

SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

198 Tran Quang Khai, Ly Thai To Ward, Hoan Kiem District, Hanoi City

Phone: (84-24) 3944 8688

Business code: 0200253985 Website: https://seabank.com.vn

AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

Time: 09:30 AM – 11:25 AM, November 15, 2024.

Venue: Conference Room, Ruby Tree Golf Club – BRG Ruby Tree Golf Resort, Ngoc Xuyen

Ward, Do Son District, Hai Phong City, Vietnam.

TIME	AGENDA (*)					
09h30 – 10h00	 Welcoming guests. Checking shareholder eligibility, registering attending shareholders, and distributing documents. 					
10h00 – 10h10	 Reporting the results of shareholder eligibility verification for the meeting. Stating the purpose of the meeting and declaring the opening of the General Meeting. Introducing attending delegates 					
10h10 – 10h20	 Approving the Agenda of the Meeting and the Rules of Procedure and Voting at the General Meeting. Approving the Presidium, Secretariat, and Vote Counting Committee. 					
10h20 – 10h30	 Proposal on the election of additional members to the Supervisory Board for the remainder of the 2023 - 2028 term. Other matters (if any). 					
10h30 – 10h45	Organizing the election of additional Supervisory Board members: + Approving the Election Regulations. + Introducing the list of nominees and candidates for the Supervisory Board. + Guiding and organizing the election.					
10h45 – 11h00	Taking a break.					
11h00 – 11h10	Announcing the election results and introducing the new members of the Supervisory Board.					
11h10 – 11h20	Approving the Meeting Minutes and the Resolutions of the General Meeting.					
11h20 – 11h25	Declaring the closing of the General Meeting.					

^(*) The agenda of the meeting is subject to change and will be approved at the General Meeting of Shareholders.

ORGANIZING COMMITTEE



DRAFT

WORKING AND VOTING REGULATIONS AT THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024 SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

Article 1: Scope and Subjects of Application

- 1. This regulation applies to the organization and management of the Extraordinary General Meeting of Shareholders 2024 ("EGM") of Southeast Asia Commercial Joint Stock Bank ("SeABank").
- 2. This regulation specifically outlines the rights and obligations of shareholders, authorized representatives of shareholders, and other participants in the EGM.
- 3. Shareholders, authorized representatives of shareholders (hereinafter collectively referred to as "shareholders"), and other participants in the EGM are responsible for complying with the provisions of this regulation.

Article 2: General Principles

- 1. All shareholders attending the General Meeting of Shareholders must dress appropriately and formally, and present all required legal documents and other related papers as specified in the meeting invitation to the Shareholder Eligibility Verification Committee for verification at the reception desk.
- 2. Upon entering the meeting room, shareholders must sit in the designated seats or areas as arranged by the Organizing Committee, and adhere to the seating arrangement.
- 3. No smoking in the meeting room.
- 4. Attendees are expected to communicate politely, maintain a friendly demeanor, and keep order during the meeting. Private conversations are not allowed during the meeting. All mobile phones must be turned off or set to silent mode (if necessary, shareholders may use their phones outside the meeting room).
- 5. Meeting participants must follow the instructions of the Chairperson to ensure the meeting proceeds smoothly, efficiently, and in accordance with regulations.
- 6. Participants are not allowed to film, take photos, or record the meeting without prior approval from the Presidium or the Organizing Committee.

<u>Article 3:</u> Rights and Obligations of Shareholders/Authorized Representatives Attending the General Meeting of Shareholders

- 1. All shareholders and authorized representatives who have completed the registration procedures are entitled to participate, express opinions on the agenda approved by the General Meeting of Shareholders, and vote during the meeting.
- 2. All shareholders and authorized representatives eligible to attend the meeting have rights and obligations in accordance with current laws, the Bank's Charter, and this regulation once it is approved by the General Meeting of Shareholders.
- 3. All shareholders and authorized representatives attending the meeting may express their opinions in line with the approved agenda or write their questions on a question card to be submitted to the Secretariat.

