



RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023
SAIGON BEER – ALCOHOL – BEVERAGE CORPORATION

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

Pursuant to the Charter of Saigon Beer – Alcohol – Beverage Corporation (SABECO);

Pursuant to the Meeting Minutes of SABECO Annual General Meeting of Shareholders 2023 dated April 27, 2023,

RESOLVES:

Article 1: Approve the 2022 separate financial statements and 2022 consolidated financial statements of Saigon Beer – Alcohol – Beverage Corporation which were audited by KPMG (Vietnam) Limited.

Article 2: Approve the Report of the Board of Directors on 2022 performance and 2023 orientation.

1. Business performance in 2022

| Categories | Unit | 2021 Actual | 2022 Plan | 2022 Actual |
|------------------|-------------|-------------|-----------|-------------|
| Net Sales | Billion VND | 26,374 | 34,791 | 34,979 |
| Profit After Tax | Billion VND | 3,929 | 4,581 | 5,500 |

2. 2023 planning

| Categories | Unit | 2022 Actual | 2023 Plan | % Growth Rate |
|------------------|-------------|-------------|-----------|---------------|
| Net Sales | Billion VND | 34,979 | 40,272 | 15.1% |
| Profit After Tax | Billion VND | 5,500 | 5,775 | 5.0% |

Article 3: Approve the Report on activities of the Independent Directors in the Audit Committee in 2022.

Article 4: Approve the selection of independent auditor for the fiscal year 2023 and Q1 2024.

To assign the Board to select the independent auditor for SABECO's financial statements and other businesses upon request for the fiscal year 2023, Q1 2024 and all relevant periods as deemed necessary from the list below:

- Ernst & Young Vietnam Limited;
- KPMG Vietnam Company Limited;
- PWC (Vietnam) Limited;
- Deloitte Vietnam Company Limited.

Article 5: Approve the 2022 profit distribution.

| No. | Categories | Budget 2022 (Billion dong) | Actual 2022 (Billion dong) |
|-----|---|-------------------------------|-------------------------------|
| 1 | Undistributed profit - Beginning | 13,705 | 13,656 |
| 2 | Profit after tax for the year | 4,390 | 5,224 |
| 3 | Profit distribution, in which: | 2,386 | 3,390 |
| | - Distribute to Bonus and Welfare fund | 105 | 145 |
| | - Distribute to Investment and Development fund | 0 | 0 |
| | - Distribute Social activities fund | 37 | 38 |
| | - Dividend | 2,244 | 3,206 |
| | - Dividend ratio | 35.0% | 50.0% |
| 4 | Undistributed profit - Ending | 15,709 | 15,490 |

Additional payment of 2022 dividend in cash will be implemented as follows:

- Payout ratio: 15% / par value of share (VND1,500 per share)
- Record date: June 12, 2023
- Estimated date of payment: July 7, 2023
- Source of payment: Undistributed profit after tax from previous years

Article 6: Approve the 2023 profit distribution plan.

| No. | Categories | Actual 2022 (Billion dong) | Budget 2023 (Billion dong) |
|-----|---|-------------------------------|-------------------------------|
| 1 | Undistributed profit - Beginning | 13,656 | 15,490 |
| 2 | Profit after tax for the year | 5,224 | 5,542 |
| 3 | Profit distribution, in which: | 3,390 | 2,373 |
| | - Distribute to Bonus and Welfare fund | 145 | 105 |
| | - Distribute to Investment and Development fund | 0 | 0 |
| | - Distribute Social activities fund | 38 | 23 |
| | - Dividend | 3,206 | 2,244 |
| | - Dividend ratio | 50.0% | 35.0% |
| 4 | Undistributed profit - Ending | 15,490 | 18,659 |

Article 7: Approve the settlement of remuneration in 2022 for the Board of Directors.

Approve the remuneration settlement in 2022 for the members of the Board of Directors, Audit Committee, and other Committees at SABECO as follows:

| No. | Content | 2022 Plan | 2022 Actual |
|-----|--|-------------------------------|-------------------------------|
| 1 | Remuneration for members of the Board of Directors - Member: - Amount: | 7 people 5,408,000,000 VND | 7 people 4,056,000,000 VND |
| 2 | Remuneration for members of the Audit Committee - Member: - Amount: | 3 people 1,014,000,000 VND | 3 people 1,014,000,000 VND |

| No. | Content | 2022 Plan | 2022 Actual |
|--------------|---|-----------------------------|-----------------------------|
| 3 | Remuneration for the Independent Director in charge of activities on human resources and remuneration - Member: - Amount: | 1 person 312,000,000 VND | 1 person 312,000,000 VND |
| Total | | 6,734,000,000 VND | 5,382,000,000 VND |

Article 8: Approve the plan of remuneration in 2023 for the Board of Directors.

Approve the remuneration plan in 2023 for the members of the Board of Directors, Audit Committee, and other Committees at SABECO as follows:

| No. | Content | 2022 Actual | 2023 Plan |
|--------------|--|-------------------------------|-------------------------------|
| 1 | Remuneration for members of the Board of Directors - Member: - Amount: | 7 people 4,056,000,000 VND | 7 people 5,408,000,000 VND |
| 2 | Remuneration for members of the Audit Committee - Member: - Amount: | 3 people 1,014,000,000 VND | 3 people 1,014,000,000 VND |
| 3 | Remuneration for members of the Nomination and Remuneration Committee - Member: - Amount: | 1 person 312,000,000 VND | 4 people 798,000,000 VND |
| 4 | Remuneration for members of the Sustainability and Risk Management Committee - Member: - Amount: | 0 person 0 VND | 3 people 540,000,000 VND |
| Total | | 5,382,000,000 VND | 7,760,000,000 VND |

Article 9: Approve related party transactions within SABECO group of companies.

