

No. /2017/TB - HDQT

Ho Chi Minh City, date month 2017

## NOTICE

On: Asking for shareholders' opinion in writing

**Attn.: SHAREHOLDERS OF SAI GON THUONG TIN COMMERCIAL  
JOINT STOCK BANK**

- Pursuant to Law on Enterprise and Law on Credit Institutions of the Socialist Republic of Vietnam;
- Pursuant to Charter of Saigon Thuong Tin Commercial Joint Stock Bank (Sacombank) in 2017;
- Pursuant to Decree No. 58/2012/ND-CP dated July 20, 2012 and Decree No. 60/2015/ND-CP dated June 26, 2015 of the Government;
- Pursuant to Decree No. 71/2017/ND-CP dated June 06, 2017 of the Government;
- Pursuant to Resolution No. 198/2017/NQ-HDQT dated October 04, 2017 and Resolution No. 200/2017/NQ-HDQT dated October 10, 2017 of Sacombank's Board of Directors on asking Shareholders' opinion in writing;
- Pursuant to Notice No. 1176/TB – CNVSD dated October 05, 2017 and Notice No.7899/TB – CNVSD dated October 11, 2017 of Vietnam securities depository center (VSD) – Ho Chi Minh City Branch;
- Pursuant to Notice No.1109/TB – SGDHCM dated October 06, 2017 and Notice No. 1120/TB – SGDHCM dated October 12, 2017 of Ho Chi Minh City Stock Exchange (HOSE);

Dear Shareholders!

In order to create favorable conditions for the Board of Directors (BOD) to have adequate legal bases in accordance with the law and the actual situation of Sacombank during the implementation of the restructuring plan after the merger which was approved by the State Bank of Vietnam, as well as for the gradually stabilized and strongly grown of Sacombank's operations, Sacombank's BOD would like to submit to Shareholders for approval of the following issues:

### **I. The first issue: Approving "Amendment and supplement to Charter of Sacombank"**

With the purpose of strengthening the leadership roles and responsibilities of the managerial mechanism in accordance with the provisions of law and conditions of Sacombank, as well as creating the initiative in assigning personnel according to capacity and demands of the bank, the BOD would like to submit to the shareholders the amendment and supplement of clause 1, Article 36 of the Sacombank's Charter as follows:

◆ *Contents of clause 1 Article 36 of the current Charter of Sacombank:*

"The Board of Directors is a managerial body having the full power to decide and exercise the rights and fulfil the obligations of Sacombank on its behalf, except matters falling within the competence of General Meeting of Shareholders. The Board of Directors includes **one Chairman, two Vice Chairmen** and several members, who

shall perform their tasks under the assignment of the Board of Directors in accordance with the relevant provisions of this Charter and applicable Laws.”

◆ *The above content is proposed to be amended and supplemented as follows:*

“The Board of Directors is a managerial body having the full power to decide and exercise the rights and fulfil the obligations of Sacombank on its behalf, except matters falling within the competence of General Meeting of Shareholders. The Board of Directors includes **the Chairman, some Vice Chairmen** and several members, who shall perform their tasks under the assignment of the Board of Directors in accordance with the relevant provisions of this Charter and applicable Laws.”

**II- The second issue: Approving “Deduction from the excess of pre-tax profit target in 2017 for rewarding Sacombank’s employees”.**

According to the resolution of the General Meeting of Shareholders No. 01/2017/NQ-DHDCD dated June 30, 2017, the General Meeting of Shareholders assigned the BOD to direct the Board of Management to implement the business plan in 2017 with the key financial indicators, in which the pre-tax profit target in 2017 is 585 billion VND.

In order to encourage all employees of Sacombank to strive to exceed the targets set by the General Meeting of Shareholders in 2017 and create the momentum in 2018, the BOD proposes and submits to the Shareholders for approving deduction of 20% of the excess of the pre-tax profit target in 2017 to reward Sacombank’s employees.

**III- The third issue: Approving “Management and Administration Regulations of Sacombank”**

In order to concretize the legal framework in the management and administration of Sacombank in line with the law and achieve the effectiveness in the new situation, Sacombank’s BOD would like to submit to Shareholders for consideration and approval of the **“Management and Administration Regulations of Sacombank”** (for the detailing contents of regulations, please refer to the link below)

**IV- The fourth issue: Approving “Organizational and Operational Regulations of Sacombank’s Board of Supervisors”**

Pursuant to the provisions of law and Charter of Sacombank, in order to concretize the legal framework in the inspection and supervision of all aspects of Sacombank’s operation in the new situation, based on the proposal of the Board of Supervisors, Sacombank’s BOD would like to submit to Shareholders for consideration and approval of the **“Organizational and Operational Regulations of Sacombank’s Board of Supervisors”** (for the detailing contents of regulations, please refer to the link below)

**V- The fifth issue: Approving “Change in securities code of Saigon Thuong Tin Commercial Joint Stock Bank”**

In recent years, Sacombank’s operations have had experienced movements affecting the trust of Clients, investors and shareholders. To affirm the belief and strength of Sacombank in the new period in the orientation and strategy of PUBLICITY - TRANSPARENCY to achieve SAFE – EFFICIENT - SUSTAINABLE DEVELOPMENT goal, bringing prosperity and peace of mind to the Investment and thousands of shareholders, Sacombank’s BOD would like to submit to the Shareholders for approval of the following contents:

1- Changing securities code of Sacombank from STB code to SCM code, with the procedures as follows:

- Cancellation of STB listing registration on the Ho Chi Minh City Stock Exchange (HOSE).
- Cancellation of STB securities registration at the Vietnam Securities Depository Center (VSD).
- Registration of SCM securities at VSD.
- Registration for listing SCM securities on the Hanoi stock exchange (HNX).

2- Authorizing the BOD to promptly prepare dossiers in relation to such change of securities code and submit to competent agencies for approval so that Sacombank's SCM shares could be traded on the stock exchange as soon as possible to ensure the benefit for Shareholders and Investors.

**VI- The sixth issue: Approving "Draft Resolution on asking Shareholders' opinion in writing"**

In case voting for each issue of the shareholders ensure the rate of approval in accordance with the law and the Charter of Sacombank, the BOD would like to submit to the shareholders for consideration and approval of "**Draft Resolution on asking Shareholders' opinion in writing**" (for the detailing contents of Resolution, please refer to the link below)

The above contents are under the right of decision of the General Meeting of Shareholders, for development and growing of Sacombank, the BOD would like to recommend shareholders to give opinions on each issue in **SHAREHOLDERS WRITTEN OPINION DOCUMENT** (attached) and send such opinions Document to Sacombank prior to November 17, 2017 (address: BOD office, 15<sup>th</sup> Floor, No. 266-268, Nam Ky Khoi Nghia, Ward 8, District 3, Ho Chi Minh City).

Set of Shareholders Written Opinion Document is also posted on Sacombank's website no later than November 04, 2017 via the link <https://www.sacombank.com.vn/en/company/Pages/Shareholders-opinion-documentaries.aspx>

If you have any question, please contact BOD Office of Sacombank:

- ✓ Telephone: (028) 38 469 516. Ext: 2503 -2509, Fax: (028) 39 320 392
- ✓ Email: [qlvcp@sacombank.com](mailto:qlvcp@sacombank.com)

The BOD of Sacombank would like to thank and wish you health, happiness and success.

Sincerely yours!

**Recipients:**

- As above : "for implementation";
- BOD, BOS: " for information";
- BOD Office & BOM: "for monitoring implementation";

Archived: BOD Office.

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

**DUONG CONG MINH**