the Board of Directors deems appropriate. In the process of exercising the authorized powers, every sub-committee shall abide by the regulations set by the Board of Directors from time to time. These regulations may regulate or permit the admission of persons other than members of the Board of Directors into the above-said sub-committee and permit such persons to vote in the capacity as members of such sub-committee, but (a) the number of additionally admitted members shall be smaller than half of the total number of members of such sub-committee, and (b) the resolutions of such sub-committee shall be valid if the majority of the members present at the meetings to adopt such resolutions are members of the Board of Directors.

3. The implementation of the decision of the Board of Directors or sub-committee to the Board of Directors, or of the person having member status in the sub-committees to the Board of Directors shall comply with the Internal Regulations on corporate governance of SABECO, the Operation Regulations of Board of Directors, this Charter and the provisions of law.

CHAPTER VIII

GENERAL DIRECTOR, EXECUTIVES

AND PERSON IN CHARGE OF CORPORATE GOVERNANCE

Article 33. Organizational structure

SABECO shall promulgate a managerial system whereby the management shall be accountable to and placed under the leadership, supervision of the Board of Directors.

The managerial system shall comprise one General Director, Deputy General

Directors, Chief Accountant and other positions, who are appointed or approved by the Board of Directors. The General Director and Deputy General Directors may be concurrently members of the Board of Directors and shall be appointed or dismissed by the Board of Directors under a resolution, decision properly adopted.

Article 34. Executives

1. At the request of the General Director and with the approval of the Board of Directors, SABECO shall be staffed with the necessary number of and suitably qualified Executives with the appropriate expertise and experience to match the structure and practices of managing SABECO from time to time. The Executives shall be necessarily diligent in order that the objectives set for the operation and organization of SABECO may be achieved.

2. The levels of wage, remuneration, interests and other terms in the labor contract with the General Director shall be decided by the Board of Directors and in the labor contracts for other Executives shall be decided by the Board of Directors after consulting the General Director or the Chairman.

Article 35. Appointment, removal from office, rights and obligations of the General Director

1. The Board of Directors shall appoint one (01) of its members or another person to be the General Director and sign a contract prescribing the wage level, remuneration, interests and other related terms. The information about wage level, remuneration, and interests of the General Director shall be reported to the annual General Meeting of Shareholders and stated in the annual report of SABECO.

2. The General Director shall manage day-to-day business operations of the SABECO and be responsible before the Board of Directors and law for the exercise of his/her vested rights and the performance of his/her assigned obligations.

3. The term of office of the General Director shall be five (05) years and may be re-appointed. The General Director shall not be a person banned by the law from holding this position.

4. The General Director shall have the following rights and obligations:

a) Execute the resolutions of the Board of Directors and the General Meeting of Shareholders, business plans and investment plans of SABECO, which have been adopted by the Board of Directors and the General Meeting of Shareholders;

b) Decide all matters related to the daily business activities not requiring the resolutions of the Board of Directors;

c) Propose organizational structure, internal rules and regulations of SABECO;

d) Propose the quantity and titles of Managers to be hired by SABECO so that the Board of Directors may appoint or remove them from office when necessary for the implementation of the best managerial practices as well as the structures proposed by the Board of Directors and to advise the Board of Directors on the levels of wage, remuneration, interests and other terms of the labor contracts of the Managers;

e) Make decisions on appointment, dismissal, transfer, reward, disciplining or signing/ termination of contract, levels of wage for the Directors, Deputy

Directors of departments of SABECO, vice heads of SABECO; Directors, Deputy Directors, Chief Accountant of SABECO's branches;

f) Approve the appointment, dismissal, transfer, signing/termination of labor contract, level of wages, reward, disciplining for the General Directors (Directors), Deputy General Directors (Deputy Directors), Chief Accountant, Representatives of SABECO in the wholly owned subsidiaries and subsidiaries of SABECO as proposed by the company Chairman/ Chairman of Board of Members of those subsidiaries;

g) Appoint, dismiss, sign/termination of labor contract, reward for managerial positions of SABECO, except for those under the authority of the Board of Directors;

h) Recruit, sign labor contracts, decide on wages and allowances (if any) for employees and managerial positions falling under the appointment authority of the General Director;

i) Consult the Board of Directors in order to decide on the number of employees, wage and remuneration levels, interests, the appointment, dismissal and other terms related to their labor contracts;

j) By the end of November each year, the General Director shall submit to the Board of Directors for approval the detailed business plan for the next financial year on the basis of meeting the requirements of the corresponding budget and five (05) year financial plans;

k) Propose plans for dividend payment and settlement of business losses;

l) Propose measures to enhance activities and management of SABECO;

m) Prepare SABECO's long-term, annual, quarterly, and monthly estimates (hereinafter referred to as estimates) for purposes of executing SABECO's long-term, annual, quarterly and annual management subject to the business plans. The annual estimates (including the estimated balance sheet, income statement and statement of cash flows) for each fiscal year shall be submitted to the Board of Directors for approval and include the information specified in the regulations of SABECO;

n) Carry out all other activities under the provisions of this Charter and the regulations of SABECO, resolutions of the Board of Directors, the labor contract of the General Director and the law;

o) Other rights and obligations in accordance with the labor contract signed with SABECO, resolutions of the Board of Directors, internal regulations of SABECO, this Charter and the provisions of the law.

5. The General Director shall be responsible before the Board of Directors and the General Meeting of Shareholders for the performance of his/her assigned tasks and exercise his/her delegated rights and have to report thereon to these bodies when so requested.

6. The Board of Directors may dismiss the General Director with at least two thirds (2/3) of the Board of Directors' members voting therefor (excluding the General Director's voting in this case) and appoint a new General Director to replace him/her.

Article 36. Person in charge of corporate governance and Company Secretary

1. The Board of Directors shall appoint at least one (01) person acting as Person in charge of corporate governance to ensure corporate governance is conducted effectively. The term of the Person in charge of corporate governance of SABECO shall be decided by the Board of Directors, which shall not exceed five (05) years. The Person in charge of corporate governance of SABECO may concurrently be the Company Secretary in accordance with clause 5 Article 156 of the Law on Enterprises.

2. The Person in charge of corporate governance shall be a person who is knowledgeable about the law and shall not concurrently work for an independent auditing company who is auditing the SABECO's financial statements and shall meet other criteria as stipulated in the decisions of the Board of Directors, this Charter and the provisions of law.

3. The Board of Directors may remove the Person in charge of corporate governance of SABECO when necessary, but not in contravention of the applicable Labor Code. The Board of Directors may appoint an Assistant Person in charge of corporate governance of SABECO from time to time.

4. The Person in charge of corporate governance of SABECO shall have the following rights and obligations:

a) Consult the Board of Directors in organizing the General Meeting of Shareholders in accordance with laws and settling the issues arising between SABECO and shareholders;

b) Organize meetings of the Board of Directors, the General Meeting of Shareholders subject to the request of the Board of Directors;

c) Advise on formalities of the meetings;

d) Attend the meetings;

e) Advise on the procedures for preparation of resolutions of the Board of Directors in accordance with the law;

f) Provide financial information, copies of minutes of meetings of the Board of Directors and others to the members of the Board of Directors;

g) Supervise and reporting to the Board of Directors the information declaration of SABECO;

h) Keep the information confidential in accordance with this Charter and the provisions of law;

i) Perform other rights and obligations in accordance with the law, internal regulations and the Charter of SABECO.

