

Hanoi, January , 2023

No.: /HDQT

ANNOUNCEMENT

(Re: Nomination, candidacy for additional members of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank (term 2022-2027))

To: Shareholders of Saigon - Hanoi Commercial Joint Stock Bank

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam and guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam and guiding documents;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010, the Law amending and supplementing a number of articles of the Law on Credit Institutions No. 17/2017/QH14 dated November 20, 2017 of the National Assembly of the Socialist Republic of Vietnam and guiding documents (hereinafter referred to as the Law on Credit Institutions);
- Pursuant to the Charter of Saigon - Hanoi Commercial Joint Stock Bank issued together with Decision No. 82/2022/QĐ-HĐQT dated May 4, 2022 of the Board of Directors,

The 2022 Annual General Meeting of Shareholders of Saigon - Hanoi Commercial Joint Stock Bank has selected members of the Board of Directors (BOD) for the term 2022-2027, including 06 members, including 01 independent member of the Board of Directors.

Pursuant to the provisions of the Law, the current Charter of SHB and personnel needs to improve the effectiveness of governance and supervision activities of the Board of Directors for the term 2022 - 2027 and in line with the actual situation of the Bank, the BOD of SHB would like to inform our shareholders about the candidacy and nomination of personnel expected to be appointed as additional members of the BOD for the term 2022-2027 as follows:

1. The number of BOD members for the term 2022-2027 expected to be supplemented: maximum 02 members, of which 01 independent BOD member is expected;
2. The term of members of the BOD supplemented or replaced is the remaining term of the term of the Board of Directors from 2022 to 2027.

In order to prepare qualified personnel to submit to the State Bank of Vietnam for approval before the 2023 Annual General Meeting of Shareholders to select additional members of the BOD, the BOD of SHB kindly requests shareholders to nominate

personnel who meet the criteria and conditions as prescribed by law and the Charter of SHB according to the documents attached to this announcement.

Your nomination documents should be addressed to Saigon - Hanoi Commercial Joint Stock Bank before February 25, 2023. Nominations received by Saigon - Hanoi Commercial Joint Stock Bank after February 25, 2023 are invalid.

Receiving Address:

***Office of the Board of Directors, Saigon - Hanoi Commercial Joint Stock Bank,
No. 77 Tran Hung Dao Street, Tran Hung Dao Ward, Hoan Kiem District,
Hanoi (Tel: 024.3942.3388 (Ext 861006, 861011).***

Saigon - Hanoi Commercial Joint Stock Bank shall consolidate a list of eligible individuals to be nominated and submit to the State Bank of Vietnam for approval before including in the official selection list at the 2023 Annual General Meeting of Shareholders. The specific time and location of the General Meeting of Shareholders shall be announced by the Board of Directors to each shareholder and on the mass media.

Criteria, conditions for candidacy, nomination of the BOD members, are attached to this announcement. Related application forms are posted on website www.shb.com.vn.

Respectfully announce./.

Recipients:

- As above;
- Members of the BOD, Supervisory Board (for acknowledgement);
- Archived.

PP. THE BOARD OF DIRECTORS

CHAIRMAN

Do Quang Hien

(Signed and sealed)

CRITERIA, CONDITIONS FOR NOMINATION AND CANDIDACY FOR MEMBERS OF THE BOARD OF DIRECTORS OF SHB TERM 2022-2027

(Attached to Announcement No. /HDQT dated January , 2023 of SHB's BOD)

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 of the National Assembly of the Socialist Republic of Vietnam and guiding documents;
- Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019 of the National Assembly of the Socialist Republic of Vietnam and guiding documents;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 dated June 16, 2010, Law amending and supplementing a number of articles of the Law on Credit Institutions No. 17/2017/QH14 dated November 20 , 2017 of the National Assembly of the Socialist Republic of Vietnam and guiding documents ;
- Pursuant to the Charter of Saigon - Hanoi Commercial Joint Stock Bank issued together with Decision No. 82/2022/QD - BOD dated May 4, 2022 of the Board of Directors,

The principles of nomination and candidacy for personnel to be added to the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank for the term 2022-2027 at the 31st Annual General Meeting of Shareholders are as follows:

I. General criteria for nominees and candidates for the Board of Directors:

Members of the Board of Directors must fully meet the following criteria and conditions:

1. Having full civil act capacity and not falling into the following categories ¹:

- a) Minors, persons with restricted or lost civil act capacity;
- b) Persons being examined for penal liability or serving criminal judgments or decisions of the Court;
- c) Persons who have been convicted of serious crimes or more;
- d) Persons who have been convicted of crimes of infringing upon property but have not yet had their criminal records cleared;
- e) Cadres, civil servants and managers at the departmental level or higher in enterprises in which the State holds 50% or more of the charter capital, except for those appointed as representatives to manage the State's contributed capital at SHB;
- f) Officers, non-commissioned officers, professional soldiers, defense workers in agencies and units of the Vietnam People's Army; professional officers and

