

**SAO BAC DAU TECHNOLOGIES  
CORPORATION**

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**THE SOCIALIST REPUBLIC OF VIETNAM**  
**Independence - Freedom - Happiness**  
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No.: 19/2025/CBTT-SBD

Ho Chi Minh City, July 29, 2025

**PERIODIC INFORMATION DISCLOSURE**

**To: Hanoi Stock Exchange**

**1. Name of organization: SAO BAC DAU TECHNOLOGIES CORPORATION**

- Stock code: SBD

- Address: Block U.14b – 16a, Road 22, Tan Thuan EPZ, Tan Thuan ward, Ho Chi Minh City

- Tel: 028 37700968

Fax: 028 37700968

- Email: [info@saobacdau.vn](mailto:info@saobacdau.vn)

Website: <https://saobacdau.vn/>

**2. Contents of disclosure:**

- Minutes and Resolution of the 2025 Annual General Meeting of Shareholders.

**3. This information has been disclosed on the Company's website on July 29, 2025, at the following link: <https://saobacdau.vn>.**

We hereby undertake that the above information is true and we shall take full responsibility before the law for its contents.

***Attached documents:***

- Minutes and Resolution of the 2025 AGM

**Organization representative**

**Legal representative/ Authorized person for disclosure**

*(Signature, full name, position, and seal)*



*Chủ tịch Hội Đồng Quản Trị*  
*Nguyễn Đức Quang*



No. 01/BBH-PHDCD/2025

Ho Chi Minh City, July 29, 2025

**SAO BAC DAU TECHNOLOGIES CORPORATION**  
**MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Company name: Sao Bac Dau Technologies Corporation  
Head Office: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Enterprise Registration Certificate: No. 0303191804, re-issued for the 26th time by the Department of Planning and Investment of Ho Chi Minh City on July 11, 2025  
Commencement time: **8:50 AM, Tuesday, July 29, 2025**  
Venue: Ground Floor – Sao Bac Dau Building, Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Participants: Shareholders and representatives from RSM Vietnam Auditing & Consulting Co., Ltd  
Chairperson of the Meeting: Mr. Nguyen Duc Quang – Chairman of the Board of Directors  
Secretary of the Meeting: Ms. Le Nguyen Anh Uyen

**PROCEEDINGS OF THE GENERAL MEETING (GM)**

**I. PARTICIPANT VERIFICATION REPORT**

- Mr. Do Van Hao, on behalf of the Credentials Verification Committee, presented the shareholder verification report and confirmed that the meeting was duly convened in accordance with Clause 1, Article 145 of the 2020 Law on Enterprises and Clause 1, Article 18 of the Company's Charter (requiring shareholders representing more than 50% of total voting shares). Specifically:
  - Total number of shareholders and authorized representatives attending:
  - Total valid voting shares represented: 8,146,986 shares, accounting for 58.54% of the total outstanding voting shares of the Company.

**II. OPENING PROCEDURES:**

1. The Organizing Committee officially opened the meeting and invited Mr. Nguyen Duc Quang – Chairman of the Board of Directors – to preside over the meeting.
  2. Mr. Nguyen Duc Quang proposed and received unanimous approval (100%) from the Annual General Meeting (AGM) to form the Presidium, consisting of:
    - Mr. Nguyen Duc Quang – Chairman of the Board of Directors.
    - Mr. Nguyen Xuan Truong – Member of the Board of Directors, Chief Executive Officer
    - Ms. Dang Thi Thanh Huong – Member of the Supervisory Board
    - Mr. Le Hong Phong – Member of the Founding Council and Advisor
  3. The Chairperson nominated the Secretary of the Meeting and introduced the following members for the Vote Counting Committee:
    - Ms. Le Nguyen Anh Uyen – Head
    - Ms. Le Hong Hanh – Member
- Vote Counting Committee:
- Ms. Dang Thi Thanh Huong – Head
  - Ms. Bui Thi Tam Thu – Member
  - Ms. Tran Hoa Binh – Member
  - Ms. Nguyen Thi Bich Lien – Member



- Voting result: The AGM approved the composition of the Secretariat and the Vote Counting Committee as proposed by the Chairperson, with the following result:
  - Approval: 100 %; Disapproval: 0 %; Abstention: 0 %.

#### 4. Approval of Agenda and Voting Methodology:

The GM reviewed the AGM organization regulations, the meeting agenda, and listened to the presentation on the voting and election methodology. There were no additional proposals or comments, and the Meeting unanimously approved the agenda and voting methodology:

- Approval: 100 %; Disapproval: 0 %; Abstention: 0 %.

### III. REPORTS AND PROPOSALS:

- Mr. Nguyen Xuan Truong presented the business results for 2024 and the business plan for 2025:
- Mr. Nguyen Duc Quang presented the following reports and proposals:
  - Audited financial statements for FY2024, profit distribution plan for FY2024, and business plan for FY2025;
  - Board of Directors' report for FY2024 and operation plan & budget for FY2025;
- Ms. Dang Thi Thanh Huong, on behalf of the Supervisory Board, presented:
  - Evaluation of the performance of the Board of Directors and the CEO in 2024;
  - Supervisory Board's report for 2024 and operation plan & budget for 2025;
  - Amended and supplemented Supervisory Board Regulations;
  - Proposal for selection of independent auditor for FY2025.

### IV. DISCUSSION

Under the Chairperson's direction, the AGM discussed the agenda items, including the reports and proposals submitted by the Board of Directors and the Supervisory Board.

- Mr. Bach Quoc Vinh, representing DSC Securities Joint Stock Company, raised a question regarding the Company's development, noting that Sao Bac Dau appeared to have fallen behind market trends, and requested clarification on the Company's strategic direction going forward.
- Mr. Pham Manh Hung, a shareholder of the Company, raised a question regarding the fact that the Company had not paid dividends for the past three years, and requested the Board of Directors and the Executive Board to clarify the profit distribution plan in the coming period.

The Chairperson provided clear and adequate responses to the inquiries. No additional comments were raised following the discussion.

### V. VOTING RESULTS

At 10:50 AM, the total number of valid voting shareholders and their ownership ratios remained as reported in Section I. Based on the official vote counting results, the AGM unanimously adopted the following resolutions:

- Total number of shareholders and authorized representatives attending the Meeting: 47 persons;
- Total number of voting shares held by shareholders and authorized representatives attending the Meeting: 8,454,759 shares, equivalent to 60.75% % of total voting shares of the Company.

Based on the approved vote counting results, the Annual General Meeting of Shareholders unanimously passed the following matters with the results as follow:

No.	Voting agenda	Approval		Disapproval		Abstention	
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
1	Approval of audited standalone and	8,454,759	100	0	0	0	0



	consolidated financial statements for FY2024 ending March 31, 2025						
2	Approval of appointment of RSM Vietnam Auditing & Consulting Co., Ltd. as independent auditor for FY2025	8,454,759	100	0	0	0	0
3	Approval of FY2024 profit distribution plan	8,454,759	100	0	0	0	0
4	Approval of FY2025 business plan	8,454,759	100	0	0	0	0
5	Approval of BoD report for FY2024 and FY2025 plan and budget	8,454,759	100	0	0	0	0
6	Approval of amended and supplemented Supervisory Board Regulations	8,454,759	100	0	0	0	0
7	Approval of Supervisory Board report and FY2025 operation plan and budget	8,454,759	100	0	0	0	0

## VI. APPROVAL OF MEETING MINUTES AND RESOLUTIONS

- Mr. Nguyen Duc Quang read the draft Meeting Minutes and Resolutions.
- The Meeting raised no objections or additional comments. The AGM unanimously approved the full content of the 2025 AGM Minutes and Resolutions and authorized the Board of Directors, Supervisory Board, and CEO to implement them in accordance with applicable laws.

Voting result:

- Approval: 100%; Disapproval: 0%; Abstention: 0%.

The Meeting was officially adjourned at 11:00 AM on the same day.

These Minutes were prepared onsite and read aloud to all attending shareholders.

On behalf of the Secretariat  
Head of Secretariat

LE NGUYEN ANH UYEN

On behalf of the Annual General Meeting  
Chairperson

NGUYEN DUC QUANG



SAO BAC DAU TECHNOLOGIES  
CORPORATION

THE SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

No.: 01/2025/NQ-DHĐCĐ

Ho Chi Minh City, July 29, 2025

**SAO BAC DAU TECHNOLOGIES CORPORATION**

**RESOLUTION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated October 16, 2020 on information disclosure in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 on corporate governance applicable to public companies;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation;*
- *Minutes of the 2025 Annual General Meeting of Shareholders dated 29/07/2025;*

The 2025 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation (stock code: SBD) was held at the Company's Head Office: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City, on July 29, 2025, with the participation of 47 shareholders and authorized representatives, representing 8,454,759 shares, equivalent to 60.75% % of total voting shares, and unanimously resolved the following matters:

**Agenda 1.** Approval of the parent company's financial statements and the consolidated financial statements for the fiscal year 2024 ended on March 31, 2025, audited by RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International.

Further details are available at the Company's website: <https://saobacdau.vn>

**Agenda 2.** Approval of the selection of RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International – as the independent auditor for the fiscal year 2025 (auditing both the parent company and consolidated financial statements).



In case engagement with RSM Vietnam is unsuccessful, the Annual General Meeting authorizes the Board of Directors to select another independent audit firm approved by the State Securities Commission to audit the Company's financial statements for fiscal year 2025.

**Agenda 3.** Approval of the profit distribution plan for the fiscal year 2024, as follows:

Unit: VND billion

No.	Indicator	Amount	Notes
1	Profit before tax	11,2	—
2	Corporate income tax	5,2	—
3	Profit after tax	6,0	—
4	Allocation to funds	0	—
5	Remaining profit after allocation	6,0	—
6	Dividend for FY2024	0	Retained to supplement working capital

**Agenda 4.** Approval of the business plan for fiscal year 2025, including:

**1. Parent Company – SBD**

Unit: VND billion

No.	Indicator	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	672,5	815,1	21,20%
2	Net profit after tax	6,0	9,1	51.67%
3	Dividend to Parent's Shareholders	0	0	—

**2. Consolidated (Parent Company and Subsidiaries)**



Unit: VND billion

No.	Indicator	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	687,0	831,1	20,97%
2	Net profit after tax	4,1	6,5	58,54%

**Agenda 5.** Approval of the Board of Directors' Report for FY2024 (details are provided in the 2025 AGM Documents) and the Board's operational plan and budget for FY2025, including:

## 1. Plans and Strategic Directions of the Board of Directors

### 1.1 Governance and Business Plans

#### a. Business Development and Operational Management

- Ensure the necessary support for the Executive Board to successfully achieve the 2024 business targets; support the management team in consolidating traditional markets and acquiring new strategic clients;
- Set targets to expand market presence and increase the Company's footprint in new regions. Actively seek partnership opportunities with strategic partners and broaden the client portfolio.

