

No: 338/CV-SHB

*Re: Information disclosure on Resolution of the  
BOD on the implementation of the plan to issue  
shares to increase charter capital*

*Hanoi, date 22 September 2021*

**To: - State Securities Committee;  
- Hanoi Stock Exchange,**

1. Name of Issuer: Saigon - Hanoi Commercial Joint Stock Bank
2. Stock code: SHB
3. Head office: No. 77, Tran Hung Dao Street, Tran Hung Dao Ward, Hoan Kiem District, Hanoi City
4. Phone: 024.39423388 Fax:024.39410844
5. Person in charge of information disclosure: Mr. Do Quang Hien - Chairman of the Board of Directors
6. Contents of information disclosure:

SHB announces the resolution of the Board of Directors No. 33/NQ-HĐQT dated September 21, 2021 on approving the implementation of the plan to issue shares to increase charter capital.

This information was published on the website of Saigon-Hanoi Commercial Joint Stock Bank on September 22, 2021 at the link: <https://www.shb.com.vn/category/nha-dau-tu/cong-bo-thong-tin/>

We commit that the information published above is true and fully responsible before the law for the content of the published information.

Respectfully!

**Receipt:**

- As above;
- Archived

**ON BEHALF OF SAIGON – HANOI BANK  
CHAIRMAN OF THE BOARD OF DIRECTORS  
Do Quang hien  
(signed and sealed)**



**COMMERCIAL BANK  
SAI GON – HANOI**

**SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness**

*Hanoi, date 21 September 2021*

No.: 33/NQ-HĐQT

### **RESOLUTION OF THE BOARD OF DIRECTORS**

*(Rev: Approving the implementation of the plan to issue shares to increase charter capital and the plan to ensure the issuance of shares to meet the regulations on foreign ownership ratio)*

#### **BOARD OF DIRECTORS**

- Pursuant to the Enterprise Law No. 59/2020/QH14 dated June 17, 2020 and guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and guiding documents;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010; Law No. 17/2017/QH14 dated November 20, 2017 amending and supplementing a number of articles of the Law on Credit Institutions and guiding documents;
- Pursuant to the Charter of Saigon - Hanoi Commercial Joint Stock Bank (SHB) issued under Decision No. 109/HĐQT dated May 7, 2021 of the Board of Directors of SHB;
- Pursuant to Resolution No. 01/NQ-DHDCD dated April 22, 2021 of the General Assembly of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank;
- Pursuant to Resolution No. 21/NQ-HĐQT dated May 20, 2021 of the Board of Directors on adjusting the plan for profit distribution and setting up funds in 2020 and the plan to increase charter capital in 2021,

#### **DECIDES:**

**Article 1.** Approving the implementation of the plan to issue shares to increase charter capital of Saigon - Hanoi Commercial Joint Stock Bank as follows:

##### **1. Issue shares to pay dividends to existing shareholders**

- Stock name: Saigon – Hanoi Commercial Joint Stock Bank
- Stock Type: Common Stock
- Par value: VND 10,000/share
- Number of shares issued: 202,183,028 shares
- Total issuance value (at par value): VND 2,021,830,280,000
- Right exercise ratio: 100:10.5 (shareholders owning 100 shares will receive 10.5 new shares), corresponding to a dividend rate of 10.5% on par value

- Capital used to issue dividend-paying shares: From undistributed after-tax profit according to the audited consolidated financial statement in 2020 and to ensure compliance with legal regulations.
- Number of shares before issuance: 1,926,048,837 shares, of which:
  - + *Number of outstanding shares: 1,925,552,651 shares*
  - + *Number of treasury shares: 496,186 shares*
- Issuance objects: Existing shareholders named on the list at the closing date of the list of shareholders to exercise the right to receive dividends in shares.
- Issuance method: Stock dividends are issued to existing shareholders according to the method of exercising their rights.
- The right to receive dividends in shares is not transferable. Shares paying dividends are not subject to transfer restrictions. Shareholders in a state of transfer restriction are still entitled to receive shares from this issuance. Treasury shares are not entitled to exercise rights.
- Handling the odd number of shares (if any): Shares paying dividends to existing shareholders will be rounded down to units. The fraction of odd shares arising (if any) will be cancelled.
- Estimated implementation time: Within 90 days from the effective date of the Certificate of Registration of Offering and is expected to be in 2021. The appropriate time shall be decided by the Board of Directors.

## **2. Offering shares to existing shareholders**

- Stock name: Shares of Saigon - Hanoi Commercial Joint Stock Bank
- Stock Type: Common shares
- Par value: VND 10,000 /share
- Number of shares before offering: 1,926,048,837 shares, of which:
  - + *Number of outstanding shares: 1,925,552,651 shares*
  - + *Number of treasury shares: 496,186 shares*
- Number of shares offered for sale: 539,154,742 shares
- Total value of shares offered for sale at expected par value: VND 5,391,547,420,000
- Right exercise ratio: 100:28 (Shareholders who own 01 share at the closing date of the list have 01 right to buy, for every 100 buying rights, they can buy 28 new shares)
- Offer price: VND 12,500 /share
- Capital use plan:  
The proceeds from the offering of shares to existing shareholders is expected to be VND 6,739,434,275,000 and will be used for the following purposes:

No.	Plan to use capital	Year 2021	Expected disbursement time
1	<b>Invest in a modern information technology system and fixed assets for the development of the business network.</b>	<b>500,000,000,000,000</b>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Invest in technology modernization</i>	<i>450,000,000,000,000</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Invest in purchasing fixed assets, facilities, capital construction, labor tools to serve business activities and serve the expansion of domestic and foreign networks</i>	<i>50,000,000,000</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
2	<b>Loan expansion.</b>	<b>6,239,434,275,000</b>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<b><i>Business loans, in which:</i></b>	<b><i>5.022.744.591.375</i></b>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Loan to supplement working capital</i>	<i>3,279,852.218,168</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Loans to finance fixed assets</i>	<i>65,295,679,688</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Investment/project loan</i>	<i>321,455.653,848</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Loan to finance import and export</i>	<i>92,920.774,940</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Loans for production and business</i>	<i>1,263,220,264,731</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<b><i>Personal loan, in which:</i></b>	<b><i>1,216,689,683,625</i></b>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Car loan</i>	<i>6,083,448,418</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Home loans</i>	<i>221.437.522.420</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<i>- Loans to support production and business</i>	<i>989,168,712,787</i>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022
	<b>TOTAL</b>	<b>6,739,434,275,000</b>	Quarter 4 of 2021 and Quarter 1 and 2 of 2022

- Subjects of offer: Existing shareholders named in the list of shareholders at the last registration date shall exercise the right to buy shares offered for sale to existing shareholders prepared by the Vietnam Securities Depository.
- Success rate of offering: not specified, in case the offering of shares is not fully distributed or the issuance time is longer than expected, the Board of Directors will consider flexibly using other additional capital sources.
- Plan to handle odd shares arising and shares remaining due to shareholders' failure to exercise their rights (if any):  
The number of shares each existing shareholder has the right to buy will be rounded down to the number of units. For the number of odd shares (if any) and

the number of shares that are not fully sold because existing shareholders refuse to buy a part or the whole in the issuance, the Board of Directors shall determine the objects for offering and number of distributed shares with offering price not lower than the selling price to existing shareholders, transfer restriction for 1 year from the date of completion of the offering, and ensure compliance with legal requirements. The handling of shares that are not fully distributed must comply with the provisions of Clause 3, Article 42 of Decree No. 155/2020/ND-CP dated December 31, 2020 and ensure other conditions as prescribed in Article 195 of the Law on Enterprises and other relevant provisions of current law.

In case of expiration of the time limit for distribution of shares as prescribed by law (including extension of time (if any), if there are still undistributed shares, these undistributed shares will be cancelled and The Board of Directors shall make a decision to close the offering.

- Transfer of right to buy: The right to buy shares is allowed to be divided to transfer to many different investors at the agreed price between the two parties and can only be permitted for transfer 1 time. The transferee may not further transfer to a third party. In case the transfer of the right to buy of major shareholders leads to the ownership ratio of the transferee exceeding the limitations on public offering, the transfer of the right to buy and the buying of shares of this issuance shall not be subject to public offering. The transferees of the right to purchase must disclose information about stock transactions in accordance with relevant regulations.
  - Share offered are not subject to transfer restrictions. Shareholders in a state of transfer restriction are still entitled to buy shares from this offering. Treasury shares are not entitled to exercise rights.
  - Estimated time of offering: Within 90 days from the effective date of the Certificate of Registration of Offering and is expected to be in 2021. The appropriate time shall be decided by the Board of Directors.
- 3. Additional depository registration and additional listing** for all additional shares issued by SHB (including additional shares issued to pay dividends and additional shares to be offered to existing shareholders) to be conducted within 30 days (thirty days) from the closing date of offering.

**Article 2.** Approving the plan to ensure the issuance of shares meeting the regulations on foreign ownership ratio, specifically as follows:

The maximum foreign ownership ratio at SHB as prescribed by law is 30%.

Saigon - Hanoi Commercial Joint Stock Bank is committed to conducting a public offering of shares to existing shareholders to ensure compliance with regulations on foreign ownership in accordance with the law.

**Article 3.** Assign Vice Chairman of the Board of Directors and Deputy General Director Ngo Thu Ha to perform the following tasks:

- (1) Deploy the work to complete the share issuance dossier to increase charter capital.
- (2) Sign and certify the Adjustment of the Issuance Plan (if necessary) at the request of a competent State agency.
- (3) Edit and explain all documents at the request of competent State agencies and perform other related tasks in the process of appraising stock offering documents.
- (4) Authorize the Vice Chairman of the Board of Directors to sign the Resolutions/Decisions/Dispatchs of the Board of Directors on behalf of the Board of Directors to implement the above contents.

**Article 4.** Members of the Board of Directors, General Director/Executive person of SHB, Deputy General Directors, Office of the Board of Directors and Heads of related units are responsible for the implementation of this Resolution.

This Resolution takes effect from the date of signing.

**Recipients:**

- As Article 4 (to implement);
- Members of the Board of Directors, Supervisory Board (for information);
- Archived.

**PP. BOARD OF DIRECTORS  
CHAIRMAN**

**Do Quang Hien**  
*(Signed and sealed)*