¹Article 33 of the Law on Credit Institutions 2010 as amended and supplemented in 2017 and Clause 1, Article 42 of SHB's Charter.

non-commissioned officers in agencies and units of the Vietnam People's Public Security, except those appointed as representatives to manage the State's contributed capital at SHB;

- g) Persons who are not allowed to participate in management and administration in accordance with the law on cadres and civil servants and the law on anti-corruption;
- h) Persons who used to be owners of private enterprises, general partners of partnerships; General Director (Director), member of the Board of Directors, member of the Members' Council, member of the Supervisory Board of the enterprise; The chairman and members of the Board of Management of the cooperative at the time the enterprise or cooperative is declared bankrupt, except for the case where the enterprise or cooperative is declared bankrupt due to force majeure;
- i) The legal representative of the enterprise at the time the enterprise is suspended from operation or forced to dissolve due to serious law violations, except for the case of being the representative at the request of a competent state agency to carry out the rectification and consolidation of that enterprise;
- j) Persons who have been suspended from the position of Chairman of the Board of Directors, member of the Board of Directors, Chairman of the Members' Council, member of the Members' Council, Head of the Supervisory Board, member of the Supervisory Board, General Director (Director) of a credit institution as prescribed in Article 37 of the Law on Credit Institutions 2010 or is determined by a competent authority that such person has committed a violation resulting in the credit institution having its License revoked;
- k) The related person of a member of the Board of Directors, the General Director must not be a member of the Supervisory Board of SHB;
- l) Persons who are responsible according to the inspection conclusions that lead to the credit institutions, foreign bank branches being sanctioned for administrative violations in the monetary and banking sector in the highest fine bracket for acts of violation. Violations against regulations on license, administration, operation, shares, stocks, capital contribution, share purchase, credit extension, purchase of corporate bonds, prudential ratio in accordance with the law on handling administrative violations in the field of money and banking.
- m) Other cases as prescribed by law and SHB's Charter (if any).

2. Members of the Board of Directors of SHB must not concurrently hold several positions in the following cases ²:

Members of the Board of Directors of SHB:

²Article 34 of Law on Credit Institutions 2010 as amended and supplemented in 2017 and Clause 5, Article 42 of SHB's Charter

- a) A member of the Board of Directors of SHB cannot concurrently be a member of the Supervisory Board of SHB;
- b) A member of the Board of Directors of SHB must not concurrently be a manager of another credit institution, unless this institution is a subsidiary of SHB or a member of the Supervisory Board of SHB;
- c) The Chairman of the Board of Directors of SHB must not concurrently be the executive person of SHB and of other credit institutions; must not concurrently be the Chairman of the Board of Directors, member of the Board of Directors, Chairman of the Members' Council, member of the Members' Council, Chairman of the company, General Director (Director), Deputy General Director (Deputy Director) or equivalent titles of other enterprises.

3. *Other criteria and conditions for members of the Board of Directors*³:

- a) Having full capacity for civil acts, not being prohibited from managing an enterprise under the provisions of the Law on Enterprises;
- b) Have professional ethics;
- c) Have a university degree or higher;
- d) Having at least 3 years as a manager or executive person of a credit institution or at least 5 years as a manager or executive person of an enterprise operating in the finance, banking, accounting or auditing industries or of another enterprise whose equity is at least equal to the legal capital for the respective type of credit institution or having at least 5 years working directly in the financial, banking, accounting, and auditing professional departments.

4. *Additional criteria and conditions for independent members of the Board of Directors*⁴:

- a) Not being a person who is currently working for SHB or a subsidiary of SHB or has worked for SHB or a subsidiary of SHB in the previous 03 consecutive years;
- b) Not being the recipient of regular salary and remuneration of SHB in addition to the allowances that the members of the Board of Directors are entitled to in accordance with regulations;
- c) Not a person whose spouse, father, adoptive father, mother, adoptive mother, child, adopted child, brother, sister, brother and spouses of those are major shareholders of SHB, managers or members of the Supervisory Board of SHB or a subsidiary of SHB;

³Article 50 of the Law on Credit Institutions 2010 as amended and supplemented in 2017 and Article 46 of the Charter of SHB

⁴Article 50 of the Law on Credit Institutions 2010 as amended and supplemented in 2017 and Article 46 of the Charter of SHB

- d) Not directly or indirectly owning or representing 1% or more of the charter capital or voting share capital of SHB; not together with a related person jointly own 5% or more of the charter capital or voting share capital of SHB;
- e) Not being a manager or a member of the Supervisory Board of SHB at any time in the previous 05 consecutive years.

II. Right to nominate

Shareholders or groups of shareholders (according to the list of SHB shareholders as of December 30, 2022) owning 10% or more of the total number of common shares of SHB have the right to nominate a candidate to be added to the Board of Directors of SHB ⁵for the term 2022-2027 in accordance with the provisions of SHB's Charter and the law.

In case a shareholder or a group of shareholders does not nominate a sufficient number of candidates or the candidates do not meet the requirements and criteria prescribed by law and internal regulations of SHB, the Board of Directors shall make additional nominations.

III. Structure and number of BOD members after additional selection

The selection of additional BOD members must ensure that the Board of Directors of SHB for the term 2022-2027 complies with the structure and number of BOD members as prescribed by law:

1. The Board of Directors of SHB for the term 2022-2027 should have at least 05 members and no more than 11 members, including at least 01 independent BOD member. The Board of Directors must have at least ½ (one-half) of the total number of members of the Board of Directors who are independent and non-executive members of the Bank.
2. Individuals and related persons of such individual or persons who are representatives of contributed capital of an institutional shareholder and related persons of these persons may participate in the Board of Directors, but must not exceed 1/3 (one-third) of the total number of members of the Board of Directors, except for the representative of the State's capital contribution;

IV. Nomination documents

Shareholders and groups of shareholders wishing to nominate candidates to the Board of Directors must send to SHB the following documents:

1. Notice of candidacy and nomination of candidates to be appointed as additional members of the Board of Directors for the term 2022-2027 (03 copies); in which the candidate commits to ensure the standards and conditions as prescribed by law and the Charter of SHB; Details are according to the form of Notice of candidacy, nomination of candidates to be appointed as additional members of the Board of Directors for the term 2022-2027 (Details are

⁵Article 115 of the Enterprise Law 2020 and Article 44 of SHB's Charter

according to the form prescribed by SHB and posted on website www.shb.com.vn);

2. Curriculum vitae of the candidate (03 copies): according to the form in Appendix 01 issued together with Circular No. 22/2018/TT-NHNN dated September 5, 2018 of the Governor of the State Bank guiding the procedures, dossiers for approval of expected list of personnel of commercial banks, non-banking credit institutions and foreign bank branches, as amended and supplemented by Circular No. 13/2019/TT-NHNN dated August 21, 2019 (hereinafter referred to as "*Circular No. 22 as amended and supplemented*"). Details are according to the attached Curriculum Vitae form;
3. Criminal record card of the candidate (03 copies) : comply with the provisions of Clause 4, Article 6 of the amended and supplemented Circular No. 22.
4. The declaration of related persons: according to the form in Appendix 02 issued together with the amended and supplemented Circular No. 22.
5. Copies of diplomas and certificates (authenticated, notarized) evidencing the professional qualifications of the candidate, in which the diplomas of Vietnamese nationals issued by foreign educational institutions must be recognized by the Ministry of Education and Training in accordance with relevant laws and must comply with the provisions of Clause 6, Article 6 of the amended and supplemented Circular No. 22 (03 copies/Diploma).
6. Documents evidencing eligibility to be a member of the Board of Directors include:
 - a) For the condition of "having at least 3 years as a manager or executive person of a credit institution or at least 5 years as a manager or executive person of an enterprise operating in the banking and finance, accounting and auditing industry":
 - (i) Copy of Certificate of Business Registration (for enterprises that are not credit institutions);
 - (ii) Contents of the charter of the credit institution or enterprise specifying the manager and executive person;
 - (iii) A document of the authorized representative of the organization where the person has been or is working certifying the position and time of holding the position of the person or a copy of the document proving the position and time of holding the position.
 - b) For the condition of "having at least 5 years as a manager or executive person of an enterprise whose equity capital is at least equal to the legal capital for the respective type of credit institution":
 - (i) Contents of the enterprise's charter stipulating on the manager and executive person;

- (ii) Copies of financial statements audited by an independent auditing organization of the enterprise where the expected person has been or is currently working;
 - (iii) A document of the authorized representative of the enterprise where the employee has been or is working confirming the employee's position and time in office or a copy of the document proving the position and duration of the position in the employee's business.
- c) For the condition of "having at least 05 years working directly in the professional department of finance, banking, accounting and auditing": A document of the authorized representative of the organization where the person has been or currently working, certifying the person working directly in the financial, banking, accounting, auditing departments and the time the person worked in these departments or copies of documents proving the work and time of the person in these department.
7. Certified copy of citizen identity card/ identity card or passport.

IV. Principles for preparing candidature and nomination dossiers:

1. The dossier must be made in Vietnamese. In case the document is issued, notarized or certified by a competent foreign agency or organization, it must be consularly legalized in accordance with Vietnamese law (except for cases exempted from consular legalization under the provisions of law on consular legalization) and translated into Vietnamese;
2. Translations from a foreign language into Vietnamese must be notarized or authenticated by the translator's signature as prescribed by law;
3. The copies of dossiers and documents of the nominated candidates must be copies from the original or authenticated copies from the original according to the provisions of law;
4. Documents prepared by the nominated or self-appointed candidates must be authenticated with their signatures in accordance with the provisions of law;
5. Nominated candidates, self-appointed candidates must take responsibility before the law for the completeness, accuracy and truthfulness of their dossiers.

Note: Forms are posted in the "*Information Disclosure*" sub-section of the "*Investors*" section on SHB's Website (www.shb.com.vn).