#### b. Financial Management and Risk Governance

- Prioritize restructuring of investment activities and resolution of outstanding debts from previous years. Continue to directly participate in and support the Executive Board in recovering long-standing receivables;
- Ensure sound governance practices in compliance with legal regulations and ethical business standards. Maintain transparency and integrity in all operations, safeguard shareholders' interests, and build trust with customers and partners.
- The Steering Committee for Integrity Policy Implementation, under the guidance of international consultants, has expanded the scope of risk control, thereby reducing the Company's overall risk exposure.

### 1.2 Corporate Culture

- The Board of Directors has consistently strengthened, is actively reinforcing, and will continue to build and foster the corporate culture, upholding SBD's 29-year legacy.

### 1.3 Human Resource Investment

- Steps have been taken to build a succession plan for senior leadership roles in preparation for organizational restructuring, aiming to rejuvenate the management team in line with current business realities.
- Enhance training programs to improve employees' professional expertise and management skills.



- Appoint individuals who are fully qualified in terms of competence, qualities, and experience — and who have undergone proper training — to senior leadership positions at appropriate times to ensure succession planning, rejuvenation, and readiness for growth in the new development phase.
- Create favorable conditions to attract and retain talent. Promote a positive and motivating work environment, encouraging personal development and contribution to the Company's success.

#### **1.4 Investment in Science and Technology**

Intensify technological innovation and promote research to maintain competitiveness and respond to evolving market demands. Focus particularly on the application of artificial intelligence (AI) in business operations within the Vietnamese market.

Appoint a Chief Technology Officer (CTO) to strengthen the Company's strategic focus on technology, innovation, and digital transformation initiatives.

## **2. BoD Budget for Fiscal Year 2025**

The BoD respectfully submits to the GMS the proposed operating budget for 2025, as follows:

BoD Operating Budget, covering:

- Remuneration of BoD members
- Operational expenses of the BoD Office
- Meeting and conference expenses
- Advisory fees and other related expenses

**Total estimated BoD budget for FY2025: not exceeding VND 4.64 billion.**

**Agenda 6.** Approval of the amended and supplemented Supervisory Board Operating Regulations and authorization for the Supervisory Board to officially issue them.

**Agenda 7.** Approval of the Supervisory Board's Report for Fiscal Year 2024 (details are provided in the 2025 AGM Documents), and the Supervisory Board's Activity Plan and Budget for Fiscal Year 2025 as follows:

### **1. Activity Plan for 2025**

- Participate in organizing the 2025 Annual General Meeting of Shareholders.
- Supervise the implementation of the resolutions adopted at the 2025 AGM; the Supervisory Board considers this a key task to ensure the optimal protection of shareholders' interests.
- Monitor the issuance of operational regulations, financial regulations, and other policies issued annually by the Board of Directors and the Executive Board; evaluate their impact on shareholders' interests during implementation.
- Supervise the financial situation, cash flow management, debt payment capacity, capital management and utilization, preservation and growth of equity, personnel remuneration, budget control, and the implementation of quarterly and annual business plans.

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- Review and appraise the quarterly, semi-annual, and annual financial statements for 2025.
- Participate in and advise on the selection of the audit firm, negotiate and sign the contract with the audit firm, and supervise the work of the audit firm as well as the finance and accounting departments during the independent audit process.
- Review the Management Letter issued by the audit firm and work with related parties.
- Collect information, communicate, and interact with shareholders and address issues as requested by shareholders (if any).
- Oversee the compliance with the Company's integrity policies.

## 2. Budget for 2025

- The total estimated budget for the Supervisory Board for fiscal year 2025 shall not exceed VND 986,000,000 (including remuneration for Supervisory Board members, conference organization expenses, etc.).
- The SB's budget is increased to provide additional resources to carry out internal control tasks assigned by the Board of Directors.

This Resolution was unanimously approved by the 2025 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation at the meeting convened on July 29, 2025. The Board of Directors shall be responsible for organizing the implementation of this Resolution accordingly.

**CHAIRPERSON OF THE MEETING**

  
**NGUYỄN DUC QUANG**





No: 01/2025/TBMH-DHCB

Ho Chi Minh City, July 07, 2025

## NOTICE AND INVITATION TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

**To: Shareholders of Sao Bac Dau Technologies Corporation,**

The Board of Directors of Sao Bac Dau Technologies Corporation (Stock Code: SBD, Enterprise Registration No.: 0303191804) respectfully invites you to attend the 2025 Annual General Meeting of Shareholders (AGM) as follows:

**I. TIME:** 08:00 AM – 11:30 AM, Tuesday, July 29, 2025

**II. LOCATIONS:**

Main Venue – Ho Chi Minh City: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
(*Head Office – The meeting will be chaired from this location*).

Remote Participation – Hanoi Office: 3rd Floor, CTIAB Building, VOV Residential Complex, Dai Mo Ward, Hanoi City (*Video conferencing connection point*).

**III. ELIGIBILITY TO ATTEND:**

- All shareholders whose names appear in the shareholder list of SBD as of June 19, 2025, provided by the Vietnam Securities Depository and Clearing Corporation (VSDC), are eligible to attend the AGM.
- Shareholders who are unable to attend in person may authorize a representative to attend on their behalf. The authorization must be made in writing using the attached proxy form or any other legally compliant proxy form. It must be signed by the shareholder (for individuals) or signed and stamped (for organizations).

**IV. MEETING AGENDA & DOCUMENTS:**

The agenda of the 2025 AGM will include the presentation and approval of the following:

- Audited Financial Statements for fiscal year 2024.
- Profit distribution plan for 2024 and Business Plan for 2025.
- Report of the Board of Directors (BOD) on activities in 2024, and operational plan and budget for 2025.
- Report of the Supervisory Board (SB) on activities in 2024, operational plan and budget for 2025, and the selection of the independent auditor for 2025.

All relevant documents are published on SBD's official website: <https://saobacdau.vn>



## V. CONTACT INFORMATION

For further information regarding the 2025 AGM, please contact:

**AGM Organizing Committee – Sao Bac Dau Technologies Corporation:**

**Address:** Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City.

**Phone:** 028 37700968 or 0908 882182 (Ms. Uyen)

**Email:** [uyenlna@saobacdau.vn](mailto:uyenlna@saobacdau.vn)

We hereby notify and cordially invite you to attend the Meeting.

**Recipients:**

- As above;
- Archive.

On behalf of the Board of Directors

Chairman



NGUYEN DUC QUANG

**Note:**

- This notice serves as a formal invitation. In case the shareholder does not receive a hard copy, this Notice is considered valid for attendance purposes.
- Shareholders attending the meeting must present a valid ID/Passport. Authorized representatives must present a duly signed proxy form.







## 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS. SAO BAC DAU TECHNOLOGIES CORPORATION

08:00 AM – 11:30 AM, July 29, 2025

Ho Chi Minh City: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City

*(Main Office – The meeting will be chaired from this location)*

Hanoi: 3rd Floor, CT1AB Building, VOV Residential Complex, Dai Mo Ward, Hanoi City

*(Branch Office – Participation via Video Conferencing)*

Time	Tentative Agenda	Chaired/Presented by
08h00 – 08h30	<ul style="list-style-type: none"> <li>- Reception and registration of shareholders and delegates</li> <li>- Verification of shareholder eligibility and preparation of attendance list</li> </ul>	Organizing Committee
08h30 – 08h40	<ul style="list-style-type: none"> <li>- Opening remarks and introduction of delegates</li> </ul>	Organizing Committee
08h40 – 08h45	<ul style="list-style-type: none"> <li>- Report on the validity of the Meeting.</li> </ul>	Shareholder Verification Committee
08h45 – 08h55	<ul style="list-style-type: none"> <li>- Introduction of the Chairperson</li> <li>- Appointment of the Meeting Secretary</li> <li>- Election of the Vote Counting Committee</li> <li>- Approval of the Meeting Agenda</li> </ul>	Chairperson
08h55 – 09h00	<ul style="list-style-type: none"> <li>- Instructions on voting procedures</li> </ul>	Chairperson
09h00 – 09h40	<ul style="list-style-type: none"> <li>- Report by the Executive Board,, including: <ul style="list-style-type: none"> <li>• Business performance in 2024</li> <li>• Audited Financial Statements for FY2024</li> <li>• Business targets and plans for 2025 (<i>separate and consolidated entities</i>)</li> </ul> </li> </ul>	Executive Representative
09h40 – 10h20	<ul style="list-style-type: none"> <li>- Report by the Board of Directors (BOD), including: <ul style="list-style-type: none"> <li>• 2024 activities and 2025 plans and budget</li> <li>• Proposals: <ul style="list-style-type: none"> <li>- Approval of audited financial statements for the fiscal year ended March 31, 2025</li> <li>- Profit distribution plan for 2024</li> <li>- 2025 Business Plan</li> </ul> </li> </ul> </li> </ul>	BOD Representative
10h20 – 10h30	<ul style="list-style-type: none"> <li>- Report by the Supervisory Board (SB), including: <ul style="list-style-type: none"> <li>• Oversight activities in 2024</li> <li>• 2025 activity plan and budget</li> </ul> </li> </ul>	SB Representative



	<ul style="list-style-type: none"> <li>• Proposal for approval of the amended and supplemented Regulations of the Supervisory Board</li> <li>• Selection of the independent auditor for 2025</li> </ul>	
10h30-10h50	- Tea break	MC
10h50-11h10	- Q&A session	Chairperson
11h10-11h20	- Voting on the AGM's proposals: <ul style="list-style-type: none"> <li>• Approval of the 2024 audited financial statements.</li> <li>• Approval of the selection of the independent auditor for 2025.</li> <li>• Approval of the 2024 profit distribution plan.</li> <li>• Approval of the 2025 business plan.</li> <li>• Approval of the 2024 report and 2025 budget of the BOD.</li> <li>• Approval of the amended and supplemented Regulations of the SB.</li> <li>• Approval of the 2024 report and 2025 plan of the SB.</li> </ul>	Chairperson
11h20 – 11h30	- Announcement of voting results and closing of the Meeting. <ul style="list-style-type: none"> <li>• Chairperson reads the draft meeting minutes</li> <li>• Official closing of the AGM</li> </ul>	Chairperson



*Note: The official meeting agenda will be presented for approval at the AGM*



## PROPOSAL

Re: Approval of the 2024 Audited Financial Statements, Profit Distribution Plan for 2024, and  
Business Plan for 2025

To: The 2025 Annual General Meeting of Shareholders

Sao Bac Dau Technologies Corporation

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated October 16, 2020, guiding the disclosure of information in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain aspects of corporate governance applicable to public companies;*
- *The Charter on Organization and Operations of Sao Bac Dau Technologies Corporation.*

The Board of Directors ("BOD") of Sao Bac Dau Technologies Corporation respectfully submits to the Annual General Meeting of Shareholders ("GMS") the following matters for consideration and approval:

### 1. Approval of the Company's 2024 Audited Financial Statements

The separate and consolidated financial statements of the Company for fiscal year 2024 have been audited by RSM Vietnam Auditing & Consulting Co., Ltd., a member of RSM International, as approved by the 2024 AGM. The audited reports have been disclosed in accordance with legal regulations.