**CHAPTER IX
AUDIT COMMITTEE****Article 37. Establishment and operation of Audit committee**

1. Qualifications of the members of the Audit Committee

a) The majority of the members of the Audit Committee shall be independent or non-executive members of the Board of Directors.

b) Based on decision of the Board of Directors, member of the Audit Committee shall be a professional in the fields of accounting, finance or auditing (equipped with degrees, qualifications or relevant experience) and shall not fall into the following cases:

- To work in the accounting or finance department of SABECO;
- Be a member or employee of an auditing organization approved to audit the SABECO's financial statements in the preceding three years.

2. Structure and composition of the Audit Committee

a) The Audit Committee shall have at least three (03) members. All members of the Audit Committee shall be non-executive members of Board of Directors.

b) The chairman of the Audit Committee shall be an independent member of the Board of Directors and will be appointed by the Board of Directors.

c) Members of the Audit Committee can be assigned one or some specific tasks and shall be held responsible for these tasks. The chairman of the Audit Committee shall, based on each member's competence, experience and knowledge and the action plan of the Audit Committee, assign tasks to each member.

d) The chairman of the Audit Committee shall be responsible for developing annual and quarterly internal auditing plans and organizing and supervising the execution of these plans.

3. The Audit Committee shall have the following rights and obligations:

a) To supervise the honesty of the SABECO's financial statement and official announcement related to the SABECO's financial results;

b) To review the internal control and risk management system;

c) To review transactions with related persons within the authority of the Board of Directors or General Meeting of Shareholders and give recommendations on transactions required approval from the Board of Directors or General Meeting of Shareholders;

d) To supervise the internal audit department of the SABECO;

e) To recommend the independent auditing company to the Board of Directors before submitting to the Annual General Meeting of Shareholders for approval;

f) To monitor and evaluate the independence, objectiveness of the auditing company and the effectiveness of the auditing, especially when SABECO uses non-auditing services provided by the auditing company;

g) To supervise to ensure that SABECO complies with laws, this Charter and other internal regulations of SABECO;

h) Perform other rights and obligations in accordance with the law, internal regulations and the Charter of SABECO.

4. The implementation of supervising and controlling areas and work related to:

a) Financial statements;

- b) Internal audit activities;
- c) Services provided by independent auditors;
- d) Internal control and risk management;
- e) Compliance with professional ethics and the law.

5. Meetings of the Audit Committee

a) The Audit Committee shall arrange quarterly meetings or discussions prior to quarterly meetings of the Board of Directors to discuss and agree on contents to be reported to the Board of Directors. A meeting of the Audit Committee can only take place when at least two thirds (2/3) of its members are present.

b) Subject to the assigned tasks, members of the Audit Committee can request for private meetings with the executive management. In this case, such members shall inform the chairman of the Audit Committee about the meeting result for consolidation and monitoring.

c) Executive members of the Board of Directors in the Audit Committee (if any) will not be allowed to provide opinions or vote on matters relating to the areas such executive members are in charge.

d) The Audit Committee shall work on the basis of majority rule. In case no majority is attained, the opinion of the chairman of the Audit Committee shall prevail.

e) The chairman of the Audit Committee may convene separate meetings with each member of the Audit Committee to discuss different topics.

f) Meetings and discussions can be arranged via direct meeting or otherwise depending on the meeting contents.

g) The Audit Committee may invite relevant managers and independent auditors to attend meetings, if necessary.

h) The Person in charge of corporate governance shall support meetings of the Audit Committee:

- Arranging necessary preparation for meetings;
- Writing minutes of the meeting.

i) The chairman of the Audit Committee shall report important meeting contents to the Chairman of the Board of Directors.

The Board of Directors shall consider issuing detailed regulations on the functions, tasks, powers, responsibilities and operation of the Audit Committee.

CHAPTER X RESPONSIBILITY OF THE MANAGERS

Article 38. Duty of Care

The Managers shall be entrusted with the responsibility to perform their tasks, including tasks performed in their capacity as members of sub-committees of the Board of Directors in an honest manner and by modes which they deem are for the best interests of SABECO and with the extent of caution which any careful person needs to have when assuming the equivalent posts and under the similar

circumstances.

Article 39. Responsibility for honesty and prevention of conflict of interest

1. The Managers shall not use opportunities which may bring about benefits to SABECO for their personal purposes; and at the same time shall not use the information acquired owing to their positions for their personal interests or for the interests of any other organizations or individuals.

2. The Managers shall be obliged to notify the Board of Directors of every possible conflict of interest, which they may enjoy through various economic legal persons, transactions or other individuals.

3. SABECO shall not provide loans, guarantees or credits to the Managers and their Related Persons or any legal persons in which these persons have financial interests, except otherwise provided for by the General Meeting of Shareholders.

4. A contract or transaction between SABECO and the Managers or their Related Persons or any other company, partner, society or organization, of which the Managers or their Related Persons are members or where they have relations in financial interests, shall not be invalidated, if:

a) For a contract with a value less than twenty percent (20%) of the total asset value recorded in the latest financial statements, the important elements on the contract or transaction as well as relations and interests of the Managers have already been reported to the Board of Directors or the related sub-committee. At the same time, the Board of Directors or such sub-committee have permitted the performance of such contract or transaction in an honest manner with the approval of majority of the Board of Directors members who have no relevant interests; or

b) For a contract valued from twenty percent (20%) of the total asset value recorded in the latest financial statements, the important elements of such contract or transaction as well as the relations and interests of the Managers have already been announced to the Shareholders who have no relevant interests and are entitled to vote on that matter, and the Shareholders who have voted for this contract or transaction in an honest manner;

c) Such contract or transaction is considered by an independent consultancy organization to be fair and reasonable in all aspects and not detrimental to the interests of SABECO at the time such transaction or contract is allowed for implementation, adopted or approved by the Board of Directors or a sub-committee of the Board of Directors, or the Shareholders.

5. The Managers shall send written notices to the Board of Directors and the Audit Committee of the transactions between SABECO and/or subsidiary companies with them or with their related persons as prescribed by law. SABECO shall disclose information about the transactions that are approved by the General Meeting of Shareholders or the Board of Directors in accordance with regulations of the Law on Securities on information disclosure.

6. Members of the Board of Directors shall not vote on the transactions that bring interests to themselves or their related persons.

7. Neither any member of the Board of Directors, nor any of the Managers nor their related persons are allowed to use the confidential information of SABECO or disclose such information to other persons for performance of related transactions.

Article 40. Responsibility for damages and compensation

1. Liability

The Managers, who breach the obligation to act honestly, or fail to fulfil their obligations with care, diligence and professionalism, shall be held responsible for the damage caused by their acts of violation.

2. SABECO shall pay compensation to persons who were, are being and will possibly be in danger of becoming an involved party in cases of complaint, lawsuit or prosecution, which were, are being or will possibly be conducted regardless of whether these are civil or administrative cases (other than the lawsuits initiated by SABECO or falling under SABECO's right to initiate lawsuits), if such persons were or are being the Managers, employees or authorized representatives of SABECO or such persons acted or are acting at the request of SABECO in the capacity of Managers, employees or authorized representative of SABECO, provided that such persons have acted honestly, with care, and diligence for the interests of or not in conflict with the best interests of SABECO, on the basis of compliance with the law and without any detection or certification that such persons have breached their responsibilities. When performing the tasks entrusted by SABECO, the Managers, employees or authorized representatives of SABECO shall be compensated by SABECO to act as a party to a complaint, lawsuit or prosecution (other than the lawsuits initiated by SABECO) in the following cases:

- a) Such person has acted honestly, with care, and diligence for the interests of or not in conflict with the interests of SABECO;
- b) Such person has complied with the law and no evidence indicates that he/she has failed to fulfill his/ her responsibilities.

3. The compensated expenses shall include the arising expenses (including attorney fees), jurisdiction expense, fines, payable amounts practically arising or considered reasonable when settling these cases within the framework permitted by the law. SABECO is entitled to purchase insurance for such persons in order to avoid the above-mentioned compensation liabilities.

