

No. /2017/QC - HDQT

Ho Chi Minh City, October 22, 2017

## REGULATIONS ON ASKING SHAREHOLDERS' OPINION IN WRITING

- 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 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);

In order to ensure that the asking shareholders' opinion in writing by the Board of Directors (BOD) is performed in accordance with provisions of Law and Charter of Sacombank, Sacombank's BOD issues the Regulations on asking shareholders' opinion in writing with the following provisions:

### **Article 1. Principles for asking shareholders' opinion**

1. Ensure the principles of publicity, justice and democracy.
2. Ensure the benefit for all Sacombank's shareholders.

### **Article 2. Conditions for participation in giving opinions**

Only Sacombank shareholders listed on the last record date (October 18<sup>th</sup>, 2017) provided by VSD - HCMC Branch shall be entitled to give opinions on issues be collected shareholders' opinions by BOD.

### **Article 3. Rights and obligations of shareholders or authorized representatives**

1. Having the rights to give opinions (voting) or authorize with authenticated/notarized document to other people to give opinions on all issues be collected shareholders' opinions by BOD.
2. Each shareholder listed on the last record date (October 18<sup>th</sup>, 2017) will receive the set of documents, that is served to get shareholders' written opinions, from the Board of Directors by post at the address registered by shareholders with VSD; if for some reasons, shareholders do not receive the set of shareholders written opinion documents, the shareholders are entitled to download the documents posted on the Sacombank's website for giving opinions.
3. Giving opinions on issues that the Board of Directors is asking for opinion is the obligation of all shareholders as stipulated in the Charter of Sacombank.

### **Article 4. The rules on giving opinions in shareholders opinion document**

1. Contents of the Shareholders Written Opinion Document and rules on giving opinions:  
The Shareholders Written Opinion Document consists of the following main information:

- Information on organization who is asking opinions;
  - Shareholder information;
  - 06 (six) issues requiring shareholders' opinions. For each issue, there are 03 boxes corresponding to decisions of "approval", "Non-approval" and "No opinion" for shareholders to select (✓ or x) in one of 03 boxed for each issue on the Shareholders Written Opinion Document.
  - Signature of shareholder;
  - Time and method to send the Document be answered.
  - Signature of the Chairman and representative-at-law of Sacombank (with Sacombank's seal).
2. Regulations on validity/invalidity of Shareholders Written Opinion Document:
- The Document be answered by shareholder will be deemed as invalid for all issues to be inquired or invalid for each issue in each case as follow:
    - ◆ The Document be answered will shall be deemed as invalid for all issues to be inquired, if:
      - *The Document be answered is not in the form provided by Sacombank;*
      - *The Document be answered does not contain signature, seal (for organization shareholder) and full name of shareholder.*
      - *The Document be answered is added other contents.*
      - *The Document be answered is sent to Sacombank after the specified period.*
      - *The Document be answered is made and sent to Sacombank by the delegate without attaching the official authenticated/ notarized power of attorney.*
    - ◆ The Document be answered will be deemed as invalid for each issue to be inquired, if:
      - *The shareholder does not select any box of each issue in the Document be answered.*
      - *The shareholder selects 02 boxes or more for each issue in the Document be answered.*
      - *The shareholder crosses out, erases each issue.*
3. Method and time for sending Shareholders Written Opinion Document to Sacombank:
- Shareholders may send Shareholders Written Opinion Document be answered to Sacombank in one of the following ways:
    - *Send directly at Sacombank's Headquarter, No. 266 – 268 Nam Ky Khoi Nghia, Ward 8, District 3, HCMC, Vietnam.*
    - *Send by post to the address: Office of the Board of Directors of Sacombank, 15<sup>th</sup> Floor, No. 266 -268 Nam Ky Khoi Nghia, Ward 8, District 3, HCMC, Vietnam.*
    - *The scanned documents shall be sent to the email qlvcp@sacombank.com (not applicable for case when using power of attorney)*
  - The deadline for receiving the answered Shareholders Written Opinion Document by all means is November 17<sup>th</sup>, 2017. In case shareholders send by post, the time shall be based on the postmark at the time of transfer.

**Article 5. Condition for General Meeting of Shareholders to approve issues what is asking shareholders' opinion in writing:**

1. The first issue ("Amendment and supplement to Charter of Sacombank") shall be approved if the Documents with "Approval" selection are more than 65% of the total number of answered Shareholders Written Opinion Document be sent to Sacombank.
2. The fifth issue ("Change in securities code of Saigon Thuong Tin Commercial Joint Stock Bank") shall be approved if the Documents with "Approval" selection are more than 51% of the total number of answered Shareholders Written Opinion Document be sent to Sacombank, in which at least 51% of the "approval" votes are not voted by major shareholders.

3. The remaining issues shall be approved when if the Documents with “Approval” selection are more than 51% of the total number of answered Shareholders Written Opinion Document be sent to Sacombank.

**Article 6. Effect for implementation:**

This Regulations shall take effect from the date of signing and shall be only applicable to the collection of shareholders’ written opinion performed in accordance with Resolution No. 198/2017/NQ-HDQT dated October 04, 2017 and Resolution No. 200/2017/NQ-HDQT dated October 10, 2017 of the Board of Directors (BOD) of Sacombank.

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

**DUONG CONG MINH**