The BOD respectfully submits to the GMS for approval of the audited separate and consolidated financial statements for fiscal year 2024.

### 2. Profit Distribution Plan for 2024.

Unit: VND billion

No.	Item	Amount	Notes
1	Profit before tax	11,2	—
2	Corporate income tax	5,2	—
3	Profit after tax	6,0	—

4	Appropriations to statutory reserves:	0	—
5	Remaining profit after appropriations	6,0	—
6	Dividend for 2024	0	Retained to supplement working capital

Respectfully submitted.

### 3. Business Plan for Fiscal Year 2025

#### a. Parent Company

Unit: VND billion

No.	Item	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	672,5	815,1	21,20%
2	Net profit after tax	6,0	9,1	51,67%
3	Dividend to Parent's Shareholders	0	0	—

#### b. Consolidated (Parent Company and Subsidiaries)

Unit: VND billion

No.	Item	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	687,0	831,1	20,97%
2	Net profit after tax	4,1	6,5	58,54%



Respectfully submitted.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN  
  
 NGUYEN DUC QUANG



No: 02/2025/TTr-ĐHĐCĐ

July 07, 2025

## PROPOSAL

Re: Selection of the Independent Auditor for Fiscal Year 2025

To: The 2025 Annual General Meeting of Shareholders

Sao Bac Dau Technologies Corporation

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated October 16, 2020, guiding the disclosure of information in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain aspects of corporate governance applicable to public companies;*
- *The Charter on Organization and Operations of Sao Bac Dau Technologies Corporation.*

The Supervisory Board ("SB") of Sao Bac Dau Technologies Corporation respectfully submits to the Annual General Meeting of Shareholders ("AGM") the following matter for consideration and approval:

**1. Selection of the independent auditor for the Company's Financial Statements for fiscal year 2025**

Based on the performance and cooperation during fiscal year 2024, the Supervisory Board recommends that the AGM consider and approve the continued engagement of RSM Vietnam Auditing and Consulting Co., Ltd., a member of RSM International (hereinafter referred to as "RSM"), as the independent auditor for the Company's financial statements for fiscal year 2025.

In the event that the engagement with RSM cannot be executed, the Supervisory Board proposes that the AGM authorize the Board of Directors to select another independent auditing firm from the list of firms approved by the Ministry of Finance and the State Securities Commission of Vietnam (SSC) to audit public companies, to perform the audit of the Company's financial statements for fiscal year 2025.

Respectfully submitted

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE SUPERVISORY BOARD



MAI THI THUY MAI

No: 03/2025/TTr-DHDCĐ

July 07, 2025

## PROPOSAL

**Re: Approval of the Amended and Supplemented Regulations on the Organization and Operation of the Supervisory Board**

**To: The 2025 Annual General Meeting of Shareholders**

**Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020, detailing the implementation of several provisions of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated October 16, 2020, guiding the disclosure of information in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding certain aspects of corporate governance applicable to public companies;*
- *The Charter on Organization and Operations of Sao Bac Dau Technologies Corporation;*
- *The Supervisory Board Charter was approved by the Annual General Meeting of Shareholders and is effective as of July 16, 2022.*

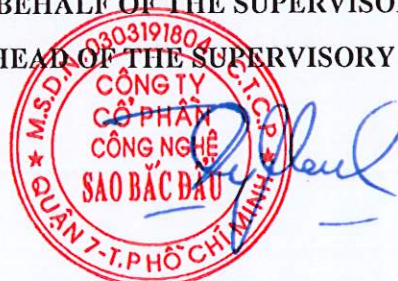
Based on the prevailing legal regulations and the need to update and improve the internal governance system to ensure compliance with updated legal requirements and best practices in corporate governance for public companies, the Supervisory Board ("SB") of Sao Bac Dau Technologies Corporation ("SBD" or the "Company") respectfully submits to the General Meeting of Shareholders ("GMS") for consideration and approval the amended and supplemented "Regulations on the Organization and Operation of the Supervisory Board," which are in compliance with the Law on Enterprises 2020, the Law on Securities 2019, and their guiding documents.

- Enclosed document: Draft amended and supplemented "Regulations on the Organization and Operation of the Supervisory Board".

Respectfully submitted.

**ON BEHALF OF THE SUPERVISORY BOARD**

**HEAD OF THE SUPERVISORY BOARD**



**MAI THI THUY MAI**



Ho Chi Minh City, July ..., 2025

**REGULATIONS ON THE ORGANIZATION AND OPERATION  
OF THE SUPERVISORY BOARD  
OF SAO BAC DAU TECHNOLOGIES CORPORATION**

*Pursuant to:*

- *The Law on Securities dated November 26, 2019;*
- *The Law on Enterprises dated June 17, 2020;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of certain articles of the Law on Securities;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding certain corporate governance matters applicable to public companies under Decree No. 155/2020/ND-CP;*
- *The Charter of Sao Bac Dau Technologies Corporation;*
- *Resolution No. ... dated ..., 2025 of the Annual General Meeting of Shareholders*
- *The responsibilities and powers of the Supervisory Board.*

**CHAPTER I: GENERAL PROVISIONS**

**Article 1. Scope and Subjects of Application**

**1. Scope of regulation:** This Charter regulates the organizational structure, personnel, standards, conditions, rights, and obligations of the Supervisory Board and its members in accordance with the Law on Enterprises, the Company's Charter, and other relevant regulations.

**2. Subjects of application:** This Charter applies to the Board of Directors (BOD), the Supervisory Board (SB) and its members, the Executive Board (EB), Deputy General Directors, heads and deputy heads of departments, business units, and capital representatives at entities under the control of SBD, including subsidiaries and other entities under its control.

**Article 2. Definitions and Terms Used in This Charter**

**Applicable Laws:** Sao Bac Dau Technologies Corporation is a large public company, primarily operating in the digital technology sector with a presence in Ho Chi Minh City, Hanoi, and Da Nang, subject to the legal framework of the Socialist Republic of Vietnam and local regulations at its places of operation.

**Charter:** The Company Charter was approved and adopted by the General Meeting of Shareholders on December 1, 2022, which may be amended by the General Meeting of Shareholders from time to time.

**Company or SBD:** Refers to Sao Bac Dau Technologies Corporation.

**GMS:** General Meeting of Shareholders of the Company

**BOD:** Board of Directors of SBD.

**SB:** Supervisory Board of SB

**CMS:** Compliance Management System (including anti-corruption and anti-bribery mechanisms).

**Supervisory Activities (SA):** Includes all monitoring and inspection rights of SB members as stipulated by law and the Company's Charter.

**Executive Board (EB):** Executive Board of SBD.

**Financial Statements (FS):** Quarterly, semi-annual, and annual financial reports of SBD.

**Independent Auditor:** An independent audit firm licensed by competent authorities to provide audit services to the Company.

**Integrity Compliance Policy (ICP):** The Company's declared policy on integrity, transparency, and anti-corruption practices.

### **Article 3. Supervisory Activities**

#### **3.1. Control Environment**

SBD's control environment comprises the following publicly disclosed elements: Vision, Mission, Development Strategy, Integrity and Transparency Policy, Anti-corruption Policy, Code of Conduct and Business Ethics, Medium- and Annual-term Plans approved by the GMS, Organizational Structure, Financial Regulations, Human Resource Authorization Policy, Reward Policy, Collective Labor Agreement, and other internal regulations.

The SB shall identify deficiencies or missing provisions and recommend additions or amendments to the BOD and EB where necessary.

#### **3.2. Risk Assessment**

**Risk Assessment Framework:** Based on the Company's risk control policies outlined in its financial, business regulations, and CMS.

**SB's Tasks in Risk Assessment:** review internal documents to ensure risk assessment processes are identified, analyzed, evaluated, addressed, and assigned with clear responsibilities

When necessary, SB will inspect documentation to verify that risk control activities comply with applicable rules.

#### **3.3. Control Activities**

**Principles and Policies of Control:**

##### **3.3.1 Principles of SB Operations**

The SB operates collectively. Each member shall be personally responsible for their assigned duties and jointly accountable to the GMS and under the law for all activities and decisions of the SB.

##### **3.3.2 Existing Control Activities at SBD include:**

- Internal assessments of management systems (based on ISO standards)
- External ISO certification assessments
- Internal controls under CMS



- Partner-imposed control systems (e.g., from major clients or strategic partners).
- External control activities conducted by Independent Auditors and third-party evaluators as required by law or the Company.

The SB oversees and integrates these control systems to ensure coordination, avoid overlaps, and ensure system completeness. The SB focuses primarily on financial oversight, financial and business risk assessment, and financial reporting.

### 3.3.3 Specific Control Tasks of the SB:

- + Review regulations and procedures related to finance and business.
- + Monitor budgets, financial planning, capital, and reserve funds.
- + Examine FS components: revenue, receivables, procurement, payments, payroll, fixed asset management, inventory, bad debts, etc...
- + Oversee capital and accounting documentation

#### Key Control Procedures:

- Segregation of duties
- Process and transaction control
- Physical control
- Independent checks
- Analysis, review, and re-evaluation.

The SB coordinates closely with the Independent Auditor during these processes.

### 3.4. Information and Communication:

In addition to external ISO certification audits, the SB reviews internal communication processes to ensure:

- Existence of a reliable internal communication system.
- Effective operation of SBD's communication procedures, including staffing, approval processes, monitoring, and ensuring policies are communicated clearly and accurately to the right audience.

## Article 4. Organizational Structure, Responsibilities, Powers, and Working Principles

The structure, responsibilities, powers, and working principles of the BOD and its members shall comply with the Company Charter and the BOD's operational charter.

The structure, responsibilities, powers, and working principles of the SB shall comply with the Company Charter and this Supervisory Board Charter.

The Independent Auditor shall operate in accordance with prevailing laws and regulations, including the Law on Securities, the Law on Enterprises, the Law on Accounting, and applicable accounting standards, the Company Charter, and the audit engagement contract.

The structure, responsibilities, powers, and working principles of the EB and the management team shall comply with the Company Charter and the operational charters of the BOD, SB, and other internal regulations.



