

Hanoi, June 15, 2020

No.: 01/BB-DHDCD

TRANSLATION

MINUTE OF MEETING

ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2020

- A. Enterprise name: SAIGON – HANOI COMMERCIAL JOINT STOCK BANK.**
Business Registration Certificate No.: 1800278630, issued by Hanoi Business Registration Office, amended for the 26th time on May 16, 2018.
Head office address: No. 77, Tran Hung Dao street, Tran Hung Dao ward, Hoan Kiem district, Hanoi.
- B. Starting time of the Meeting:** 02:00 PM, June 15, 2020.
- C. Venue:** Conference room Melia Hotel, No. 44B Ly Thuong Kiet street, Hoan Kiem district, Hanoi.
- D. Participants:** shareholders of Saigon – Hanoi Commercial Joint Stock Bank (SHB), representing 1,334,054,273 shares, accounting for 76% of total shares entitled to attend the Annual General Meeting of Shareholders (AGM).
- E. Guests:** Guests from State Bank of Vietnam, Hanoi Branch; Vietnam Securities Depository Center; and Hanoi Stock Exchange.
- F. AGM Supporting Boards:**
- 1. Chairing Board to lead the Meeting:**
 - Mr. Do Quang Hien, Chairman of the Board of Directors (BOD);
 - Mr. Vo Duc Tien, Vice Chairman of the BOD;
 - Mr. Nguyen Van Le, Member of the BOD and Chief Executive Officer (CEO);
 - Mr. Trinh Thanh Hai, Independent Member of the BOD;
 - Mr. Pham Cong Doan, Member of the BOD.
 - 2. Vote counting board (appointed by the AGM with 100% agreed votes):**
 - Mr. Pham Hoa Binh, Head of Supervisory Board, shareholder - Head;
 - Ms. Le Thanh Cam, Member of Supervisory Board, shareholder - Member;

- Ms. Ngo Thi Van, Director of Accounting Department, shareholder - Member;

3. Secretary Board (appointed by the AGM with 100% agreed votes):

- Ms. Nguyen Thanh Thuy, Director of BOD's Office;
- Mr. Dang Ngoc Duc, Deputy Director of CEO's Office.

G. Contents of the Meeting

- The AGM is conducted in compliance with required procedures and order as regulated by the Law and SHB Charter.
- At the Meeting, 100% of shareholders present at the Meeting have voted and approved the AGM agenda as proposed by the Chairing Board. The agenda and Meeting documents have been disclosed before the Meeting date in compliance with relevant regulations and handed directly to shareholders at the Meeting.
- The Board of Directors, Board of Management, and Supervisory Board has presented to the AGM the following Reports:
 - + Report on 2019 performance and 2020 action plan of the Board of Directors;
 - + Report on 2019 business results and 2020 business plan of SHB;
 - + Report on SHB financial status assessment results in 2019, the performance in 2019 and action plan in 2020 of the Supervisory Board of SHB
- The BOD also presented Proposals for the General Meeting of Shareholders' consideration and approval.
- The AGM has considered, discussed, and voted on the Reports and Proposals of the BOD:
 - + Proposal 01/HDQT of the Board of Directors on 2019 profit allocation and provision for funds;
 - + Proposal No. 02/HDQT of the Board of Directors on the Charter capital increase plan (detailed Charter capital increase plan is attached to the Proposal);
 - + Proposal No. 03/HDQT of the Board of Directors on the amendment of SHB Charter and Regulation on the organization and operation of Supervisory Board;
 - + Proposal No. 04/HDQT of the Board of Directors on the dismissal of some members of the BOD and Supervisory Board, change of Supervisory Board composition and supplementation of BOD members;
 - + Proposal No.05/HDQT of the Board of Directors on SHB's capital withdrawal from SHB FC;
 - + Proposal No.06/HDQT of the Board of Directors on the transfer of SHB share to be listed on HCMC Stock Exchange.

+ Proposal No. 01/BKS of the Supervisory Board on the selection of independent auditor to conduct the audit on SHB financial statements in 2020.

H. Some opinions of shareholders and explanation of the Chairing Board.

I. Opinions of shareholders:

1. Shareholder number 1989:

- After studying the reports, the capital adequacy ratio in 2019 is 12% but in the plan for 2020, the capital adequacy ratio is over 8%. With SHB's plan to increase charter capital, the capital adequacy ratio should reach 9%, how much more SHB needs to increase its charter capital. The current share price of SHB has reached 16,300 dong / share so the ability to issue more shares to SHB will surely ensure success. Kindly request the BOD to study the plan of issuing shares at preferential prices to shareholders to ensure the capital raising plan.
- Kindly request the BOD to report on the construction progress of SHB Head office.
- Kindly request the BOD to report on whether SHB has implemented payment services via telecommunication networks, as this is an unavoidable trend of the market.

2. Shareholder number 12750:

- Please tell the ratio of short-term deposits used for medium and long-term loans.
- Please present the business results until the end of May 2020 of SHB.
- Please provide information to customers who have bought apartments in Cocobay project and solutions.

