

**SOUTHEAST ASIA COMMERCIAL  
JOINT STOCK BANK**

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No.: 44/2024/PLYKCD

**SOCIALIST REPUBLIC OF VIETNAM**

*Independence – Freedom – Happiness*

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*Hanoi, January 23, 2024*

**WRITTEN SHAREHOLDER OPINION COLLECTION FORM**

*(Re: Approval of matters within the authority of the General Meeting of Shareholders)*

**A. SHAREHOLDER INFORMATION**

Shareholder name: \_\_\_\_\_

Contact/Registered address: \_\_\_\_\_

Nationality: \_\_\_\_\_

ID/Passport/Enterprise Registration \_\_\_\_\_

No.:

Number of shares held as of the record date for written shareholder opinion collection (January 15, 2024): ..... shares

Number of voting rights: ..... votes.

**B. BANK INFORMATION**

Issuer name: Southeast Asia Commercial Joint Stock Bank

Abbreviated name: SeABank

Head office: 198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi City, Vietnam

Website: <https://seabank.com.vn/>

Tel: 024 3944 8688 Fax: 024 3944 8688

Enterprise Registration No.: 0200253985, first issued by the Hanoi City Department of Planning and Investment on January 14, 2005, amended for the 37th time on August 8, 2023.

**C. PURPOSE OF OPINION COLLECTION**

The Board of Directors ("BOD") of SeABank collects shareholders' written opinions to pass resolutions on matters within the decision-making authority of the General Meeting of Shareholders ("GMS") in accordance with applicable law and SeABank's Charter.

**D. MATTERS/ITEMS FOR OPINION COLLECTION**

**1. Background**

Post Finance Company Limited ("PTF") is a company wholly owned (100% charter capital) by SeABank. In line with the policy and development orientation of the Prime Minister set out in Decision No. 986/QĐ-TTg dated August 8, 2018 on the Vietnam Banking Sector Development Strategy to 2025, with an outlook to 2030, and to strengthen PTF's financial capacity, at the Annual General Meetings of SeABank in 2022 and 2023, the GMS approved the policy of seeking a foreign investor to purchase/acquire SeABank's equity interest in PTF. The GMS also delegated to SeABank's Board of Directors the task of identifying, negotiating, and engaging

with potential foreign investors interested in purchasing/acquiring SeABank's equity interest in PTF, as well as carrying out other related activities in accordance with applicable law. During the search and negotiation process, three (03) entities submitted preliminary non-binding offers to SeABank.

After these entities completed due diligence on PTF and submitted Binding Offers, AEON Financial Service Co., Ltd. ("AFS") was assessed by the project team as the entity with the best offer price. Furthermore, through preliminary discussions, AFS was found to be a financially strong organization meeting the standards and conditions required for ownership of a non-bank credit institution under applicable law.

### **Introduction to AEON Financial Service Co., Ltd.**

AEON Financial Service Co., Ltd. ("AFS") is a member of AEON Group, the largest retail conglomerate in Japan with a strong presence in Japan, China, and Southeast Asia, including Vietnam.

Founded in 1758 with a history spanning over 250 years, AEON Group is one of Japan's oldest retailers, comprising supermarkets, convenience stores, and shopping centers with 20,008 store outlets across more than 14 countries worldwide. Vietnam is regarded by AEON Group as a key market in its global strategy, currently with over 27 stores, 6 shopping malls, and nearly 250 other convenience stores. AEON Group plans to open an additional 100 stores in Hanoi and 10 more shopping malls in Vietnam by 2025.

AFS is the financial arm of AEON Group, primarily operating in the retail financial services sector targeting individual customers through credit card products, personal loans, and insurance.

Since its establishment in 1981, AFS has grown continuously, leveraging its extensive store network in Japan and Asian countries under AEON Group. AFS's organizational structure comprises three main segments: banking, non-bank credit (credit services, home loan services, financial leasing), and insurance, with subsidiaries/branches in 10 countries across Asia. In Southeast Asia, AFS operates in Thailand, Malaysia, Indonesia, Vietnam, the Philippines, Cambodia, Myanmar, and Laos.

AFS began operations in Vietnam in 2008 through the establishment of ACS Vietnam Trading Company Limited, providing installment payment services in partnership with retailers for consumer durables such as computers, household appliances, furniture, and motorcycles. It currently operates over 6,700 POS terminals across all 63 provinces and cities in Vietnam.

## **1. Items for Opinion Collection**

2.1 **Item 01:** Approve and adopt the transfer of SeABank's entire equity interest in Post Finance Company Limited (single-member LLC) to the transferee, AEON Financial Service Co., Ltd., with the following key terms:

- a. Subject of transfer: Post Finance Company Limited ("PTF")
- b. Transferor (Seller): Southeast Asia Commercial Joint Stock Bank
- c. Transferee (Buyer): AEON Financial Service Co., Ltd.
  - Address: 1-1, Kandanishiki-Cho, Chiyoda-Ku, Tokyo, Japan
  - Principal business activities: Banking, non-bank credit, and insurance.
- d. Transfer ratio/charter capital: 100% of PTF's charter capital, equivalent to a charter capital of VND 1,550 billion.

2.2 **Item 02:** Approve, adopt, and delegate and authorize the Board of Directors to decide, approve, execute, and carry out all necessary procedures required by law to complete the

transfer of SeABank's entire equity interest in PTF to AEON Financial Service Co., Ltd., including but not limited to:

- e. The Charter Capital Transfer Agreement and/or any other related documents between SeABank and AEON Financial Service Co., Ltd.;
- f. Amendments and supplements to the terms of the Charter Capital Transfer Agreement and other related documents; and execution of amendment/supplementary agreements and documents based on negotiations with the counterparty and/or applicable legal requirements (if any);
- g. The transfer price (Sale price), on the principle that it shall not be lower than the amount SeABank has invested and contributed to PTF as reflected in SeABank's reviewed financial statements as of June 30, 2023;
- h. The plan for the sale and transfer of SeABank's equity interest in PTF (including any amendments, supplements, or replacements to such plan, if any);
- i. Carrying out all necessary procedures and/or approving, deciding, signing, and providing relevant documents and records as required by law for submission to competent State authorities for approval of: (i) the transfer of SeABank's equity interest in PTF; (ii) amendment of PTF's Establishment and Operation License; (iii) changes to PTF's business registration; and (iv) any other necessary procedures as required by law and competent State authorities.

2.3 **Item 03:** This Resolution takes effect from the date of adoption. The Board of Directors and all relevant units and individuals are responsible for its implementation.

The draft resolution and related documents are published on SeABank's website at: <https://seabank.com.vn/>

## **E. VOTING PROCEDURES AND SUBMISSION DEADLINE FOR WRITTEN SHAREHOLDER OPINION FORM**

### **2. Method and deadline for submitting the written shareholder opinion form**

- The completed Opinion Collection Form must be sealed in an envelope and delivered to SeABank no later than 5:00 PM on February 5, 2024, at the following address:

#### **BOARD OF DIRECTORS OFFICE – SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK**

Address: Floor 5, BRG Building – No. 198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi City

Tel: 024.39448688 (Ext.: 5008)

- In addition to postal delivery to the above address, Shareholders may also send a scanned copy of the completed Opinion Collection Form by email to: [vanphonghdt@seabank.com.vn](mailto:vanphonghdt@seabank.com.vn) (the receipt time of the Opinion Form will be determined by the email receipt time).
- In the event a Shareholder submits both a postal copy and an email copy of the Opinion Form with differing voting results, the postal copy shall take precedence.

### **3. Voting procedure**

- Shareholders shall cast their vote by marking (X) or (✓) in one of the three boxes for each item (Approve, Disapprove, No Opinion).
- Valid submitted forms: Opinion Collection Forms submitted by Shareholders via the prescribed methods, to the correct address, and within the deadline specified in Clause 1, Section E.

**+ Valid Opinion Collection Forms:**

- Forms bearing SeABank's seal, with full signature and name of the individual shareholder / legal representative of the organization / authorized representative (in case of voting by proxy, a valid Power of Attorney as required by law must be enclosed), and stamped for corporate shareholders;
- Forms submitted via the prescribed methods, to the correct address, and within the deadline specified in Clause 1, Section E;
- The envelope containing the Form is intact prior to vote counting (not opened before the vote counting time);
- The Form is not torn or damaged;
- The voting content has not been erased or altered;
- A valid vote is one where the Shareholder has selected exactly one of the three boxes: Approve, Disapprove, or No Opinion.

**+ Invalid Opinion Collection Forms:**

- Forms that do not meet the requirements for valid Opinion Collection Forms;
  - If a Shareholder does not mark any box, or marks two or more boxes for the same voting item, the vote for that item shall be deemed invalid.
- Non-participating forms are those not returned to SeABank by the time SeABank conducts vote counting.

**F. SHAREHOLDER VOTE**

No.	Item for Opinion	Approve	Disapprove	No Opinion
1.	<b>ITEM 01</b>			
2.	<b>ITEM 02</b>			
3.	<b>ITEM 03</b>			

....., *date ... month ... year* .....

**SHAREHOLDER / REPRESENTATIVE**

*(Signature, full name / company seal if applicable)*

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

*(signed)*

**LE VAN TAN**