## **CHAPTER II: PROVISIONS ON MEMBERS OF THE SUPERVISORY BOARD**

### **Article 5. Rights, Obligations, and Responsibilities of SB Members**

1. Comply with the law, the Company Charter, GMS resolutions, and professional ethics when performing their assigned rights and obligations.
2. Exercise their rights and duties honestly, prudently, and in the best manner to safeguard the Company's lawful interests.

The SB is entitled to request the BOD and the Executive Board to provide internal personnel and resources when necessary. The BOD and the Executive Board must comply, except in cases of legitimate refusal. Upon approval, the SB may use such resources in a coordinated, time-bound, and non-abusive manner.

3. Remain loyal to the interests of the Company and its shareholders; refrain from abusing position or power, or using the Company's information, secrets, business opportunities, and assets for personal gain or for the benefit of other organizations or individuals.
4. Fulfill other obligations as stipulated by the Law on Enterprises and the Company Charter.
5. In the event of violations under Clauses 1, 2, 3, or 4 of this Article causing damage to the Company or others, the violating SB member shall bear personal or joint liability for compensation. Any income or benefits unlawfully obtained through such violations must be returned to the Company.
6. If a violation by an SB member is discovered in the course of performing their duties, the matter must be reported in writing to the SB, and the violator must be requested to cease the violation and remedy the consequences.

### **Article 6. Term and Number of SB Members**

1. The SB shall consist of 03 members. The term of a member shall not exceed 05 years and may be renewed without term limits.

The SB may engage external experts and service providers for specific tasks where its members lack the required expertise or capacity. Budgets for such external services must be pre-approved by the GMS, or if incurred afterward, must be submitted for approval at the next GMS.

2. SB members are not required to be shareholders of the Company.
3. A majority of SB members must permanently reside in Vietnam.
4. In cases where all SB members' terms end simultaneously and replacements have not yet been elected, the outgoing members shall continue their duties until the new members are elected and take office.

### **Article 7. Qualifications and Conditions for SB Members**

SB members must meet the qualifications and conditions stipulated in Clause 2, Article 37 of the Company Charter.

### **Article 8. Head of the Supervisory Board**

1. The Head of the SB must possess a university degree or higher in one of the following fields: economics, finance, accounting, auditing, law, business administration, or another field relevant to the Company's business (unless otherwise specified with higher standards in the Company Charter).
2. The Head of the SB shall be elected by the SB from among its members by majority vote.



3. The rights and responsibilities of the Head of the SB shall be specified in the Company Charter and this Charter.

#### **Article 9. Nomination and Candidacy for SB Members**

1. A shareholder or group of shareholders holding at least 10% of the total ordinary shares may nominate candidates to the SB. Unless otherwise provided in the Company Charter, nominations shall proceed as follows:

- a) Shareholders forming a group for nomination must notify other shareholders before the opening of the GMS;
- b) Based on the number of SB members, the shareholder or group may nominate one or more candidates in accordance with the allocation determined by the GMS. If the number of nominated candidates is fewer than entitled, the remaining candidates may be nominated by the BOD, the SB, or other shareholders.

2. If the number of nominated and self-nominated candidates is insufficient under Clause 5, Article 115 of the Law on Enterprises, the current SB shall propose additional candidates or organize nominations in accordance with the Company Charter, internal corporate governance regulations, and this SB Charter. The list of additional nominees must be clearly disclosed prior to the GMS vote in accordance with applicable regulations.

#### **Article 10. Election, Dismissal, and Removal of SB Members**

- 1. The election, dismissal, and removal of SB members fall under the authority of the GMS.
- 2. Voting for members of the SB shall be conducted by secret ballot using the cumulative voting method, whereby each shareholder shall have a number of votes corresponding to the total number of voting shares they own or are legally authorized to represent. Shareholders may cast votes for fewer candidates or up to the number of SB members as approved by the GMS, but shall not vote for more candidates than that number.

Candidates elected to the SB shall be those who receive the highest number of votes, in descending order, starting from the candidate with the most votes, until the number of members required under the Company's Charter is reached. In the event that two or more candidates receive an equal number of votes for the final seat on the SB, a re-election shall be conducted among those candidates with equal votes, or a selection shall be made based on the criteria set forth in the election regulations or the Charter. If the required number of members is not elected, the Chairperson of the Presidium shall have the authority to decide whether to conduct a supplementary election during the same GMS or to defer the election to the next GMS.

#### **Article 11. Dismissal and Removal of SB Members**

- 1. The GMS shall dismiss an SB member in the following cases:
  - a) The member no longer meets the qualifications under Article 169 of the Law on Enterprises;
  - b) The member has submitted a resignation that has been accepted;
  - c) Other cases as specified in the Company Charter.
- 2. The GMS shall remove an SB member in the following cases:
  - a) Failure to fulfill assigned duties;



- b) Failure to perform duties for six consecutive months, except for force majeure;
- c) Repeated or serious violations of SB member obligations under the Law on Enterprises or the Company Charter;
- d) Other cases as decided by GMS resolution.

#### **Article 12. Disclosure of SB Member Elections, Dismissals, and Removals**

1. Once the list of SB candidates is finalized, the Company must disclose candidate information on its website at least 10 days before the GMS to allow shareholders to review the nominees.

Each candidate must submit a written commitment confirming the accuracy and truthfulness of their disclosed personal information and their commitment to perform their duties with integrity, prudence, and in the best interests of the Company if elected. Disclosed candidate information includes:

- a) Full name, date of birth;
  - b) Educational background;
  - c) Work experience;
  - d) Other managerial positions held;
  - d) Relevant interests in the Company and its related parties;
  - e) Other information as required by the Company Charter;
  - g) The Company must also disclose other companies where the candidate holds management roles and any interests related to the Company
2. The announcement of election, dismissal, and removal results must comply with applicable disclosure regulations.

### **CHAPTER III: RIGHTS, DUTIES AND RESPONSIBILITIES OF THE SUPERVISORY BOARD**

#### **Article 13. General rights, duties and responsibilities of the Supervisory Board**

1. The SB shall coordinate with and supervise the BOD and the Chief executive officer (CEO) in managing and operating the Company.

Specifically, the SB shall assist and cooperate with the BOD in implementing oversight, control, and ensuring that transparency and anti-corruption policies, as well as standards of ethics and legal compliance, are properly and effectively enforced. It shall ensure the overall efficiency of the Company's operations.

2. The SB shall examine the legality, reasonableness, integrity, and prudence in the management and operation of business activities, including the issuance of regulations, procedures, rules, standards, policies, and other business, financial, accounting, human resources, planning activities, as well as the consistency and appropriateness of accounting and reporting systems.

3. The SB shall assess the completeness, legality, and reliability of business reports and financial statements on a quarterly, semi-annual, and annual basis; cooperate with the independent auditor in auditing financial information and identifying discrepancies requiring adjustment. The SB may directly consult with the independent auditor and independently confirm that financial reports comply with applicable accounting standards.



The SB shall monitor the Company's implementation of corrective actions recommended in the annual Management Letter issued by the independent auditor and report the results to the BOD.

The SB shall present an assessment report on the performance of the BOD and submit its appraisal report at the AGM; review contracts and transactions involving related parties subject to the approval authority of the BOD or AGM and provide recommendations thereon.

4. The SB shall evaluate and supervise the Company's financial and non-financial risk management and early warning systems; review internal controls, policies, procedures, reports, and regulatory compliance in accounting and finance. The SB shall ensure that risks are identified early, managed appropriately, and mitigated effectively.

It shall ensure the Company's compliance with applicable legal and financial regulations relevant to its business sector, including adherence to the Integrity Compliance Policy.

5. The SB shall have the right to inspect accounting records and other documentation of the Company, and its operations, as deemed necessary or upon a resolution of the AGM or at the request of shareholders or groups of shareholders as prescribed in Clause 2, Article 115 of the Law on Enterprises.

6. Upon such a request by shareholders or shareholder groups, the SB shall perform an inspection within 07 working days of receiving the request and report the findings within 15 days of the conclusion of the inspection. This shall not obstruct or disrupt normal operations of the BOD or the Company's business activities.

7. Recommend to the BOD or AGM measures to amend, supplement, or improve the management and operational structure of the Company.

8. In the event that a BOD member or the CEO is found to have violated Article 165 of the Law on Enterprises, the SB must promptly notify the BOD in writing and request the violator to cease the action and take corrective measures.

9. Attend and participate in discussions at AGMs, BOD meetings, and other Company meetings.

10. Have the right to use independent consultants or external services to fulfill its assigned tasks.

11. Consult with the BOD before submitting reports, conclusions, and recommendations to the AGM.

12. Review specific matters relating to the management and operation of the Company at the request of shareholders.

13. Request the BOD to convene an extraordinary AGM.

14. In case the BOD fails to convene an AGM as stipulated in Clause 3, Article 140 of the Law on Enterprises, the SB shall assume the responsibility to convene such a meeting within 30 days.

15. Request the Chairperson of the BOD to convene a meeting of the BOD.

16. Review, extract, and copy part or all of the disclosure list of related persons and their interests as prescribed in Clauses 1 and 2, Article 164 of the Law on Enterprises.

17. Propose and recommend to the AGM the list of approved auditing organizations to audit the Company's financial statements or to review other operations of the Company as necessary.

18. Be accountable to shareholders for its oversight activities.



19. Monitor the Company's financial status and the legal compliance of the BOD members, CEO, and other managers.
20. Ensure coordination with the BOD, CEO, and shareholders.
21. In case of detecting violations of the law or the Company Charter by BOD members, CEO, or other managers, the SB must notify the BOD in writing within 48 hours and request the violator to cease and rectify the violation.
22. Develop and submit the SB Charter to the AGM for approval.
23. Attend and witness vote counting organized by the BOD when collecting written opinions from shareholders to pass AGM resolutions if requested.
24. The Head of the SB shall preside over the election of a chairperson at the AGM in the event the BOD Chairperson is absent or unable to perform their duties, and the remaining BOD members cannot elect a chairperson. The nominee with the highest number of votes shall preside over the meeting.
25. Perform other rights and obligations as stipulated by the Law on Enterprises, the Company Charter, and AGM resolutions.

#### **Article 14. Right to access information of the Supervisory Board**

1. The SB shall receive documents and information at the same time and in the same manner as BOD members, including:

- a) Notices of meeting invitations, voting ballots, and relevant documents;
- b) Resolutions, decisions, and minutes of AGM and BOD meetings;
- c) Reports of the CEO submitted to the BOD or other Company-issued documents.

2. SB members are entitled to access all business-related information of the Company and request the Executive Board to provide necessary information in the course of performing their duties.