3. Shareholder number 3928:

- Highly Appreciate the business results of SHB in 2019. SHB has conducted the increase of charter capital, share price significantly increased.
- Please clarify: in 2019 VAMC bonds have been fully settled with an amount of VND 5,000 billion. However, in 2020 plan, the Bank plans to buy back VND 1,000 billion VAMC bonds. Is there any contradiction? After this moment, does SHB has to buy more VAMC bonds and how much more to buy?
- What is the minimum / maximum divestment ratio at SHB FC? What is the selling price to foreign strategic shareholders to divest? When will the divestment be completed at SHB FC? Are there any specific partners at this time?
- The 2020 business plan does not include profit allocation for 2020. Please supplement this content.

II. Explanation of the Chairing Board

1. Regarding the CAR:

- By the end of 2019, the CAR of SHB is 12.01%, this ratio is calculated according to the standards prescribed in Circular 36/2014 / TT-NHNN of the State Bank (Circular 36 stipulates that CAR should be at least 9% based on Basel 1 standards).
 - In 2020, SHB develops a Business Plan with a minimum CAR of > 8%. This ratio is calculated according to CAR standards as prescribed in Circular 41/2017 / TT-NHNN of the State Bank, effective from January 1, 2020 (based on Basel 2 standards).
 - In addition, by the end of May 2020, SHB has completed the procedures to increase its charter capital from dividend distribution and issuance of additional shares to existing shareholders according to 2020 AGM Resolution. Therefore, SHB's CAR as of May 31, 2020 is 10.36%, calculated according to Basel 2 standards.
2. Regarding the plan to increase charter capital.
- The BOD expects SHB to continue increasing its charter capital to improve its financial capacity. After SHB completes the charter capital increase from dividend distribution, the Board of Directors will base on the actual situation to submit to the General Meeting of Shareholders for approval the next capital raising plan in the coming time in accordance with the law and SBV.
3. Regarding technology.
- The goal and strategy of SHB is to become a modern, universal digital bank. The Bank has planned to modernize and will urgently deploy plans and programs for modernization according to the roadmap.
4. Regarding the construction progress of SHB Head Office
- SHB is currently urgently completing legal procedures for the plot of land at 31-33-35 Ly Thuong Kiet, Hanoi, including procedures for planning, negotiating on the height of works.
5. The ratio of short-term capital sources for medium and long-term loans is 32.47%, meeting the current regulations of the State Bank in Circular 36 / TT-NHNN, which is 40%.
- As of May 31, 2020, the total consolidated assets were VND 378,158 billion, an increase of VND 12,904 billion, of which market mobilization capital was over VND 300 trillion, credit granted was VND 291,357 billion, and NPL ratio was lower than 2%, profit before tax reached VND 1,301 billion.
 - Regarding lending to customers who have purchased houses at the Cocobay Project: SHB is the bank financing for Cocobay Project, when the investor implemented the Project, they had complete and adequate legal documents, the investor have properly invested in the Project.

SHB based on the feasibility and effectiveness of the Project, appraised the project and business plan to decide on credit extension. The transactions of the Investor with customers who bought houses at the Project were agreements between the two parties, SHB did not interfere with the agreement of the two parties. SHB only provided guarantee for house handover progress. Currently, the Investor has reported to SHB that it has basically achieved solutions, agreed with customers.

SHB always complies with the safe loan financing, and at the same time share and help solve difficulties for investors and customers who buy houses at Cocobay Project.

6. Regarding VAMC bonds

- At the beginning of 2019, VAMC bonds were over VND 7,000 billion, deducted under the HBB merger scheme, allocated over 8 years. However, according to SBV's regulations, to ensure dividend payment and increase charter capital for SHB, the Bank has made provision of over VND 4,000 billion to buy VAMC bonds, amounting to over VND 5,773 billion.
- In 2020, SHB will continue to buy ahead of schedule VND 1,000 billion of VAMC bonds. After buying, VAMC bonds are expected to be VND 3,688 billion. With a provision of VND 1,523 billion in 2020, by the end of 2020, VAMC bonds will be VND 1,865 billion.
- Due to the impact of the Covid19 pandemic, since the beginning of 2020, SHB has been very cautious in developing the Bank's Business Plan, reducing costs and developing a lower profit plan compared to the previous year; Dividend payment is also planned to decrease to strengthen the provisioning, quickly resolve the VAMC bonds buyback. Therefore, dividend in 2020 is not expected to be as high as the previous year, but ensure the Bank operates safely, and shareholders' benefits are guaranteed.

In case the profit is higher than the set plan, dividend will be distributed to shareholders according to the actual situation.

7. Regarding the divestment of SHB's capital at SHBFC.

- Tỷ lệ tối đa cho cổ đông nước ngoài phải đảm bảo tuân thủ quy định của SBV và MOF.
- The BOD is in the process of negotiating and selecting foreign shareholders; when negotiating selling prices to foreign shareholders, the Bank will always put the interests of shareholders first, strive for the highest selling price, and pay attention to partners; have a sound operation plan and strategy in line with the Bank's business strategy in the long term, ensuring that the two sides cooperate, support and cross-sell products to each other during the operation.

- SHBFC has good business results, so the Board of Directors believes that it will soon choose a good and successful partner in 2020.

III. Resolutions of the General Meeting of Shareholders

After considering the proposals and discussing relevant issues, the 2020 AGM of Saigon – Hanoi Commercial Joint Stock Bank has unanimously approved the following contents:

1. **Approve the Report on 2019 performance and 2020 action plan of the Board of Directors of Saigon – Hanoi Commercial Joint Stock Bank** with 1,271,083,839 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.000% of total shares with voting right at the AGM; 2,502,136 no comment votes, account for 0.20% of total shares with voting right at the AGM).

2. **Approve the Report on 2019 business results and 2020 business plan of SHB** with 1,271,083,839 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.000% of total shares with voting right at the AGM; 2,502,136 no comment votes, account for 0.20% of total shares with voting right at the AGM).

3. **Approve the Report on SHB financial status assessment results in 2019, the performance in 2019 and action plan in 2020 of the Supervisory Board of SHB** with 1,271,063,329 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.000% of total shares with voting right at the AGM; 2,522,646 no comment votes, account for 0.20% of total shares with voting right at the AGM).

4. **Approve the 2019 profit allocation and provision for funds** following Proposal No. 01/HDQT of the Board of Directors with 1,271,066,278 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,519,697 no comment votes, account for 0.20% of total shares with voting right at the AGM).

5. **Approve the Charter Capital increase in 2020 from dividend fund in the form of shares** following Proposal No. 02/HDQT of the Board of Directors with 1,271,081,170 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,504,805 no comment votes, account for 0.20% of total shares with voting right at the AGM).

6. **Approve the amendment of SHB Charter and Regulation on the organization and operation of Supervisory Board** following Proposal No. 03/HDQT of the Board of

Directors with 1,271,077,700 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,508,275 no comment votes, account for 0.20% of total shares with voting right at the AGM).

- 7. Approve the dismissal of some members of the BOD and Supervisory Board, change of Supervisory Board composition** following Proposal No. 04/HDQT of the Board of Directors with 1,326,120,903 agreed votes, account for 99.49% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 6,792,933 no comment votes, account for 0.51% of total shares with voting right at the AGM).

- 8. Approve SHB's capital withdrawal from SHB FC** following Proposal No. 05/HDQT of the Board of Directors with 1,271,066,120 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(14 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,519,841 no comment votes, account for 0.20% of total shares with voting right at the AGM).

- 9. Approve the transfer of SHB share to be listed on HCMC Stock Exchange** following Proposal No. 06/HDQT of the Board of Directors with 1,271,082,917 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,503,058 no comment votes, account for 0.20% of total shares with voting right at the AGM).

- 10. Approve the selection of independent auditor to conduct the audit on SHB financial statements in 2010** following Proposal No. 01/BKS of the Supervisory Board with 1,271,083,071 agreed votes, account for 99.80% of total shares with voting right at the time the AGM started voting for this content.

(0 disagreed votes, account for 0.00% of total shares with voting right at the AGM; 2,502,958 no comment votes, account for 0.20% of total shares with voting right at the AGM).

- 11. Approve the selection of Ms. Nguyen Thi Hoat as a member of the Board of Directors** with 1,322,842,729 agreed votes, account for 99.16% of total shares with voting right at the time the AGM started voting for this content.

(33,174 not voting votes, account for 0.00% of total shares with voting right at the AGM).

- 12. Assign the Board of Directors, Chairman of the Board of Directors and Chief Executive Officer to be in charge of implementing resolutions of SHB 2020 AGM as above mentioned. Resolutions of the previous General Meetings of Shareholders which are still pending shall be continuously implemented and reported in the next General Meeting of Shareholders.**

The 2020 Annual General Meeting of Shareholders of Saigon – Hanoi Commercial Joint Stock Bank is ended at 05:30PM June 15, 2020. Contents of the Meeting were recorded in the Meeting Minute and passed by shareholders. The Meeting Minute comprises of 8 (eight) pages, is made in 05 (five) copies.

- 01 copy sent to the State Bank of Vietnam to report;
- 01 copy sent to the State Securities Commission of Vietnam to report;
- 01 copy sent to Hanoi Stock Exchange for information disclosure;
- 02 copies archived in SHB 2020 Annual General Meeting of Shareholders documents.

Resolution of the 2020 Annual General Meeting of Shareholders are made in written form and posted on the website of Saigon – Hanoi Commercial Joint Stock Bank (www.shb.com.vn) and other public media in compliance with the laws and regulations on information disclosure.

CHAIRING BOARD

Nguyen Van Le

Vo Duc Tien

Do Quang Hien

Trinh Thanh Hai

Pham Cong Doan

BOARD OF SECRETARY

Nguyen Thanh Thuy

Dang Ngoc Duc