Article 10: Approve the shares issuance plan to existing shareholders to increase share capital from owner's equity.

I. PROPOSAL ON THE SHARES ISSUANCE TO EXISTING SHAREHOLDERS TO INCREASE SHARE CAPITAL FROM OWNERS' EQUITY:

- Name of share: Share of Saigon Beer – Alcohol – Beverage Corporation;
- Par value: VND10,000/share;
- Type of issued share: Common share;
- The Company's share capital: VND 6,412,811,860,000 (In word: Six thousand four hundred and twelve billion, eight hundred eleven million, eight hundred and sixty thousand Vietnamese Dong);
- Number of treasury shares: 0 share;
- Number of outstanding shares: 641,281,186 shares (In words: Six hundred and forty-one million, two hundred and eighty-one thousand, one hundred and eighty-six shares);



- Number of expected issued shares: 641,281,186 shares (In words: Six hundred and forty-one million, two hundred and eighty-one thousand, one hundred and eighty-six shares);
- Total par value of issuance: VND 6,412,811,860,000 (In word: Six thousand four hundred and twelve billion, eight hundred eleven million, eight hundred and sixty thousand Vietnamese Dong);
- Total number of shares after issuance: 1,282,562,372 shares;
- The expected share capital after issuance: VND 12,825,623,720,000;
- Issuance ratio (number of expected issued shares/number of outstanding shares): 100%;
- Conducting ratio: 1:1 (at the closing date of shareholders list to exercise rights, shareholders owning 01 (one) existing share will receive 01 (one) new additional share);
- Issuance type: Issuing shares to increase share capital from owner's equity;
- Subject of Issuance: Existing shareholders named at the last registration date close the list of shareholders. The time to close the shareholder list will be authorized by the General Meeting of Shareholders for the Board of Directors to decide;
- The plan of dealing with odd shares: No odd shares;
- Transfer restrictions: Shares that are restricted from being transferred (if any) are still entitled to receive additional shares. Additional shares are not subject to transfer restrictions. The right to receive additional shares issued from equity is not transferable;
- Sources to issuing shares: Accumulated retained earnings as of 31 December 2022 according to the Audited Separate Financial Statements ("FS"), detailed as follows:

| Sources to issuing shares | According to the audited separate FS 2022 | Total value of shares expected to be offered at par value |
|--|---|---|
| Accumulated retained earnings as of 31 December 2022 | 13,073,315,740,285 | 6,412,811,860,000 |

- Expected offering time: In 2023, after the issuance is approved by the State Securities Commission.

II. REGISTRATION OF LISTING AND DEPOSITORY OF ALL ADDITIONAL SHARES ISSUED

All additional shares issued will be registered for listing at Ho Chi Minh City Stock Exchange and depository at the Vietnam Securities Depository after completion of shares issuance in accordance with current law and regulation.

III. AUTHORIZING THE BOARD OF DIRECTORS ON ISSUES RELATED TO INCREASING SHARE CAPITAL

The General Meeting of Shareholders assigns the Board of Directors to decide all matters related to the shares issuance to increase share capital from owners' equity, specifically:

- Perform necessary procedures to register the shares issuance at the State Securities Commission (SSC) and explain them to SSC (if any);
- Supplement or amend the issuance plan at the request of the SSC or other competent state agencies (if any);
- Develop a plan to ensure that the foreign ownership ratio is consistent with the provisions of law;
- Select the time to finalize the list of shareholders exercising rights and deploy appropriate issuance;
- Perform procedures for registration of new charter capital increase at the Department of Planning and Investment of Ho Chi Minh City after the end of the share issuance;
- Amendments relating to charter capital, shares and stocks in the Charter of organization and operation of the Company after the completion of the share issuance to be in line with the issuance result;
- Perform necessary procedures for registration of listing and depository of all additional issued shares at the Ho Chi Minh Stock Exchange and the Vietnam Securities Depository;



- Other relevant issues to complete the assigned task;
- On a case-by-case basis, the Board of Directors can assign the General Director to perform one or more of the specific tasks mentioned above.

Article 11: Approve the election of new Board members for the 2023 – 2028 term:

- Mr. Koh Poh Tiong
- Mr. Pramoad Phornprapha
- Mr. Nguyen Tien Vy
- Mr. Michael Chye Hin Fah
- Ms. Tran Kim Nga
- Mr. Le Thanh Tuan
- Ms. Ngo Minh Chau

Article 12: Implementation provisions:

The Resolution of the 2023 Annual General Meeting of Shareholders of Saigon Beer – Alcohol – Beverage Corporation is approved and takes effect from the signing date.

All shareholders of Saigon Beer – Alcohol – Beverage Corporation, members of the Board of Directors, the General Director and all employees of the Corporation are responsible for implementing this Resolution.

Recipients:

- SABECO shareholders;
- Board of Directors;
- General Director;
- BOD Office archives.

**ON BEHALF OF THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRPERSON**



Michael Chye Hin Fah