Article 41. Approval of contracts and transactions between with shareholders, Managers and their related persons

1. SABECO shall not provide its shareholders that are individuals and their related persons that are individuals with loans or guarantee.

2. SABECO shall not provide its shareholders that are organizations and their related person that are individuals with loans or guarantee.

3. SABECO shall not provide related person of shareholders that are organizations with loans or guarantee, unless SABECO and such related persons of shareholders are subsidiaries in the same group. In such case, the transaction

shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Article.

4. SABECO shall not make the following transactions unless they are approved by the General Meeting of Shareholders:

a) Grant of loans or guarantees to Managers who are not shareholders of SABECO and their related persons.

In case SABECO and organizations related to Managers are in the same group, grant of loans or guarantees to such organizations shall be approved by the General Meeting of Shareholders or the Board of Directors in accordance with this Article.

b) A transaction with a value of twenty percent (20%) or more or a transaction resulting in a total transaction value (that has arisen within twelve (12) months from the date of making the first transaction) of twenty percent (20%) or more of the total asset value recorded in the latest financial statements with the following:

- Managers and their related persons;
- Shareholders, authorized representatives of shareholders owning more than ten percent (10%) of the ordinary shares of SABECO and their related persons;
- Enterprises related to the person/organization specified in clause 2 Article 164 of the Law on Enterprises;

c) Contracts, transactions of loan or sale of assets with a value of more than ten percent (10%) of the total value of assets recorded in the latest financial statement between SABECO and a shareholder owning at least fifty one percent (51%) of the total number of voting shares or a related person of such shareholder.

5. The Board of Directors shall approve the contracts and transactions specified at point b and point c clause 4 of this Article with a value less than twenty percent (20%) of the total value of assets recorded in the latest financial statement.

6. Procedures of approving contracts and transactions:

a) For the authority of the General Meeting of Shareholders: Chairman of the Board of Directors shall send a notification to the Board of Directors regarding the entities party to such contract or transaction and enclose with the notification the draft contract or description of the transaction. The Board of Directors shall submit the draft contract or main description of the transaction at General Meeting of Shareholder or collecting written opinions of shareholders. In this case, a shareholder with related interest shall not have voting right; a contracts or transactions shall be passed if it is approved by a number of shareholders representing at least sixty five percent (65%) of the total remaining voting shares after subtracting voting shares of related shareholders.

b) For the authority of the Board of Directors: Chairman of the Board of Directors shall send a notification to the Board of Directors regarding the entities party to such contract or transaction and enclose with the notification the draft contract or description of the transaction. The Board of Directors shall decide whether to approve the contract or transaction within fifteen (15) days from the day

on which the notification is received; members with related interests do not have a voting right.

7. A contract or transaction shall be annulled and dealt with in accordance with the law when it is concluded or carried out without approval as prescribed in clauses 1, clause 2 of this Article and thus causes damage to SABECO. The Chairman, members of the Board of Directors or the General Director are jointly responsible for paying compensation and returning the incomes derived from such contract or transaction to SABECO.

CHAPTER XI

RIGHT TO INSPECT DOCUMENTS AND RECORDS OF SABECO

Article 42. Right to inspect documents and records

1. Shareholders of ordinary shares shall be entitled to access, examine and extract information about names and addresses of voting shareholders; request rectification of incorrect information about themselves; examine, access, extract or copy the charter, minutes and resolutions of the General Meeting of Shareholders.

2. A shareholder or a group of shareholders prescribed in clause 3 Article 13 hereof have the right to examine, sight and extract minutes and resolutions, decisions of the Board of Directors, half-year and annual financial statements, contracts and transactions required approval of the Board of Directors and other documents, except for documents related to commercial secret and SABECO's business secret.

In case an authorized representative of a shareholder and a group of shareholders request to sight minutes and records, there shall be a power of attorney of the shareholder and group of shareholders that person represents or a notarized copy of this authorization.

3. Managers are entitled to examine the register of shareholders, list of shareholders and other documents and records of SABECO for the purposes related to their positions, provided that such information shall be kept confidential.

4. SABECO shall have to keep this Charter, the written amendments and supplements thereto, the Enterprise Registration Certificate, regulations, documents proving ownership of assets, resolutions/ minutes of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, annual financial statements, accounting books and any other papers prescribed by the law at the head office or another places, provided that the Shareholders and business registration authority are informed of the places where those papers are archived.

5. The Charter of SABECO shall be published on its website.

CHAPTER XII EMPLOYEES AND TRADE UNION

Article 43. Employees and Trade Union

The General Director shall propose plans for adoption by the Board of Directors on matters related to the recruitment, dismissal, wage, social insurance, welfare, commendation and discipline of managers and employees as well as SABECO's relations with trade union organizations recognized according to criteria, practice and the best management policies, the practices and policies prescribed in this Charter, internal regulations of SABECO and the law.

CHAPTER XIII DISTRIBUTION OF PROFITS

Article 44. Distribution of profits

1. The General Meeting of Shareholders shall decide the dividend amount and payment methods of annual dividends gained from retained earnings of SABECO.

2. In accordance with the Law on Enterprises, the Board of Directors may decide on the mid-term dividend payment if it deems that such payment conforms to SABECO's profit-generating capability.

3. SABECO shall not pay interests on any dividend amount or other payable sums related to a share.

4. The Board of Directors may propose to the General Meeting of Shareholders to adopt the full or partial payment of dividends with specific shares and the Board of Directors shall be the body to enforce this resolution.

5. Dividends or other money amounts related to a share, if being paid in cash, shall be paid in Vietnam Dong, through bank account transfer when SABECO has acquired detailed information on the banks of the Shareholders. If SABECO has already affected the account transfer strictly according to the detailed information on the banks provided by the Shareholders, SABECO shall not bear responsibility for any money amounts transferred by SABECO to benefit the Shareholders but not received by the latter. The payment of dividends for shares listed at the Stock Exchange may be affected through securities companies or Vietnam Securities Depository.

6. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall adopt its resolutions on a specific date to make the final list of shareholders. Accordingly, persons who register as shareholders or other securities owners are entitled to receive dividends, interest, share of profits, shares, notices or other documents.

7. The profits shall be distributed as follows:

SABECO shall deduct a sum from its after-tax profits to establish the following funds:

- a) Investment and development fund;
- b) Bonus and welfare fund;
- c) Social security fund;
- d) Science and technology fund.

The deduction amount shall be proposed by the Board of Directors and approved by the General Meeting of Shareholders.

8. Other matters related to profit distribution shall be implemented in accordance with the law.

CHAPTER XIV BANK ACCOUNTS, FISCAL YEAR AND ACCOUNTING SYSTEM

Article 45. Bank accounts

1. SABECO shall open accounts at Vietnamese banks or at various foreign banks licensed to operate in Vietnam.

2. With the pre-approval of the competent authorities, SABECO may open bank accounts overseas in accordance with the law, if necessary.

3. SABECO may make payments and accounting transactions through its Vietnam Dong or foreign currency accounts at the banks where such accounts are opened.

Article 46. Fiscal year

The fiscal year of SABECO shall begin on the first day of January every year and end on the 31st day of December of the same year.

Article 47. Accounting system

1. The accounting system applied by SABECO is the Vietnam Accounting Standards (VAS) or any other system approved by the Ministry of Finance.

2. SABECO's accounting records shall be written in Vietnamese and retained in accordance with relevant laws. These records shall be accurate, up to date, systematic, and able to prove and explain SABECO's transactions.

3. SABECO shall use Vietnam Dong (or freely convertible foreign currencies if approved by the competent authorities) as currency unit used in accounting. In cases where SABECO has economic operations arising mainly in a foreign currency, it shall be entitled to select such foreign currency as the accounting currency and be responsible for such choice before the laws and notify it to the direct tax administration agencies.