They may also access records stored at the head office, branches, and other locations, and are entitled to visit the workplace of management and staff during working hours.

3. The BOD, BOD members, CEO, and other managers must fully, accurately, and promptly provide information and documents about the management and operations of the Company upon the request of the SB or its members.

#### **Article 15. Responsibilities of the Supervisory Board in convening extraordinary AGMs**

1. The SB shall assume the responsibility of convening the AGM within 30 days in place of the BOD if the latter fails to do so in the following cases:

- a) The number of BOD and SB members falls below the legal minimum;
- b) Upon request by shareholders or shareholder groups as prescribed in Clause 2, Article 115 of the Law on Enterprises;
- c) When the SB requests an extraordinary AGM, but the BOD fails to comply.

2. If the SB fails to convene an AGM as prescribed, it must compensate for any damages caused to the Company.



3. The expenses for convening and organizing the AGM under this Article shall be reimbursed by the Company.

#### **CHAPTER IV: SUPERVISORY BOARD MEETINGS**

##### **Article 16. Supervisory Board Meetings**

1. The Supervisory Board (SB) must convene at least two (02) meetings per year. The minimum quorum for each meeting shall be two-thirds (2/3) of the total number of SB members.
2. The SB has the right to request members of the Board of Directors, the CEO, and representatives of the approved audit organization to attend and respond to any issues that need clarification.

##### **Article 17. Minutes of the Supervisory Board Meetings**

The minutes of SB meetings must be prepared in a detailed and clear manner. The recorder and all attending SB members must sign the minutes. These minutes must be archived to determine the responsibilities of each SB member.

#### **CHAPTER V: REPORTING AND DISCLOSURE OF INTERESTS**

##### **Article 18. Annual Reporting**

The SB shall submit the following reports at the Annual General Meeting of Shareholders (AGM):

1. Report on the Company's business results, and on the performance of the Board of Directors and the CEO, for approval by the AGM.
2. Self-assessment report on the SB's and each SB member's performance.
3. Report on remuneration, operational expenses, and other benefits of the SB and its individual members.
4. Summary of SB meetings, SB conclusions and recommendations, and the results of its supervision of the Company's operations and financial status.
5. Report assessing transactions between the Company, its subsidiaries, and other companies under its control (holding 50% or more of charter capital), and members of the Board of Directors, the CEO, or their related persons; and transactions between the Company and any company in which a BOD member was a founding member or held an executive position within the last three (03) years prior to the transaction.
6. Results of oversight over the Board of Directors, the CEO, and other executives.
7. Evaluation of the coordination between the SB, the Board of Directors, the CEO, and shareholders.
8. Proposal and recommendation to the AGM for approval of the list of approved audit firms to audit the Company's financial statements, or to inspect Company operations when necessary.

##### **Article 19. Remuneration and Other Benefits**

Remuneration, salary, bonuses, and other benefits of SB members shall be applied as follows:

1. SB members shall be entitled to remuneration, salary, bonuses, and other benefits in accordance with decisions of the AGM. The AGM shall determine the total annual budget for remuneration and operation of the SB.



2. SB members shall be reimbursed for reasonable expenses related to accommodation, travel, and use of independent advisory services. The total amount of remuneration and expenses must not exceed the SB's annual operating budget approved by the AGM, unless otherwise decided by the AGM.

3. Remuneration and operating costs of the SB shall be accounted for as part of the Company's business expenses in accordance with corporate income tax laws and other relevant legal regulations, and must be reported as a separate item in the Company's annual financial statements.

#### **Article 20. Disclosure of Related Interests**

1. SB members must declare to the Company their related interests, including:

a) The name, business registration number, head office address, and business sector of any enterprise of which they are an owner or hold shares or capital contributions; and the ownership ratio and date of such ownership;

b) The name, business registration number, head office address, and business sector of any enterprise in which their related persons are owners or jointly/individually hold over 10% of charter capital.

2. The declaration specified in Clause 1 of this Article must be made within 07 working days from the date the relevant interest arises. Any amendments or supplements must also be declared within seven (07) working days from the date of such change.

3. SB members and their related persons may only use information obtained through their positions to serve the Company's interests.

4. SB members are obliged to notify the Board of Directors and the SB in writing of any transactions between the Company, its subsidiaries, or other companies under its control (holding 50% or more charter capital) and the SB member or their related persons, in accordance with the law. For such transactions approved by the AGM or BOD, the Company must disclose information in compliance with securities laws on information disclosure.

5. SB members and their related persons must not use or disclose internal information for personal transactions or for the benefit of others.

### **CHAPTER VI: MỐI QUAN HỆ CỦA BKS**

#### **Article 21. Relationships among SB Members**

SB members shall act independently and are not subordinate to each other, but must coordinate and cooperate in fulfilling their collective responsibilities, rights, and duties as prescribed by law and the Company's Charter. The Head of the SB shall coordinate the SB's activities but shall not have authority over other members.

#### **Article 22. Relationship with the Executive Board**

The SB operates independently from the Executive Board and does not directly participate in day-to-day business decisions. It performs the function of supervising and evaluating business and financial activities to ensure transparency and integrity in the Executive Board's operations.

#### **Article 23. Relationship with the Board of Directors**

The SB operates independently from the BOD but coordinates and supervises the BOD's activities.

The SB is responsible for conducting regular (weekly or monthly) or ad hoc reviews and shall report on a quarterly basis to the BOD on the Company's business and financial situation, as well as



significant related matters. The SB also provides opinions and recommendations to the BOD on improving business management, financial control, and the Company's performance.

The SB works closely with the BOD's finance staff in its daily work and while executing its rights and duties.

## **CHAPTER VII: IMPLEMENTING PROVISIONS**

### **Article 24. Effectiveness**

This Supervisory Board Charter of Sao Bac Dau Technologies Corporation comprises 7 Chapters and 24 Articles, and shall take effect as from .... July 2025.

Members of the Board of Directors, Executive Board, Directors/Deputy Directors, functional departments, affiliated units, SB members, and representatives of capital at subsidiaries are responsible for implementing this Charter.

**ON BEHALF OF THE SUPERVISORY  
BOARD  
HEAD OF THE SUPERVISORY BOARD**



**MAI THI THUY MAI**

No.: 01/2025/BCĐHĐCĐ-HĐQT

Ho Chi Minh City, July 07, 2025

## BOARD OF DIRECTORS' REPORT FOR 2024 AND PLAN FOR 2025

To: The 2025 Annual General Meeting of Shareholders

Sao Bac Dau Technologies Corporation

### Pursuant to:

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation,*

The Board of Directors (“BoD”) of Sao Bac Dau Technologies Corporation (“the Company” or “SBD”) respectfully submits to the Annual General Meeting of Shareholders (“GMS”) its report on 2024 activities and the operational plan for 2025 as follows:

### **I. BOARD OF DIRECTORS' REPORT FOR 2024**

#### **1. Financial Performance**

In 2024, the Company maintained positive financial results through operational optimization and effective cost management. Although revenue experienced a decline, gross profit improved thanks to enhanced operational efficiency and corporate restructuring. However, net profit remained under pressure due to increased financial expenses arising from high interest rates and provisions for outstanding receivables from previous years.

#### **2. Governance and Business Activities**

- **Implementation of GMS Resolutions:** The BoD fully and timely implemented all Resolutions passed at the 2024 Annual General Meeting of Shareholders.

- **Corporate Governance and Business Operations**

In 2024, the Board of Directors (BoD) focused on key initiatives to enhance governance and operational effectiveness:

- **Audit and Financial Supervision:** Collaborated with the Supervisory Board and RSM Auditing in the audit of the 2024 fiscal year and provided feedback on audit quality.
  - **Corporate Governance:** Conducted all meetings in accordance with the Company’s Charter and approved strategic decisions to ensure transparency and efficiency.
  - **Integrity Management System:** The Integrity Steering Committee under the BoD worked closely with the CEO and the executive team, alongside international consultants, to aggressively implement integrity policies across the parent company and its subsidiaries.
  - **Technology Innovation:** The BoD explored and provided strategic directions for R&D investment, particularly in artificial intelligence (AI), to enhance competitiveness and support digital transformation.
  - **Financial and Debt Management:** Supported the Executive Board in recovering overdue debts, improving cash flow, and strengthening financial stability.
- **Charter Capital Increase**





Successfully completed the employee stock ownership plan (ESOP), amended the Company Charter, and fulfilled related legal procedures. Charter capital was increased from VND 135,146,800,000 to VND 139,164,800,000, with 13,916,480 outstanding shares. Completion date of the issuance: November 12, 2024.

- **Environmental and Social Responsibility**

The Company's leadership is committed to expanding and developing its business along a sustainable path, strictly complying with all regulations, standards, and guidelines issued by state authorities regarding corporate social responsibility. SBD aims to balance business growth with environmental protection and community contributions, ensuring sustainable development and long-term value creation for society. Coordination with Tan Thuan Export Processing Zone (EPZ) Management and the EPZ Trade Union is conducted regularly and effectively.

**3. BoD Operating Expenses in 2024**

In 2024, the BoD operated within the budget approved by the GMS:

- Approved budget: VND 5.78 billion.
- Actual spending: VND 4.97 billion.
- Remaining balance: approximately VND 810 million.

**4. Assessment of the Executive Board's Performance**

Despite a decline in consolidated revenue, the Board of Directors acknowledges and highly appreciates the efforts of the Executive Board in 2024, especially in a volatile market environment. The Executive Board demonstrated adaptability, effectively executed business strategies, optimized operations, and achieved significant results, contributing to the Company's sustainable growth.

**II. PLAN FOR 2025**

**1. Plans and Strategic Directions of the Board of Directors**

**1.1 Governance and Business Plans**

**a. Business Development and Operational Management**

- Ensure the necessary support for the Executive Board to successfully achieve the 2025 business targets; support the management team in consolidating traditional markets and acquiring new strategic clients;
- Set targets to expand market presence and increase the Company's footprint in new regions. Actively seek partnership opportunities with strategic allies and broaden the customer portfolio.

**b. Financial Management and Risk Governance**

- Prioritize restructuring of investment activities and resolution of outstanding debts from previous years. Continue to directly participate in and support the Executive Board in recovering long-standing receivables;
- Ensure sound governance practices in compliance with legal regulations and ethical business standards. Maintain transparency and integrity in all operations, safeguard shareholders' interests, and build trust with customers and partners.
- The Steering Committee for Integrity Policy Implementation, under the guidance of international consultants, has expanded the scope of risk control, thereby reducing the Company's overall risk exposure.

**1.2 Corporate Culture**

- The Board of Directors has consistently strengthened, is actively reinforcing, and will continue to build and foster the corporate culture, upholding SBD's 29-year legacy.