- 4. After listening to the reports on the matters to be voted on, all attending shareholders and authorized representatives will participate in discussions and voting. All shareholders and authorized representatives have the right to vote on all matters within the authority of the General Meeting of Shareholders, as stipulated in the Bank's Charter.
- 5. Shareholders or authorized representatives arriving after the meeting has started, upon completing registration procedures, may participate and vote on the remaining items in the agenda that require a vote. In this case, the validity of the previously voted items remains unchanged.

Article 4: Chairperson of the Meeting

- 1. The Chairman of the Board of Directors shall be the Chairperson of the meeting. In the absence of the Chairman, He/She may delegate another member of the Board of Directors in writing to act as the Chairperson of the meeting.
- 2. The Chairperson of the meeting nominates personnel for the Presidium, the Voting Committee, and the Secretariat for approval by the General Meeting of Shareholders.
- 3. The Chairperson, along with the members of the Presidium, presides over and manages the General Meeting of Shareholders (GMS) and resolves any arising issues (if any) during the meeting.
- 4. The Chairperson's decisions on procedures, sequence, or any unforeseen events outside the meeting's agenda shall be final and binding.
- 5. The Chairperson is authorized to take the necessary actions to conduct the meeting in a lawful, orderly, and efficient manner, reflecting the will of the majority of attendees. The Chairperson has the right to request all attendees to comply with security checks or other legal and reasonable security measures, request relevant authorities to maintain order at the meeting, and expel individuals who fail to comply with the Chairperson's authority, deliberately disrupt order, obstruct the normal progress of the meeting, or refuse to comply with security or health checks from the GMS meeting.
- 6. The Chairperson of the meeting has the rights and obligations as stipulated by law and the Bank's regulations.

Article 5: Rights and Obligations of the Organizing Committee of the Meeting

- 1. The Organizing Committee is established by the Board of Directors or the Chairman of the Board of Directors.
- 2. The Organizing Committee is responsible for receiving the registration documents from shareholders/authorized representatives attending the meeting, distributing materials, and carrying out other organizational tasks.

Article 6: Rights and Obligations of the Shareholder Eligibility Verification Committee

- 1. The Shareholder Eligibility Verification Committee consists of 1 Head and members selected by the Organizing Committee of the meeting.
- 2. The Shareholder Eligibility Verification Committee has the authority to establish a support team to assist in completing its duties.
- 3. The committee is responsible for verifying the eligibility of shareholders or authorized representatives attending the General Meeting of Shareholders (GMS) and handling the registration procedures. It also distributes voting cards, ballots, election ballots, and meeting materials to shareholders/authorized representatives.
- 4. The committee presents a report to the GMS on the results of the eligibility verification of shareholders attending the meeting.

Article 7: Rights and Obligations of the Secretariat of the Meeting

- 1. The Secretariat of the Meeting is nominated by the Chairperson and approved by the GMS, and is accountable to the Chairperson and the GMS for its duties.
- 2. The duties of the Secretariat of the Meeting include:
 - Accurately recording the content and issues approved or noted by the shareholders/authorized representatives during the meeting.
 - Preparing the minutes of the meeting.
 - Assisting the Chairperson in announcing draft documents, conclusions, and notices to shareholders when requested.
 - Receiving question cards from shareholders/authorized representatives (if any).
 - Performing other tasks as assigned by the Chairperson.

Article 8: Rights and Obligations of the Voting Committee

- 1. The Voting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders (GMS) with a total of 03 (three) members.
- 2. The Voting Committee has the right to establish a support team to complete its tasks.
- 3. The duties of the Voting Committee include:
 - Providing instructions on the election rules.
 - Guiding shareholders on how to use voting cards, ballots, and election ballots.
 - Counting the votes of approval, disapproval, abstentions, and invalid votes (if any, regarding the voting conducted by ballots), and determining the results of the vote count.
 - Conducting the election vote count according to separate regulations and determining the election results.
 - Reporting the vote counting and election results to the meeting.
- 4. The committee is responsible for the honesty and accuracy of its work and the voting and election results.