CHAPTER XV FINANCIAL STATEMENTS, ANNUAL REPORTS AND RESPONSIBILITY FOR INFORMATION DISCLOSURE

Article 48. Annual, half-year and quarterly financial statements

1. SABECO shall prepare annual financial statements, which have to be

audited as prescribed by law. SABECO shall disclose the audited annual financial statements in accordance with the law on disclosing information on the securities market and submit them to competent authorities.

2. The annual financial statements shall have adequate contents, appendices and descriptions prescribed by the law. Annual financial statements shall truthfully and objectively reflect SABECO's operation.

3. SABECO shall prepare and publish reviewed half-year and quarterly financial statements in accordance with the regulations of the State Securities Commission, the Stock Exchange and submit the same to the relevant tax authority and the business registration authority in accordance with the Laws on Enterprises and the Law on Securities.

4. Audited annual financial statements (including auditors' opinions), reviewed half-year financial statements and quarterly financial statements of SABECO shall be published on the website of SABECO.

5. Related organizations and individuals are entitled to inspect or copy audited annual financial statements, reviewed half-year financial statements and quarterly reports at SABECO's head office during the working hours and shall pay a reasonable fee for their copy.

Article 49. Annual report

SABECO shall prepare and publish annual reports in accordance with the law.

Article 50. Periodical and irregular disclosure of information

SABECO shall disclose information on a periodical and irregular basis in accordance with the law.

**CHAPTER XVI
AUDITING SABECO**

Article 51. Auditing

1. The annual General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies, entrust the Board of Directors to select one amongst them to audit SABECO for the subsequent fiscal year, based on the terms and conditions agreed upon with the Board of Directors. SABECO shall prepare and send the annual financial statements to the independent auditors after the end of each fiscal year.

2. The independent auditors shall examine, certify and report on the annual financial statements showing the earnings and expenditures of SABECO, prepare the auditor's report and submit it to the Board of Directors within two (02) months after the end of each fiscal year.

3. A copy of the auditor's report shall be sent together with a copy of the annual financial statements of SABECO.

4. The independent auditors shall be allowed to attend all meetings of the General Meeting of Shareholders and entitled to receive notices and other information related to the General Meeting of Shareholders, which every

Shareholder is entitled to receive, and to express opinions at the meeting about auditing-related matters.

CHAPTER XVII SEAL(S)

Article 52. Seal(s)

1. Seal(s) include physical seals and digital signatures prescribed by regulations of law on electronic transactions.

2. SABECO shall have its own seal kept at its head office. The form and content of the seal, conditions for making the seal and the seal usage shall comply with the laws.

3. The Board of Directors shall decide the type, quantity, form and content of the seals of SABECO, its branches and representative offices (if any).

4. The Board of Directors, and the General Director of SABECO shall conduct the usage and management of the seal in accordance with the prevailing law.

CHAPTER XVIII TERMINATION AND LIQUIDATION

Article 53. Termination of operation

1. SABECO may be dissolved or terminated in the following cases:

a) To be declared by a competent court as bankrupt in accordance with the prevailing law;

b) To be dissolved subject to a resolution of the General Meeting of Shareholders;

c) The Enterprise Registration Certificate is revoked, otherwise prescribed by the law;

d) Other cases prescribed by the law.

2. The dissolution of SABECO shall be decided by the General Meeting of Shareholders, implemented by the Board of Directors. This dissolution resolution shall be notified to or approved by the competent authority (if required) in accordance with the law.

Article 54. Change of the operation duration

1. The Board of Directors shall convene the General Meeting of Shareholders so that the Shareholders may vote on the change of the operation duration of SABECO at the proposal of the Board of Directors.

