

No.: 01/BB-DHDCD

**MINUTE OF MEETING**  
**GENERAL MEETING OF SHAREHOLDERS**  
**30<sup>TH</sup> ANNUAL MEETING AND TERM 2022 – 2027**

- A. Enterprise name: SAIGON – HANOI COMMERCIAL JOINT STOCK BANK.**  
Business Registration Certificate No.: 1800278630, issued by Hanoi Business Registration Office on August 04, 2021 (amended for the 29<sup>th</sup> time).  
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, April 20, 2022.
- C. Venue:** Grand Ballroom, Melia Hotel, No. 44B Ly Thuong Kiet street, Hoan Kiem district, Hanoi.
- D. Participants:** 641 shareholders of Saigon – Hanoi Commercial Joint Stock Bank (SHB), representing 2,003,427,529 shares, accounting for 75.12% of total shares entitled to attend the Annual General Meeting of Shareholders (AGM). Details can be referred to at the Minute of Shareholders' Eligibility Inspection of the 30<sup>th</sup> AGM.
- E. Guests:** Guests from State Bank of Vietnam, Hanoi Branch; State Securities Committee, Vietnam Securities Depository Center; and KPMG Ltd.
- F. AGM Chairing Board and Supporting Boards:**  
*1. Chairing Board to lead the Meeting:*
  - Mr. Do Quang Hien, Chairman of the Board of Directors (BOD);
  - Mr. Vo Duc Tien, Executive Vice-Chairman of the BOD;
  - Mr. Pham Cong Doan, Member of the BOD;
  - Mr. Trinh Thanh Hai, Independent Member of the BOD;
  - Mr. Thai Quoc Minh, Member of the BOD.*2. Vote counting board (appointed by the AGM with 100% agreed votes):*
  - Ms. Ngo Thi Van, Chief Accountant, shareholder

- Head;

- Ms. Cao Thi Van Anh, Director of HR Division - Member;
- Ms. Le Thi Nu, Director of Tax Accounting Division, shareholder - Member;

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

- Ms. Pham Bich Lien, Chief of BOD's Office;
- Mr. Dang Ngoc Duc, Deputy Chief of CEO's Office;
- Ms. Dinh Thi Kim Anh, Director of Legal Department.

**G. Contents of the Meeting**

- The Annual General Meeting of Shareholders for the 30<sup>th</sup> time and Term 2022 – 2027 (hereinafter referred to as 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, Regulation on organizing the AGM, Voting Regulation and Election Regulation as proposed by the Chairing Board. (The agenda, Regulation on organizing the AGM 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:
  - o Report on Term 2017-2022 performance and Term 2022-2027 operation orientation of the Board of Directors No. 01/BC.SHB-DHDCD;
  - o Report on 2021 business results and 2021 business plan of SHB No. 02/BC.SHB-DHDCD;
  - o Report on the performance in 2021 and Term 2017-2022 of the Supervisory Board of SHB No. 03/BC.SHB-DHDCD.
- The BOD and the Supervisory Board 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 and the Supervisory Board:
  - o Proposal 01/TTr-HDQT of the BOD on 2021 profit allocation and provision for funds;
  - o Proposal No. 02/TTr-HDQT of the BOD on the Charter capital increase plan in 2022;
  - o Proposal No. 03/TTr-HDQT of the BOD on the capital increase from share issuance following the optional program for SHB's employees;

- Proposal No. 04/TTr-HDQT of the BOD on the capital increase from the issuance of additional shares to Foreign investors and Foreign strategic investors;
- Proposal No. 05/TTr-HDQT of the BOD the write-off of handled debts of SHB;
- Proposal No. 06/TTr-HDQT of the BOD on the amendment of SHB Charter and some internal regulations of SHB;
- Proposal No. 07/TTr-HDQT of the BOD on approving the structure, number of members and election of members of the BOD and the Supervisory Board for the Term 2022-2027;
- Proposal No. 01/TTr-BKS of the Supervisory Board on the selection of independent auditor to conduct the audit on SHB financial statements in 2022.