**1.3 Human Resource Investment**

- Steps have been taken to build a succession plan for senior leadership roles in preparation for organizational restructuring, aiming to rejuvenate the management team in line with current business realities.

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- Enhance training programs to improve employees' professional expertise and management skills.
- Appoint individuals who are fully qualified in terms of competence, qualities, and experience — and who have undergone proper training — to senior leadership positions at appropriate times to ensure succession planning, rejuvenation, and readiness for growth in the new development phase.
- Create favorable conditions to attract and retain talent. Promote a positive and motivating work environment, encouraging personal development and contribution to the Company's success.

#### 1.4 Investment in Science and Technology

Intensify technological innovation and promote research to maintain competitiveness and respond to evolving market demands. Focus particularly on the application of artificial intelligence (AI) in business operations within the Vietnamese market.

Appoint a Chief Technology Officer (CTO) to strengthen the Company's strategic focus on technology, innovation, and digital transformation initiatives.

## 2. BoD Budget for Fiscal Year 2025

The BoD respectfully submits to the GMS the proposed operating budget for 2025, as follows:

- BoD Operating Budget, covering:
  - Remuneration of BoD members
  - Operational expenses of the BoD Office
  - Meeting and conference expenses
  - Advisory fees and other related expenses

→ Total estimated BoD budget for FY2025: not exceeding VND 4.64 billion.

#### Conclusion:

The above is the Report on the activities of the Board of Directors in 2024 and the operational plan for 2025.

We respectfully request the 2025 Annual General Meeting of Shareholders to consider and approve this report.

Respectfully submitted,

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN



NGUYEN DUC QUANG





No.: 01/2025/BCĐHĐCĐ-BKS

Ho Chi Minh City, July 07, 2025

**SUPERVISORY BOARD'S REPORT FOR 2024 AND PLAN FOR 2025**

**To: The 2025 Annual General Meeting of Shareholders**

**Sao Bac Dau Technologies Corporation**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation.*

The Supervisory Board ("SB") of Sao Bac Dau Technologies Corporation (the "Company") respectfully submits to the General Meeting of Shareholders ("GMS") the Supervisory Board's Report for 2024 and the Activity Plan for 2025 as follows:

**I. SUPERVISORY BOARD'S REPORT FOR 2024**

**1. Supervision of the Board of Directors, Executive Board, and Management System**

**a. Implementation of Supervisory Board activities in fiscal year 2024**

- In 2024, the Supervisory Board fully participated in the Board of Directors' meetings when required.
- Reviewed quarterly, semi-annual, and annual financial statements prepared by the Accounting Department to ensure the accuracy of data recording.
- Reviewed the audited financial statements of the Company and its subsidiaries, audited by RSM Vietnam Auditing & Consulting Co., Ltd. — a member of RSM International, and ensured that these reports fairly reflected the Company's financial position, in compliance with Vietnamese Accounting Standards and current accounting regulations.
- Conducted physical inventory checks of warehouses, cash, fixed assets, and tools and equipment together with the Accounting Department (using a sampling method).
- The Supervisory Board's opinions were communicated to the Board of Directors and the Executive Board through monthly, quarterly, and annual supervision reports.
- The Company fully paid remuneration to the members of the Board of Directors and the Supervisory Board in accordance with the regulations and within the limits approved by the 2024 Annual General Meeting of Shareholders.
- The coordination between the Supervisory Board, the Board of Directors, and the Executive Board was basically carried out in compliance with legal regulations

**b. Results of monitoring the Company's financial performance.**

- In fiscal year 2024, the Supervisory Board did not detect any major irregularities in the Company's operations.
- The Supervisory Board agreed with the financial performance assessments presented in the Company's quarterly and annual reports

**c. Assessment of the coordination between the Board of Directors, the Executive Board, and the Supervisory Board.**





❖ **Operations of the Board of Directors and Executive Board:**

- The Board of Directors consists of 07 members, with an organizational structure and work allocation fully compliant with legal regulations.
- In 2024, the Board of Directors held regular quarterly meetings as prescribed by law.
- The Board of Directors closely monitored the activities of the Executive Board, promptly resolved proposals/recommendations from the Executive Board, and handled matters within its authority to facilitate the operations of the Chief Executive Officer and the management team.
- The Executive Board made considerable efforts in managing and implementing business plans and closely directed the Company's various operational aspects.
- The Supervisory Board assessed that under the direction of the Board of Directors, in 2024, the Executive Board actively managed production and business activities and addressed large outstanding financial issues from previous years, such as bad debts and ineffective investments in associates, achieving positive results and gradually helping the Company overcome difficulties.
- However, the Company's consolidated revenue has continuously declined over the past three years, which is very alarming: a 10% decrease in 2023 compared to 2022, a 13% decrease in 2024 compared to 2023, and a 21% decrease in 2024 compared to 2022.

The actual consolidated revenue achievement rates for the three years were: 87% of the target in 2022, 80% in 2023, and 79% in 2024 compared to the plans approved by the General Meeting of Shareholders.

- The consolidated net profit after tax achievement rates were: 71% in 2022, 60% in 2023, and 57% in 2024 compared to the plans approved by the General Meeting of Shareholders

Unit: VND billion

Indicator	2024		Variance vs. Plan		Completion Rate	2023		Variance vs. Plan		Completion Rate	2024		Variance vs. Plan		Completion Rate
	Plan	Actual	Amount	%		Plan	Actual	Amount	%		Plan	Actual	Amount	%	
Consolidated revenue	875.00	687.06	(187.94)	-21.5%	79%	980.00	785.79	(194.21)	-19.8%	80%	1,000.00	871.48	(128.52)	-12.9%	87%
Profit after tax	7.60	4.32	(3.28)	-43.1%	57%	9.00	5.40	(3.60)	-40.0%	60%	14.50	10.27	(4.23)	-29.2%	71%

The continuous decline in revenue and profit, if not addressed promptly, will cause significant difficulties for the Company in generating operating cash flows and may result in the loss of strategic partners in business and production activities.

The Board of Directors and the Executive Board need to implement urgent measures to immediately improve this situation.

❖ **Assessment of coordination:**

- The coordination between the Supervisory Board and the Board of Directors and the Executive Board was assessed as effective and ensured independence.
- The Supervisory Board acknowledged that information regarding the Company's business plans and results was regularly updated prior to the Board of Directors' meetings.

## 2. APPRAISAL OF FINANCIAL STATEMENTS AND BUSINESS RESULTS

The 2024 financial statements of SBD Group were reviewed by the independent auditor — RSM Vietnam Auditing & Consulting Co., Ltd.

The consolidated and separate financial statements for 2024 of SBD Corporation fully complied with Vietnamese Accounting Standards and the prevailing corporate accounting regime. The preparation and disclosure of quarterly and annual financial statements were carried out completely and



in accordance with statutory deadlines.

The business performance and financial position of SBD Group are reflected through key indicators presented in the consolidated financial statements as follows:

Unit: VND

No.	Indicator	Actual performance		Change	
		2024	2023	Value	%
I	<b>Business Results</b>				
	Revenue from sales and services	687,057,442,029	785,786,139,881	(98,728,697,852)	-12.6%
	Profit before tax	10,158,046,741	12,238,207,820	(2,080,161,079)	-17.0%
	Profit after tax	4,322,107,354	5,399,501,895	(1,077,394,541)	-20.0%
II	<b>Total Assets and Equity</b>	533,029,116,578	645,460,497,227	(112,431,380,649)	-17.4%
	Including:				
	Assets:				
	Current assets	388,018,115,449	502,278,312,083	(114,260,196,634)	-22.7%
	Non-current assets	145,011,001,129	143,182,185,144	1,828,815,985	1.3%
	Equity and liabilities:				
	Liabilities	378,799,567,313	499,540,814,230	(120,741,246,917)	-24.2%
	Owners' equity	154,229,549,265	145,919,682,997	8,309,866,268	5.7%

- The revenue for 2024 was VND 687,057,442,029, a decrease of VND (98,728,697,852), equivalent to a decline of 12.56% compared to the previous year.
- The net profit after corporate income tax for 2024 was VND 4,322,107,354, a decrease of VND (1,077,394,541), equivalent to a decline of 19.95% compared to the previous year.
- As of March 31, 2025, total assets amounted to VND 533,029,116,578, a decrease of VND (112,431,380,649), equivalent to a decline of 17.42% compared to the previous year.
- Equity as of March 31, 2025 was VND 154,229,549,265, an increase of VND 8,309,866,268 compared to the end of the previous year, equivalent to an increase of 5.69%.
- The debt-to-equity ratio was 2.46 times as of March 31, 2025, a decrease of 0.97 times compared to the end of the previous year.

### 3. ACTIVITIES OF THE SUPERVISORY BOARD

#### a. Supervisory Board Personnel:

In 2024, there were no changes in the positions or the number of members of the Supervisory Board (SB) as approved by the 2024 Annual General Meeting of Shareholders.

Information on Supervisory Board members:

No.	Member	Position	Number of shares held	Ownership ratio
1	Mai Thi Thuy Mai	Head of SB	1,015,290	7.3%
2	Dang Thi Thanh Huong	SB Member	0	0%
3	Tran Thi My Nhi	SB Member	0	0%

#### b. Supervisory Board Expenses in 2024:



- In fiscal year 2024, the members of the Supervisory Board successfully fulfilled their assigned duties and fully attended Supervisory Board meetings.
- The operating expenses of the Supervisory Board were implemented in accordance with the Company's regulations. The total remuneration for Supervisory Board members in 2024 was VND 454,061,500, within the overall budget for the Supervisory Board approved by the 2024 Annual General Meeting of Shareholders.

## II. PLAN FOR 2025

### 1. Activity Plan for 2025

- Participate in organizing the 2025 Annual General Meeting of Shareholders.
- Supervise the implementation of the resolutions adopted at the 2025 AGM; the Supervisory Board considers this a key task to ensure the optimal protection of shareholders' interests.
- Monitor the issuance of operational regulations, financial regulations, and other policies issued annually by the Board of Directors and the Executive Board; evaluate their impact on shareholders' interests during implementation.
- Supervise the financial situation, cash flow management, debt payment capacity, capital management and utilization, preservation and growth of equity, personnel remuneration, budget control, and the implementation of quarterly and annual business plans.
- Review and appraise the quarterly, semi-annual, and annual financial statements for 2025.
- Participate in and advise on the selection of the audit firm, negotiate and sign the contract with the audit firm, and supervise the work of the audit firm as well as the finance and accounting departments during the independent audit process.
- Review the Management Letter issued by the audit firm and work with related parties.
- Collect information, communicate, and interact with shareholders and address issues as requested by shareholders (if any).
- Oversee the compliance with the Company's integrity policies.

### 2. Budget for 2025

- The total estimated budget for the Supervisory Board for fiscal year 2025 shall not exceed VND 986,000,000 (including remuneration for Supervisory Board members, conference organization expenses, etc.).
- The SB's budget is increased to provide additional resources to carry out internal control tasks assigned by the Board of Directors.

The above is the Supervisory Board's Report on activities for 2024 and the Activity Plan for 2025, respectfully submitted to the General Meeting of Shareholders for consideration and approval.

ON BEHALF OF THE SUPERVISORY BOARD

HEAD OF THE SUPERVISORY BOARD

MAI THI THUY MAI





No. 01/BBH-ĐHĐCD/2025

Ho Chi Minh City, ... July 2025

**SAO BAC DAU TECHNOLOGIES CORPORATION  
MINUTES OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Company name: Sao Bac Dau Technologies Corporation  
Head Office: : Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Enterprise Registration Certificate: No. 0303191804, re-issued for the 25th time by the Department of Planning and Investment of Ho Chi Minh City on December 5, 2024  
Commencement time: ... AM, Tuesday, July 29, 2025  
Venue: Ground Floor – Sao Bac Dau Building, Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City  
Participants: Shareholders and representatives from RSM Vietnam Auditing & Consulting Co., Ltd  
Chairperson of the Meeting: Mr. Nguyen Duc Quang – Chairman of the Board of Directors  
Secretary of the Meeting: Ms. Le Nguyen Anh Uyen

**PROCEEDINGS OF THE GENERAL MEETING (GM)**

**I. PARTICIPANT VERIFICATION REPORT**

- Mr. Do Van Hao, on behalf of the Credentials Verification Committee, presented the shareholder verification report and confirmed that the meeting was duly convened in accordance with Clause 1, Article 145 of the 2020 Law on Enterprises and Clause 1, Article 18 of the Company's Charter (requiring shareholders representing more than 50% of total voting shares). Specifically:
  - Total number of shareholders and authorized representatives attending:
  - Total valid voting shares represented: ... shares, accounting for ...% of the total outstanding voting shares of the Company.

**II. OPENING PROCEDURES:**

1. The Organizing Committee officially opened the meeting and invited Mr. Nguyen Duc Quang – Chairman of the Board of Directors – to preside over the meeting.
  2. Mr. Nguyen Duc Quang proposed and received unanimous approval (100%) from the Annual General Meeting (AGM) to form the Presidium, consisting of:
    - Mr. Nguyen Duc Quang – Chairman of the Board of Directors.
    - Mr. Do Van Hao – Vice Chairman of the Board of Directors.
    - Mr. Nguyen Viet Thang – Vice Chairman of the Board of Directors.
    - Mr. Nguyen Xuan Truong – Member of the Board of Directors, Chief Executive Officer
  3. The Chairperson nominated the Secretary of the Meeting and introduced the following members for the Vote Counting Committee:
    - Ms. Le Nguyen Anh Uyen – Head
    - Ms. Le Hong Hanh – Member
- Vote Counting Committee:
- Ms. Dang Thi Thanh Huong – Head
  - Ms. Bui Thi Tam Thu – Member
  - Ms. Tran Hoa Binh – Member



- Ms. Nguyen Thi Bich Lien – Member
- Voting result: The AGM approved the composition of the Secretariat and the Vote Counting Committee as proposed by the Chairperson, with the following result:
  - Approval: %; Disapproval: %; Abstention: %.

#### 4. Approval of Agenda and Voting Methodology:

The GM reviewed the AGM organization regulations, the meeting agenda, and listened to the presentation on the voting and election methodology. There were no additional proposals or comments, and the Meeting unanimously approved the agenda and voting methodology:

- Approval: %; Disapproval: %; Abstention: %.

### III. REPORTS AND PROPOSALS:

- Mr. Nguyen Xuan Truong presented the business results for 2024 and the business plan for 2025;
- Mr. Nguyen Duc Quang presented the following reports and proposals:
  - Audited financial statements for FY2024, profit distribution plan for FY2024, and business plan for FY2025;
  - Board of Directors' report for FY2024 and operation plan & budget for FY2025;
- Ms. Dang Thi Thanh Huong, on behalf of the Supervisory Board, presented:
  - Evaluation of the performance of the Board of Directors and the CEO in 2024;
  - Supervisory Board's report for 2024 and operation plan & budget for 2025;
  - Amended and supplemented Supervisory Board Regulations;
  - Proposal for selection of independent auditor for FY2025.

### IV. DISCUSSION

Under the Chairperson's direction, the AGM discussed the presented reports and proposals. No additional comments or questions were raised by shareholders.

### V. VOTING RESULTS

At ... AM, the total number of valid voting shareholders and their ownership ratios remained as reported in Section I. Based on the official vote counting results, the AGM unanimously adopted the following resolutions:

- Total number of shareholders and authorized representatives attending the Meeting: ... persons;
- Total number of voting shares held by shareholders and authorized representatives attending the Meeting: ... shares (... shares), accounting for ...% (... percent) of the total outstanding voting shares of the Company.

Based on the approved vote counting results, the Annual General Meeting of Shareholders unanimously passed the following matters with the results as follow:

No.	Voting agenda	Approval		Disapproval		Abstention	
		Number of Votes	Percentage (%)	Number of Votes	Percentage (%)	Number of Votes	Percentage (%)
1	Approval of audited standalone and consolidated financial statements for FY2024 ending March 31, 2025						
2	Approval of appointment of RSM Vietnam Auditing &						



	Consulting Co., Ltd. as independent auditor for FY2025						
3	Approval of FY2024 profit distribution plan						
4	Approval of FY2025 business plan						
5	Approval of BoD report for FY2024 and FY2025 plan and budget						
6	Approval of amended and supplemented Supervisory Board Regulations						
7	Approval of Supervisory Board report and FY2025 operation plan and budget						



#### VI. APPROVAL OF MEETING MINUTES AND RESOLUTIONS

- Mr. Nguyen Duc Quang read the draft Meeting Minutes and Resolutions.
- The Meeting raised no objections or additional comments. The AGM unanimously approved the full content of the 2025 AGM Minutes and Resolutions and authorized the Board of Directors, Supervisory Board, and CEO to implement them in accordance with applicable laws.

Voting result:

- Approval: %; Disapproval: %; Abstention: %.

The Meeting was officially adjourned at 11:... AM on the same day.

These Minutes were prepared onsite and read aloud to all attending shareholders.

On behalf of the Secretariat  
Head of Secretariat

On behalf of the Annual General Meeting  
Chairperson

LE NGUYEN ANH UYEN

NGUYEN DUC QUANG

No.: 01/2025/NQ-DHDCD

Ho Chi Minh City, ... July 2025

DRAFT



SAO BAC DAU TECHNOLOGIES CORPORATION

**RESOLUTION OF THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Pursuant to:**

- *The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;*
- *The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;*
- *Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of the Law on Securities;*
- *Circular No. 96/2020/TT-BTC dated October 16, 2020 on information disclosure in the securities market;*
- *Circular No. 116/2020/TT-BTC dated December 31, 2020 on corporate governance applicable to public companies;*
- *The Charter on Organization and Operation of Sao Bac Dau Technologies Corporation;*
- *Minutes of the 2025 Annual General Meeting of Shareholders dated 29/07/2025;*

The 2025 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation (stock code: SBD) was held at the Company's Head Office: Lot U.14b – 16a, Street No. 22, Tan Thuan Export Processing Zone, Tan Thuan Ward, Ho Chi Minh City, on 29/07/2025, with the participation of ... shareholders and authorized representatives, representing ... shares (... shares), equivalent to ...% (... percent) of total voting shares, and unanimously RESOLVED the following matters:

**Agenda 1.** Approval of the parent company's financial statements and the consolidated financial statements for the fiscal year 2024 ended on March 31, 2025, audited by RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International.

Further details are available at the Company's website: <https://saobacdau.vn>



**Agenda 2.** Approval of the selection of RSM Vietnam Auditing & Consulting Co., Ltd. – a member of RSM International – as the independent auditor for the fiscal year 2025 (auditing both the parent company and consolidated financial statements).

In case engagement with RSM Vietnam is unsuccessful, the Annual General Meeting authorizes the Board of Directors to select another independent audit firm approved by the State Securities Commission to audit the Company's financial statements for fiscal year 2025.

**Agenda 3.** Approval of the profit distribution plan for the fiscal year 2024, as follows:

Unit: VND billion

No.	Indicator	Amount	Notes
1	Profit before tax	11,2	—
2	Corporate income tax	5,2	—
3	Profit after tax	6,0	—
4	Allocation to funds	0	—
5	Remaining profit after allocation	6,0	—
6	Dividend for FY2024	0	Retained to supplement working capital

**Agenda 4.** Approval of the business plan for fiscal year 2025, including:

**1. Parent Company – SBD**

Unit: VND billion

No.	Indicator	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	672,5	815,1	21,20%
2	Net profit after tax	6,0	9,1	51.67%
3	Dividend to Parent's Shareholders	0	0	—

**2. Consolidated (Parent Company and Subsidiaries)**

Unit: VND billion

No.	Indicator	Actual 2024	Plan 2025	YoY Change (%)
1	Net revenue	687,0	831,1	20,97%
2	Net profit after tax	4,1	6,5	58,54%

**Agenda 5.** Approval of the Board of Directors' Report for FY2024 (details are provided in the 2025 AGM Documents) and the Board's operational plan and budget for FY2025, including:

## 1. Plans and Strategic Directions of the Board of Directors

### 1.1 Governance and Business Plans

#### a. Business Development and Operational Management

- Ensure the necessary support for the Executive Board to successfully achieve the 2024 business targets; support the management team in consolidating traditional markets and acquiring new strategic clients;
- Set targets to expand market presence and increase the Company's footprint in new regions. Actively seek partnership opportunities with strategic partners and broaden the client portfolio.

#### b. Financial Management and Risk Governance

- Prioritize restructuring of investment activities and resolution of outstanding debts from previous years. Continue to directly participate in and support the Executive Board in recovering long-standing receivables;
- Ensure sound governance practices in compliance with legal regulations and ethical business standards. Maintain transparency and integrity in all operations, safeguard shareholders' interests, and build trust with customers and partners.
- The Steering Committee for Integrity Policy Implementation, under the guidance of international consultants, has expanded the scope of risk control, thereby reducing the Company's overall risk exposure.

### 1.2 Corporate Culture

- The Board of Directors has consistently strengthened, is actively reinforcing, and will continue to build and foster the corporate culture, upholding SBD's 29-year legacy.