2. The operation duration shall be changed if the Shareholders holding at least sixty five percent (65%) of the voting shares and present at the General Meeting of Shareholders in person or via their authorized representatives or via an absentee voting, vote in favor of such change.

Article 55. Liquidation

1. After the issuance of a decision on the dissolution of SABECO, the Board

of Directors shall have to set up the Liquidation Board comprising at least three members, of whom two shall be appointed by the General Meeting of Shareholders and one shall be appointed by the Board of Directors from an independent auditing company. The Liquidation Board shall prepare regulations on its operation. The Liquidation Board's members may be selected from among the employees of SABECO or independent specialists. All expenses related to the liquidation shall be prioritized by SABECO with the payment thereof made before the payment of other debts of SABECO.

2. The Liquidation Board shall have to report to the business registration authority on the date of its founding and the date of commencing its operation. From that time on, the Liquidation Board shall act on behalf of SABECO in all affairs related to the liquidation of SABECO before the court and administrative agencies.

3. The proceeds from the liquidation shall be used for payments in the following order:

- a) Liquidation expenses;
- b) Unpaid salaries, severance pay, social insurance and other benefits of employees according to the collective bargaining agreement and employment contracts;
- c) Taxes and payables to the State;
- d) Borrowing (if any);
- e) Other debts of SABECO;
- f) The remaining amount after effecting the payments from item (a) thru (e) above shall be distributed to Shareholders. Preference shares shall be given the priority of payment.

CHAPTER XIX SETTLEMENT OF INTERNAL DISPUTES

Article 56. Settlement of internal disputes

1. Upon the appearance of disputes or complaints related to the operation of SABECO or to the Shareholders' rights arising from any right or obligation prescribed by SABECO's Charter, the Law on Enterprises and the provisions of law, between:

- a) A Shareholder or Shareholders and SABECO;
- b) A Shareholder or Shareholders and the Board of Directors, the General Director or other Managers;

The involved parties shall endeavor to settle those disputes through negotiations and conciliation. Except for disputes related to the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement of disputes and request each party to present the practical elements related to the disputes within fifteen (15) working days as from the date the disputes arise. If the disputes are related to the Board of Directors or Chairman of the Board of Directors, any party may request to appoint an

independent specialist to act as the arbitrator for the settlement of the disputes.

2. If no conciliation decision is made within six (06) weeks as from the time of starting the conciliation process or if the decision of the conciliation mediator is not accepted by the parties, any party may bring the disputes to the competent Arbitration Center or a People's Court with jurisdiction.

3. Each party shall have to bear its own expenses related to the negotiation and conciliation procedures. The Arbitrator/ Court's expenses shall be paid by a party decided by the Arbitrator/ Court.

CHAPTER XX AMENDMENTS, SUPPLEMENTS AND EFFECT OF THE CHARTER

Article 57. Amendments and supplements of the Charter

1. Any amendments and supplements of this Charter shall be considered and decided by the General Meeting of Shareholders.

2. In cases where there are provisions of law related to the operation of SABECO which have not yet been mentioned in this Charter or where the new provisions of law are different from the provisions of this Charter, such new provisions of law shall naturally apply and regulate the operations of SABECO.

Article 58. Effect of the Charter

1. This Charter comprising 20 chapters with 58 articles is unanimously adopted by the General Meeting of Shareholders of Saigon Beer - Alcohol - Beverage Corporation on 28th April 2021 in Ho Chi Minh City and the effect of its full contents is also approved.

2. This Charter shall be made into five (05) copies with equal value and retained at SABECO's head office.

3. This Charter shall be a unique and official version of SABECO.

4. The Charter of SABECO shall take effects immediately after it is adopted by the General Meeting of Shareholders and signed by the legal representative of SABECO. Copies of the Charter shall be of full force in accordance with the prevailing laws.

Ho Chi Minh City, 28th April, 2021

**LEGAL REPRESENTATIVE
CHAIRMAN OF BOARD OF DIRECTORS OF SABECO**

Koh Poh Tiong