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

### ***I. Opinions of shareholders:***

- Regarding the 2021 business results and 2022 business target:

Shareholders were very excited when receiving the AGM documents, and SHB's business results in 2021 in terms of Charter capital, Total assets, Profit after tax, dividend payment, issuance of shares to increase charter capital,... which all met and exceeded the plan in the context that the world in general and Vietnam in particular in 2021 were affected by the Covid-19 pandemic, and many macro factors;

Request the BOD to provide more background information in order for SHB to achieve its business goals in 2022; It is suggested that SHB should consider adjusting operating targets to ensure sustainable and safe growth; As of April 20, 2022, what are the estimated business results for the first quarter of 2022 and the ability to achieve targets of SHB for the whole year 2022.

- Regarding corporate bonds: It is currently a hot issue in the current context and recently SBV has made a strong move in tightening credit for real estate loans, will this policy affect SHB's business or not?
- Regarding dividend payment in 2021:

With the dividend payout ratio in 2021 expected to be 15% in shares: in the current situation, SHB has just experienced a strong capital increase in 2021, since the time of capital increase until now, there have been many domestic and foreign fluctuations, it is proposed that SHB should consider using this dividend payment to buy back treasury shares and consider paying stock dividends at a more appropriate time to ensure the interests of shareholders. In case of paying dividends in shares, it is recommended that SHB pay dividends in 2021 as soon as it is approved by the State management agencies to pay dividends so that the shares can be returned to shareholders' accounts as soon as possible;

- Regarding the offering of shares to foreign investors, foreign strategic investors and partner selection:

It is recommended that BOD and AGM consider the selling price for foreign strategic shareholders to be the average price of 30 days to avoid damage to shareholders; and suggested to the BOD to consider locking the room at 10% for foreign investors to ensure the maximum issuance rate of 20%. And is it expected that in 2022, the selection of foreign strategic investors will be completed for SHB Laos and SHB Cambodia?

- Regarding the construction of the headquarter: Currently, many banks have built very beautiful and spacious new headquarters, their shareholders are very excited. Therefore, it is proposed that SHB accelerate the construction of SHB's headquarter at Ly Thuong Kiet and take into account the technical factors of construction to ensure safety.

## ***II. Explanation of the Chairing Board***

Sincerely thank to shareholders for the companionship, interest and trust in SHB. Shareholders' interest and questions are very meaningful to SHB. SHB's operating principle is to always comply with the provisions of the Law and SBV. Always put the interests of shareholders first, taking customers as the center. All strategies, policies and operational regulations of SHB are public, transparent and consistent according to the above orientations.

- Regarding SHB's business results in 2021 and business goals: SHB has determined its strategic goal to 2025 is to become the favorite modern digital bank and the No.1 bank in terms of business efficiency among commercial banks in Vietnam. SHB builds a business plan on the basis of sufficient grounds, has the right methods and principles, organizes and implements it correctly, thereby setting a feasible business plan and objectives. At the same time, the development of business goals and strategies of SHB is also developed under the advice of the world's leading consulting unit BCG and prestigious foreign consulting partners.

All of SHB's current corporate bonds for real estate investment and lending are for the right purposes, with secured assets, absolute safety, high liquidity, and in full compliance with regulations of the law and SBV.

With the profit results of the first quarter of 2022 and specific solutions set out to implement the 2022 plan, SHB believes that it will achieve the set profit targets.

- Regarding dividend payment and implementation time: SHB shall pay dividends to shareholders as soon as it is approved by state management agencies. With impressive business results in the 2017-2022 term and clear operational goals and directions, shareholders have confidence in the organization and shareholders are the bosses of the Bank, so it is necessary to focus on solutions to improve SHB's financial capacity through continuing to increase capital to ensure a healthy financial position, complying with SBV's prudential ratios and international

practices, as a basis for safe, effective and sustainable development for SHB in the coming time.

- Regarding the offering of shares to foreign investors and foreign strategic investors and the selection of partners:

Currently, many foreign investors have proposed to join SHB, but the BOD of SHB is still choosing a reputable partner, with strong management capability and financial capacity to be able to accompany the Bank for a long time. The price is also being negotiated to ensure the efficiency for SHB and the highest interests of the Bank's shareholders.

- The 10% room lock for foreign investors: agree with shareholders; and in the report to AGM, shareholders assign and authorize the BOD to proactively decide to adjust the foreign ownership ratio, the maximum total shareholding level of foreign investors in SHB from time to time, and carry out relevant procedures in accordance with the Bank's business practices, ensure the interests of the Bank, shareholders and in accordance with the provisions of the law.
- Regarding the equitization of SHB Laos and SHB Cambodia: SHB is still promoting the implementation as planned, selecting reputable partners to accompany, in line with SHB's development goals and strategies and legal regulations of Vietnam as well as of the host countries.
- Regarding the construction of the head office: SHB is in the process of completing the prescribed procedures. The BOD of SHB is always determined to focus on speeding up the construction of the head office at a golden location, commensurate with SHB's position.

### **III. Resolutions of the General Meeting of Shareholders**

After considering the reports, proposals and discussing relevant issues, the 2022 AGM of Saigon – Hanoi Commercial Joint Stock Bank has unanimously approved the following contents:

- 1. Approve the report on operation results in Term 2017-2022 and operation orientation for Term 2022-2027 of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank No. 01/BC.SHB-DHDCD** with 1,996,456,402 votes in favor, equal to 99.92% of the total valid voting shares of the shareholders attending the General Meeting.

*(1,048,000 votes of disapproval, equivalent to 0.05% of the total number of voting shares of the shareholders attending the meeting; 628,134 votes of no opinion, equivalent to 0.03% of the total valid voting shares of the shareholders attending the General Meeting).*

- 2. Approve the report on business results in 2021 and business plan for 2022 of Saigon - Hanoi Commercial Joint Stock Bank No. 02/BC.SHB-DHDCD** with 1,996,940,471 votes in favor, equal to 99.94% of the total valid voting shares of the shareholders attending the General Meeting.

*(1,046,600 votes of disapproval, equivalent to 0.05% of the total number of voting shares of the shareholders attending the meeting; 145,465 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

3. **Approve the Report on performance of assigned tasks and powers in 20210 and Term 2017-2022 of the Supervisory Board of Saigon - Hanoi Commercial Joint Stock Bank** No. 03/BC.SHB-DHD CD with 1,996,414,675 votes in favor, equivalent to 99.91% of the total valid voting shares of the shareholders attending the General Meeting.

*(1,044,000 votes of disapproval, equivalent to 0.05% of the total number of voting shares of the shareholders attending the meeting; 673,861 votes of no opinion, equivalent to 0.04% of the total valid voting shares of the shareholders attending the General Meeting).*

4. **Approve the 2021 profit distribution plan and set aside funds** according to the content of Proposal No. 01/TTr-HĐQT of the Board of Directors with 1,995,692,683 votes in favor, equivalent to 99.88% of the total valid voting shares of the shareholders attending the General Meeting.

*(1,241,698 votes of disapproval, equivalent to 0.06% of the total number of voting shares of the shareholders attending the meeting; 1,198,155 votes of no opinion, equivalent to 0.06% of the total valid voting shares of the shareholders attending the General Meeting).*

5. **Approve the Plan for charter capital increase in 2022** according to the content of Proposal No. 02/TTr-HĐQT of the Board of Directors and the plan to increase capital attached with 1,997,869,609 votes in favor, equivalent to 99.99% of the total valid voting shares of the shareholders attending the General Meeting.

*(44,792 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 218,135 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

6. **Approve the Proposal to increase capital from share issuance following the optional program for SHB's employees** according to the content of Proposal No. 03/TTr-HĐQT of the Board of Directors with 1,996,030,831 votes in favor, equivalent to 99.98% of the total valid voting shares of the shareholders attending the General Meeting.

*(145,193 votes of disapproval, equivalent to 0.01% of the total number of voting shares of the shareholders attending the meeting; 1,956,512 votes of no opinion, equivalent to 0.10% of the total valid voting shares of the shareholders attending the General Meeting).*

7. **Approve the Proposal to increase capital from the issuance of additional shares to Foreign investors and Foreign strategic investors** according to the content of Proposal No. 04/TTr-HĐQT of the Board of Directors with 1,997,877,490 votes in favor, equivalent to 99.99% of the total valid voting shares of the shareholders attending the General Meeting.

*(21,837 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 233,209 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

8. **Approve the write-off of handled debts of SHB** according to the content of Proposal No. 05/TTr-HĐQT of the Board of Directors with 1,997,942,575 votes in favor, equivalent to 99.99% of the total valid voting shares of the shareholders attending the General Meeting.

*(23,797 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 166,164 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

9. **Approve the amendment of Charter and some internal regulations of SHB** according to the content of Proposal No. 06/TTr-HĐQT of the Board of Directors with 1,997,413,665 votes in favor, equivalent to 99.96% of the total valid voting shares of the shareholders attending the General Meeting.

*(386 votes for disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 718,485 votes of no opinion, equivalent to 0.04% of the total valid voting shares of the shareholders attending the General Meeting).*

10. **Approve the selection of an independent auditor of SHB's 2021 financial statements** according to the content of Proposal No. 01/TTr-BKS of the Supervisory Board with 1,997,423,109 votes in favor, equivalent to 99.96% of the total valid voting shares of the shareholders attending the General Meeting.

*(73,191 votes for disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 636,236 votes of no opinion, equivalent to 0.04% of the total valid voting shares of the shareholders attending the General Meeting).*

11. **Approve the structure, number of members and election of members of the BOD and the Supervisory Board for the Term 2022-2027** according to the content of Proposal No. 07/TTr-HĐQT of the Board of Directors with 1,997,974,097 votes in favor, equivalent to 99.99% of the total valid voting shares of the shareholders attending the General Meeting.

*(10,771 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 147,668 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

12. **Approve the election results and recognize the elected members of the BOD and the Supervisory Board for the Term 2022-2027** as follows:

**a. The Board of Directors**

- Mr. Do Quang Hien with 3,748,700,222 votes, accounting for 187.11% of total voting shares of the shareholders attending the General Meeting;

- Mr. Vo Duc Tien with 1,657,641,192 votes, accounting for 82.74% of total voting shares of the shareholders attending the General Meeting;
- Mr. Nguyen Van Le with 1,600,366,191 votes, accounting for 79.88% of total voting shares of the shareholders attending the General Meeting;
- Mr. Thai Quoc Minh with 1,606,031,321 votes, accounting for 80.16% of total voting shares of the shareholders attending the General Meeting;
- Mr. Do Quang Vinh with 1,809,072,842 votes, accounting for 90.30% of total voting shares of the shareholders attending the General Meeting;
- Mr. Do Van Sinh with 1,557,028,336 votes, accounting for 77.72% of total voting shares of the shareholders attending the General Meeting.

**b. The Supervisory Board**

- Mr. Pham Hoa Binh with 2,125,806,543 votes, accounting for 106.11% of total voting shares of the shareholders attending the General Meeting;
- Ms. Le Thanh Cam with 1,915,802,995 votes, accounting for 95.63% of total voting shares of the shareholders attending the General Meeting;
- Mr. Vu Xuan Thuy Son with 1,915,984,874 votes, accounting for 95.64% of total voting shares of the shareholders attending the General Meeting

- 13. Assign the Board of Directors, Chairman of the Board of Directors and CEO/Executive Person of SHB to be responsible for implementing the resolutions of the General Meeting of Shareholders of SHB in 2022 mentioned above.** Assign and authorize the Board of Directors, the Chairman of the Board of Directors to proactively decide on arising contents to implement the resolutions of the General Meeting of Shareholders, ensuring the interests of the Bank and shareholders, including the adjustment of foreign ownership ratio at SHB and carry out procedures with relevant Management Authorities. The resolutions of the General Meeting of Shareholders at the previous meetings which have not been completed, will continue to be implemented and the results are to be reported at the nearest General Meeting of Shareholders.

The Annual General Meeting of Shareholders of Saigon – Hanoi Commercial Joint Stock Bank for the 30<sup>th</sup> time and Term 2022-2027 is ended at 05:45 PM April 20, 2022. Contents of the Meeting were recorded in the Meeting Minute and passed by shareholders. The Meeting Minute comprises of 9 (nine) 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 HCMC Stock Exchange for information disclosure;
- 02 copies archived in SHB 2020 Annual General Meeting of Shareholders documents.



Resolution of the Annual General Meeting of Shareholders for the 30<sup>th</sup> time and Term 2022-2027 are made in written form and posted on the website of Saigon – Hanoi Commercial Joint Stock Bank ([www.shb.com.vn](http://www.shb.com.vn)) and other public media in compliance with the laws and regulations on information disclosure.

#### **CHAIRING BOARD**

*Pham Cong Doan*

*Vo Duc Tien*

*Do Quang Hien*

*Thai Quoc Minh*

*Trinh Thanh Hai*

#### **BOARD OF SECRETARY**

*Pham Bich Lien*

*Dinh Thi Kim Anh*

*Dang Ngoc Duc*