<u>Article 9</u>: Adoption of Resolutions and Decisions of the General Meeting of Shareholders (GMS)

- 1. Voting Method:
- a. Shareholders and authorized representatives exercise their voting rights at the Extraordinary General Meeting of Shareholders 2024 of Southeast Asia Commercial Joint Stock Bank (SeABank) by using Voting Cards and Ballots.

Voting Cards and Ballots are pre-printed in the format provided by the Organizing Committee of the meeting, stamped by SeABank, and distributed to shareholders upon their arrival at the meeting. These include information on the shareholder code, the number of shares held, and the name of the attending shareholder/authorized representative.

Shareholders use Voting Cards to vote on matters that require a direct vote at the meeting by raising their Voting Cards.

In addition to issues requiring a direct vote by raising Voting Cards, shareholders will vote on the items of the Proposal and election results by selecting voting options (Agree, Disagree, Abtain from resolution) on the Ballot, signing to confirm, and placing it into the ballot box as instructed by the Voting Committee.

- b. The meeting will vote on each issue in the agenda. For each matter requiring a vote, the Chairperson will call for a vote three times in the following order:
 - First time: Vote for approval.
 - Second time: Vote for disapproval.
 - Third time: Vote for no opinion.

Each shareholder or authorized representative (one person) may vote only once (either Agree, Disagree, or Abtain from resolution) for each voting session regarding an issue at the GMS.

- 2. For direct voting by raising Voting Cards: Shareholders who do not raise their Voting Cards in all three sessions (Agree, Disagree, Abtain from resolution) for a particular issue are considered to have approved that issue.
- 3. For voting by selecting options on the Ballot: Shareholders mark their selection by ticking or marking "v" or "x" in the appropriate box on the Ballot.
- The Ballot is considered valid in the following cases:
 - + The Ballot is issued by the Organizing Committee and stamped by SeABank.
 - + The Ballot is not torn.
 - + The voting content is not altered, erased, or modified.
 - + The voting content is valid if the shareholder selects only one of the three options: Approve, Disapprove, or Abtain from resolution.
 - + The Ballot is signed by the shareholder or their authorized representative.
- The Ballot and the voting content are considered invalid in the following cases:
 - + The Ballot is not issued by the Organizing Committee or lacks the SeABank stamp.
 - + The Ballot is torn, altered, or contains modified information.
 - + The Ballot is unsigned by the shareholder or their authorized representative.
 - + The shareholder selects more than one option for the same voting content, or the Ballot is altered, making the selection unclear, resulting in the voting content being considered invalid.
 - + The shareholder does not select any of the three options for a particular voting content, making the vote invalid for that content.
 - + The Ballot is submitted after the voting has concluded and the ballot box has been sealed.
- 4. Resolutions and decisions of the GMS are passed when they meet the voting ratio requirements specified in SeABank's Charter at the relevant time.

Article 10: Speaking at the Meeting

- 1. Shareholders/authorized representatives attending the meeting who wish to speak must obtain approval from the Chairperson.
- 2. Shareholders/authorized representatives must keep their comments brief, focused on key points for discussion, and aligned with the agenda approved by the General Meeting. The speaking time for each shareholder is limited to 03 (three) minutes.
- 3. The Chairperson will arrange for shareholders to speak in the order of their registration and respond to their questions.

Article 11: Minutes and Resolutions of the Meeting

- 1. The content of the General Meeting of Shareholders will be fully recorded by the Secretariat in the meeting minutes, which will be approved before the meeting adjourns.
- 2. The meeting minutes serve as the basis for drafting the resolutions of the General Meeting of Shareholders.
- 3. The minutes of the GMS and the resolutions passed, along with related documents, will be stored at the Bank's headquarters.

Article 12: Effective Date

This working regulation is publicly announced before the General Meeting of Shareholders, takes effect immediately after being approved by the General Meeting of Shareholders, and is applicable to the Extraordinary General Meeting of Shareholders 2024 of Southeast Asia Commercial Joint Stock Bank.

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

SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

(SeABank) ____***____

SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Hanoi, October 23, 2024

No: 924C/2024/TT-HĐOT

Re: Election of Additional Supervisory Board Members of SeABank for the 2023-2028 Term

To: THE GENERAL MEETING OF SHAREHOLDERS OF SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Enterprises 2020 and its guiding documents:
- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to Circular No. 22/2018/TT-NHNN dated September 5, 2018, of the Governor of the State Bank of Vietnam, guiding procedures and documents for approving the list of prospective personnel of commercial banks, non-bank credit institutions, and branches of foreign banks, and related amendments and supplements ("Circular No. 22/2018/TT-*NHNN*");
- Based on the current situation,

The Board of Directors respectfully submits for shareholder approval the election of additional members to the Supervisory Board of SeABank for the remainder of the 2023-2028 term as follows:

1. Reason for Electing Additional Supervisory Board Members for the 2023-2028 Term

To enhance the capacity and operational efficiency of the Supervisory Board of Southeast Asia Commercial Joint Stock Bank ("SeABank") and to align with good international corporate governance standards,

In accordance with Article 51 of the Law on Credit Institutions 2024 (effective from July 1, 2024), which requires the minimum number of Supervisory Board members to increase from 3 to 5,

Based on the current situation, SeABank's Supervisory Board consists of 3 members, 2 of whom are full-time.

- 2. Number of Members of SeABank's Supervisory Board: A total of 05 members, including the election of **02 additional members** for the remainder of the 2023-2028 term.
- 3. Information on Candidates for the Additional Election to SeABank's Supervisory Board for the Remainder of the 2023-2028 Term

Based on the nomination dossiers submitted by shareholders, the documents provided by the nominated personnel, and the evaluation of their compliance with the standards and conditions for becoming a Supervisory Board member of SeABank, the Board of Directors respectfully submits for shareholder approval the following list of prospective candidates for the additional election to the Supervisory Board for the 2023-2028 term:

No	Full Name of Proposed Personnel	Current Position	Proposed Position to be elected at SeABank	Information on the Proposed Personnel
1.	Nguyen Ngoc Quynh	Chairman and General Director - SeABank Asset Management company limitted ("SeABank AMC") Member of the Members' Council - Post And Telecommunication Finance Company Limited. ("PTF")	Member of the Supervisory Board	- Date of Birth: October 5, 1973 - Education: Bachelor's Degree in Economics from the Banking Academy - Work Experience: Mr. Quynh has 29 years of experience in the banking industry, including 20 years at SeABank, where he has held various positions such as Head of the Treasury Department, Deputy Director of the Treasury & Financial Markets Division, Director of the Treasury & Financial Markets Division, and Deputy General Director. He also worked at Post and Telecommunication Finance Company Limited ("PTF") for five years as a Member of the Members' Council. As of February 2024, he serves as Chairman and CEO of SeABank AMC
2.	Luong Duy Dong	Head of the Supervisory Board - Post And Telecommunication Finance Company Limited. ("PTF")	Member of the Supervisory Board	Date of birth: 09/09/1986 Education: Bachelor of Auditing - National Economics University Work Experience: Mr.Dong has 16 years of professional experience, including 3 years as an auditor at Deloitte Vietnam LLC, 9 years of internal auditing experience in banking, and 4 years as the Head of the Supervisory Board at Post And Telecommunication Finance Company Limited (PTF).

4. Election Rules for the Additional Election of Supervisory Board Members for the Remainder of the 2023-2028 Term: According to the attached Election Rules.

5. Proposal Content:

- a) Approval of the number of Supervisory Board members of SeABank at five (05) for the remainder of the 2023-2028 term.
- b) Approval to elect two (02) additional Supervisory Board members for SeABank, to serve for the remainder of the 2023-2028 term.
- c) Approval of the Election Rules governing the additional election of Supervisory Board members, as detailed in the attached Election Rules for the remainder of the 2023-2028 term.

d) Proposal for shareholder authorization granting the Board of Directors full authority to independently review, approve, and execute (including signing) all necessary documents, reports, and to take all required actions, steps, and procedures related to implementing the above resolutions (Resolutions 1, 2, and 3), in accordance with applicable laws, internal policies of SeABank, and the strategic direction of the Bank during the relevant period.

We respectfully submit this proposal for the shareholders' consideration and approval in accordance with the regulations!

O/B/O. BOARD OF DIRECTORS CHAIRMAN

(signed and sealed)

Recipients:

- As addressed;
- Board of Directors, Supervisory Board (for reporting);
- Archive.

Le Van Tan



DRAFT

ELECTION RULES

SUPPLEMENTARY ELECTION OF MEMBERS TO THE SUPERVISORY BOARD SOUTHEAST ASIA COMMERCIAL JOINT STOCK BANK (SeABank) FOR THE REMAINDER OF 2023 – 2028 TERM

1. Objectives

- Ensure compliance with the laws of Vietnam.
- Ensure the principles of transparency, democracy, and the legitimate rights of all shareholders, with voting rights extended to all eligible shareholders.
- Ensure the focus, stability, and organization of the General Meeting of Shareholders.
- Ensure the principle of confidential voting in accordance with the law and select appropriate candidates who meet the qualifications and competencies to become members of the Supervisory Board of SeABank for the remaining term of 2023-2028.

2. Principles for Supplementary Election of Supervisory Board Members for the remainder of 2023-2028 Term:

- The election of Supervisory Board members for the remainder of 2023-2028 Term will be conducted by cumulative voting as stipulated in Clause 3, Article 148 of the 2020 Law on Enterprises.
- Each shareholder attending the meeting will receive a Voting Ballot with a voting power equivalent to the total number of shares owned or authorized multiplied by the number of Supervisory Board members to be elected as decided by the General Meeting of Shareholders. In this meeting, the Board of Directors proposes that the General Meeting elect 02 additional members to the Supervisory Board.
- The ballot will list the names of the candidates for the Supervisory Board. Shareholders may concentrate all their votes on one candidate or distribute their votes among multiple candidates as they see fit.
- After filling out the ballot, shareholders must place it in the ballot box. If a mistake is made or opinions change before submitting the ballot, shareholders can contact the Voting Committee to exchange the damaged ballot for a new one. Ballots should not contain any crossing out, erasing, or altering.
- A valid ballot is one that meets all the conditions mentioned above, bears the seal of SeABank, and where the total number of votes allocated to the candidates is equal to or less than the voting power.

- Invalid ballots include:

- + Ballots not issued by the Organizing Committee/Voting Committee or without the seal of SeABank.
- + Ballots with crossed-out or erased candidate names or other alterations.
- + Ballots where the number of selected candidates exceeds the number of Supervisory Board members to be elected.



- + Ballots that include names of individuals not on the list of candidates approved by the General Meeting of Shareholders.
- + Ballots where the total number of votes for the candidates exceeds the voting power.
- + Ballots that are damaged or not intact.
- + Ballots that do not vote for any candidate on the list of nominees for the Supervisory Board.

3. Principles for Electing the Members of the Supervisory Board for the Remaining Term of 2023-2028

The elected members of the Supervisory Board for the remaining term of 2023-2028 will be determined based on the total number of votes, starting from the candidate with the highest number of votes, and proceeding in descending order until the required number of members, as decided by the General Meeting of Shareholders, is reached.

4. Announcement of Election Results

Based on the Vote Counting Report, the results of the election of Supervisory Board members will be announced by the Voting Committee immediately at the meeting.

These results will be recorded in the Minutes and the Resolutions of the General Meeting.

5. Effective Date

These election rules are publicly announced prior to the General Meeting of Shareholders and take effect immediately after being approved by the General Meeting of Shareholders. They are applicable to the Extraordinary General Meeting of Shareholders 2024 of Southeast Asia Commercial Joint Stock Bank.

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

BALLOT

Election of Additional Supervisory Board Members for the Remainder of the 2023-2028 Term

ELECTION RULES:

Shareholders will conduct the election using the cumulative voting method. Accordingly:

- The value of the voting card equals the total number of shares owned with voting rights and/or authorized representation multiplied by the number of additional Supervisory Board members to be elected.
- Shareholders are allowed to allocate all their votes to one candidate for the Supervisory Board or distribute their votes among several candidates, or evenly split their votes across all candidates.
- In the case of even voting for all candidates, shareholders should mark (\square or \square) in the "Even Voting" box for the Supervisory Board candidates.
- If votes are not evenly distributed among the candidates, shareholders must enter the specific number of votes for each candidate in the "Number of Votes" box.
- This ballot is valid only if the total number of votes allocated to the candidates is less than or equal to the maximum total value of the votes available for the Supervisory Board members.

ELECTION CANDIDATE LIST:

CANDICATE (*)	NUMBER OF VOTES (Shareholders fill in the specific number of votes for each candidate)	EVEN VOTING (Shareholders (☐ or ☒) in the box to allocate votes evenly among all candidates)			
I. Board of Supervisory					
Value of Votes for the Supervisory Board Election: 1.000 (**) x 2 (***) = 2.000 votes					
1. Mr. Nguyen Ngoc Quynh					
2. Mr. Luong Duy Dong					
TOTAL MAXIMUM NUMBER OF VOTES FOR THE SUPERVISORY BOARD ELECTION	2.000				

^(*) Candidate Names are announced and approved at the General Meeting.

(This ballot is valid only for the Extraordinary General Meeting of Shareholders 2024, held on November 15, 2024)

^(**) Number of voting shares owned by shareholders as of the record date on October 14, 2024.

^(***) Number of Supervisory Board members to be elected, as decided by the General Meeting of Shareholders during the assembly.

DRAFT RESOLUTIONS OF

THE 2024 EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

- **1. RESOLUTION NO. 1:** Approval of the number of Supervisory Board members of SeABank for the remainder of the 2023-2028 term, set at 5 members.
- **2. RESOLUTION NO. 2:** Approval of the election of 2 additional members to the Supervisory Board for the remainder of the 2023-2028 term.
- **3. RESOLUTION NO. 3:** Approval of the results of the election of additional members to the Supervisory Board for the remainder of the 2023-2028 term.
- **4. RESOLUTION NO. 4:** The General Meeting of Shareholders authorizes the Board of Directors to independently review, decide/approve (including signing) all necessary documents, materials, reports, and to carry out activities, procedures, and matters required to implement the contents/issues outlined in Resolutions No. 1, 2, and 3 above, in compliance with the law, SeABank's regulations, and the bank's strategy and direction during each period..



CODE

RESOLUTION NO 6 (*)

THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2024

NUMBER OF SHARES WITH VOTING RIGHTS

VOTING CARD

Shareholder's/Representative's Name: Number of Shares Owned: Number of Shares Authorized/Represented: Total Number of Shares with Voting Rights: shares								
STT	Resolution	Voting Opinion (**)						
1.	RESOLUTION NO 1	☐ Agree	☐ Disagree	☐ Abstain from resolution				
2.	RESOLUTION NO 2	☐ Agree	□ Disagree	☐ Abstain from resolution				
3.	RESOLUTION NO 3	☐ Agree	□ Disagree	☐ Abstain from resolution				
4.	RESOLUTION NO 4	☐ Agree	□ Disagree	☐ Abstain from resolution				
5.	RESOLUTION NO 5 (*)	☐ Agree	☐ Disagree	☐ Abstain from resolution				

Hai Phong, November 15, 2024 SHAREHOLDER'S/REPRESENTATIVE

☐ Abstain from resolution

(Sign and clearly write full name)

☐ Disagree

(*) **Note:** RESOLUTION NO. 5 and RESOLUTION NO. 6 will be used in the event that shareholders or a group of shareholders propose additional voting content during the General Meeting.

☐ Agree

(**) Important Notes:

- The voting issues and vote counting for the matters presented to shareholders at the General Meeting are detailed in the working and voting regulations for the Extraordinary General Meeting of Shareholders 2024, as approved by the General Meeting.
- Shareholders are advised to carefully read the Working and Voting Regulations for the Extraordinary General Meeting of Shareholders 2024 to ensure proper voting rights during the meeting.
- Shareholders are required to choose a voting option (Agree, Disagree, or Abstain from resolution) for each item up for vote.
- After completing the voting ballot, shareholders must sign, clearly write their full name, and place the ballot in the voting box as instructed by the Vote Counting Committee.