### 1.3 Human Resource Investment

- Steps have been taken to build a succession plan for senior leadership roles in preparation for organizational restructuring, aiming to rejuvenate the management team in line with current business realities.
- Enhance training programs to improve employees' professional expertise and management skills.
- Appoint individuals who are fully qualified in terms of competence, qualities, and experience — and who have undergone proper training — to senior leadership positions at appropriate times to ensure succession planning, rejuvenation, and readiness for growth in the new development phase.



- Create favorable conditions to attract and retain talent. Promote a positive and motivating work environment, encouraging personal development and contribution to the Company's success.

#### **1.4 Investment in Science and Technology**

Intensify technological innovation and promote research to maintain competitiveness and respond to evolving market demands. Focus particularly on the application of artificial intelligence (AI) in business operations within the Vietnamese market.

Appoint a Chief Technology Officer (CTO) to strengthen the Company's strategic focus on technology, innovation, and digital transformation initiatives.

## **2. BoD Budget for Fiscal Year 2025**

The BoD respectfully submits to the GMS the proposed operating budget for 2025, as follows:

BoD Operating Budget, covering:

- Remuneration of BoD members
- Operational expenses of the BoD Office
- Meeting and conference expenses
- Advisory fees and other related expenses

**Total estimated BoD budget for FY2025: not exceeding VND 4.64 billion.**

**Agenda 6.** Approval of the amended and supplemented Supervisory Board Operating Regulations and authorization for the Supervisory Board to officially issue them.

**Agenda 7.** Approval of the Supervisory Board's Report for Fiscal Year 2024 (details are provided in the 2025 AGM Documents), and the Supervisory Board's Activity Plan and Budget for Fiscal Year 2025 as follows:

### **1. Activity Plan for 2025**

- Participate in organizing the 2025 Annual General Meeting of Shareholders.
- Supervise the implementation of the resolutions adopted at the 2025 AGM; the Supervisory Board considers this a key task to ensure the optimal protection of shareholders' interests.
- Monitor the issuance of operational regulations, financial regulations, and other policies issued annually by the Board of Directors and the Executive Board; evaluate their impact on shareholders' interests during implementation.
- Supervise the financial situation, cash flow management, debt payment capacity, capital management and utilization, preservation and growth of equity, personnel remuneration, budget control, and the implementation of quarterly and annual business plans.
- Review and appraise the quarterly, semi-annual, and annual financial statements for 2025.
- Participate in and advise on the selection of the audit firm, negotiate and sign the contract with the audit firm, and supervise the work of the audit firm as well as the finance and accounting

departments during the independent audit process.

- Review the Management Letter issued by the audit firm and work with related parties.
- Collect information, communicate, and interact with shareholders and address issues as requested by shareholders (if any).
- Oversee the compliance with the Company's integrity policies.

## **2. Budget for 2025**

- The total estimated budget for the Supervisory Board for fiscal year 2025 shall not exceed VND 986,000,000 (including remuneration for Supervisory Board members, conference organization expenses, etc.).
- The SB's budget is increased to provide additional resources to carry out internal control tasks assigned by the Board of Directors.

This Resolution was unanimously approved by the 2025 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation at the meeting convened on 29 July 2025. The Board of Directors shall be responsible for organizing the implementation of this Resolution accordingly.

**CHAIRPERSON OF THE MEETING**

**NGUYEN DUC QUANG**







July 07, 2025

REGULATIONS ON ORGANIZATION  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

SAO BAC DAU TECHNOLOGIES CORPORATION

Pursuant to:

- The Law on Enterprises No. 59/2020/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;
- The Law on Securities No. 54/2019/QH14, passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020, issued by the Government detailing and guiding the implementation of certain provisions of the Law on Securities;
- Circular No. 96/2020/TT-BTC dated October 16, 2020, guiding information disclosure in the securities market;
- Circular No. 116/2020/TT-BTC dated December 31, 2020, guiding several corporate governance provisions applicable to public companies;
- The Charter of Organization and Operation of Sao Bac Dau Technologies Corporation;

The 2025 Annual General Meeting of Shareholders of Sao Bac Dau Technologies Corporation shall be organized and conducted in accordance with the following regulations:

**Article 1: Shareholders Attending the General Meeting**

1. All shareholders of Sao Bac Dau Technologies Corporation and their authorized representatives holding voting shares (as per the final shareholder registration list dated July 07, 2025) have the right to attend the General Meeting of Shareholders (GMS).
2. Shareholders and/or authorized representatives (hereinafter referred to as "Delegates") attending the meeting in person must arrive on time and complete registration procedures with the Meeting Organizing Committee.
3. During the GMS, Delegates must comply with the instructions of the Presidium, behave civilly, courteously, and maintain order.
4. Delegates have the right to copy, record, and use materials that have been disclosed or are required to be disclosed in accordance with the law. For materials and information that have not yet been disclosed, copying, recording, or providing them to external parties is only permitted with the approval of the Presidium.
5. Smoking is strictly prohibited in the meeting room.
6. Delegates must refrain from private conversations and must keep their mobile phones on silent mode or turned off during the meeting.



## Article 2: Presidium

1. The Presidium consists of 02 to 05 members, including 01 Chairperson.
  - o The Chairperson of the Board of Directors (BOD) shall preside over the GMS or may authorize another BOD member to act as the chairperson.
  - o In the absence or temporary incapacity of the Chairperson, the remaining BOD members shall elect one among them as the chairperson by majority vote. If no chairperson is elected, the Head of the Supervisory Board shall conduct the process for the GMS to elect a chairperson from among the attendees, with the individual receiving the highest number of votes assuming the role.
2. **Duties of the Presidium:**
  - a. Directing the activities of the GMS in accordance with the agenda approved by the GMS.
  - b. Guiding Delegates through discussions on agenda items.
  - c. Presenting draft resolutions and conclusions for voting.
  - d. Addressing issues raised by the GMS.
  - e. Handling any arising matters during the meeting.
3. **Working Principles of the Presidium:**
  - o The Presidium operates on the principles of collective decision-making and democratic centralism, with decisions made by majority vote.

## Article 3: Secretariat of the General Meeting

1. The Secretariat consists of 02 members nominated by the Presidium (through the Meeting Organizing Committee) and is accountable to the Presidium and the GMS for its duties.
2. **Duties of the Secretariat:**
  - a. Assisting the Presidium in verifying Delegate eligibility (if necessary).
  - b. Supporting the Presidium in announcing draft documents, resolutions, and notices.
  - c. Collecting and reviewing discussion ballots and Delegate opinions for submission to the Presidium.
  - d. Accurately recording the entire proceedings of the GMS, including approved matters and key discussion points, in the meeting minutes.
  - e. Drafting the Resolutions for the issues approved at the GMS.

## Article 4: Delegate Eligibility Verification Committee

1. The Delegate Eligibility Verification Committee consists of 02 members, including 01 Head and 01 Member, and is accountable to the Presidium and the GMS.
2. **Duties of the Committee:**
  - o Verifying the eligibility of shareholders attending the meeting.
  - o The Head of the Committee shall report to the GMS on shareholder attendance. If at least 50% of voting shares are represented, the GMS is deemed valid and may proceed.

## Article 5: Vote Counting Committee

1. The GMS shall elect one or more members to the Vote Counting Committee, as proposed by the Chairperson.
2. **Duties of the Vote Counting Committee:**
  - o Announcing voting rules and procedures.
  - o Reviewing and reporting any violations or complaints regarding voting and elections.



- Counting votes, preparing the vote-counting report, announcing results, and submitting the report to the Chairperson.

## **Article 6: Discussions at the General Meeting**

### **1. Discussion Principles:**

- Discussions must take place within the allotted time and pertain to agenda items.
- Delegates wishing to speak must raise their hand and wait for the Presidium's approval. Each speech should not exceed 03 minutes and should be concise, avoiding repetition.

### **2. Responding to Delegate Questions:**

- Based on submitted discussion ballots, the Chairperson or a designated member shall respond to Delegate queries.
- Questions not addressed due to time constraints will be answered in writing by Sao Bac Dau Technologies Corporation.

## **Article 7: Voting on Issues Requiring GMS Approval**

### **1. Principles:**

- All matters on the meeting agenda must be publicly discussed and voted on by the GMS.

### **2. Voting Method:**

- Delegates vote by raising their voting cards when the Chairperson presents options: "Agree," "Disagree," or "No Opinion."



## **Article 8: Meeting Minutes and Resolutions of the GMS**

- The meeting minutes and resolutions of the GMS must be read aloud before the meeting is adjourned.

## **Article 9: Implementation of the Regulations**

- Delegates attending the GMS must strictly adhere to these regulations.
- These regulations consist of 09 Articles and take effect immediately upon approval by the GMS

**CHAIRPERSON OF THE GENERAL MEETING**

**NGUYEN DUC QUANG**

# PROXY FORM FOR EXERCISING SHAREHOLDER RIGHTS

## SAO BAC DAU TECHNOLOGIES CORPORATION



### 1. Principal (Authorizing Party):

Shareholder's full name: .....  
- Number of shares owned: .....  
Citizen ID No./ Business Registration No.: ..... Date of issue: ...../...../.....  
- Address: .....  
- Phone number: .....

### 2. Authorized Representative:

- Full name: .....  
- Citizen ID No.: ..... Date of issue: ...../...../.....  
- Address: .....  
- Phone number: .....

### 3. Scope of Authorization:

The Principal hereby authorizes the Authorized Representative to fully act on their behalf to exercise all shareholder rights and obligations throughout the organization and proceedings of the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the "Meeting") of Sao Bac Dau Technologies Corporation (hereinafter referred to as the "Company").

The authorized rights include, but are not limited to:

- Attending the Meeting, expressing opinions, participating in discussions, and voting (including all forms of voting such as raising hands, casting ballots, etc.) in all sessions (preliminary and official);
- Filing complaints, if necessary, until such complaints are fully resolved regarding any irregularities in the organization or conduct of the Meeting.

Both Parties shall be fully responsible for the content of this authorization and agree to comply with the Company's Charter and applicable laws and regulations.

The Principal undertakes not to authorize any other person and agrees to re-sign a new power of attorney using the Company's standard form, if legally and validly requested by the Company.

### 4. Term of Authorization:

This authorization shall be effective from the date of signing until the complete conclusion of the 2025 Annual General Meeting of Shareholders. This authorization is exclusive, irrevocable, and the Authorized Person shall not further delegate or sub-authorize to any third party, except in the event that the Principal sells the authorized shares at any time during the validity period of this authorization.

..... City, ... .. 2025

**Authorized Representative**  
(Signature and full name)

**Principal (Shareholder)**  
(Signature and full name)





# VOTING CARD

## 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS SAO BAC DAU TECHNOLOGIES CORPORATION

ID/Business Registration No.:

Full name of shareholder:

Number of shares owned and represented: