



**SAI GON – HANOI
COMMERCIAL JS BANK**

No.: 04/TTr-HDQT

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

Hanoi, April , 2023

PROPOSAL

**Re: Change in the plan to increase charter capital according to the Resolution of the
30th Annual General Meeting of Shareholders and the term 2022 - 2027**

To: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020; Law on amending and supplementing the Law on Enterprises 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 on amending and supplementing a number of articles of the Law on Credit Institutions No. 2017 of the 14th National Assembly and guiding documents;
- Pursuant to Decree 155/2020/ND-CP December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;
- Pursuant to relevant legal regulations;
- Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;
- Based on the actual operational needs of Saigon - Hanoi Commercial Joint Stock Bank,

In recent years, Saigon - Hanoi Commercial Joint Stock Bank (SHB) have always achieved stable growth, safe and sustainable operation thanks to the dedicated guidance of the State Bank and other management authorities, the support and companionship of shareholders, investors, customers, and the solidarity - determination and ceaseless efforts of the entire management board and staff of SHB.

At the 30th Annual General Meeting of Shareholders and the term 2022 - 2027 (AGM 2022), the General Meeting of Shareholders has approved 2 options to increase charter capital, including: offering shares to existing shareholders by the method of exercising rights according to Proposal No. 02/TTr-HDQT dated March 30, 2022; Plan to increase capital from the issuance of shares under SHB's Employee Stock Option Plan

(“ESOP”) according to Proposal No. 03/TTr-HDQT dated March 30, 2022 (*Proposals are published on SHB website: <http://www.shb.com.vn>*).

However, at the end of 2022, due to the domestic and international macroeconomic developments as well as the unfavorable fluctuations of the Vietnamese stock market, in order to maximize the benefits for existing shareholders and bring the highest investment efficiency, SHB has temporarily suspended the implementation of the charter capital increase according to the above two options up to now.

In the year 2023, despite several forecasted difficulties and challenges, Vietnam's economy is expected to continue to recover and grow. On that basis, SHB has developed a plan to increase charter capital in 2023 in line with the Bank's business plan. In order to facilitate the process of applying for an issuance permission from the State Bank and the State Securities Commission, and to ensure maximum benefits for existing shareholders, the Board of Directors of SHB would like to submit to the General Meeting of Shareholders for consideration and approval upon the following contents:

1. Approval upon: cancelling the implementation of the plan to increase charter capital by offering to existing shareholders by method of exercising rights according to Proposal No. 02/TTr-HDQT dated March 30, 2022 at the 2022 Annual General Meeting of Shareholders.
2. According to the plan to increase charter capital in 2023, BOD would like to submit to the General Meeting of Shareholders for approval upon: cancelling the implementation of the plan to increase charter capital from the issuance of shares under SHB’s ESOP according to Proposal 03/TTr-HDQT dated March 30, 2022 at the 2022 Annual General Meeting of Shareholders to implement in accordance with the 2023 plan.

The Board of Directors respectfully submits to the General Meeting of Shareholders!

**PP. BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD**