

No.: 01/BB-DHDCD

**MINUTE OF MEETING**  
**GENERAL MEETING OF SHAREHOLDERS**  
**31<sup>ST</sup> ANNUAL MEETING**

- A. Enterprise name: SAIGON – HANOI COMMERCIAL JOINT STOCK BANK.**  
Business Registration Certificate No.: 1800278630, issued by Hanoi Business Registration Office on January 17, 2023 (amended for the 32<sup>nd</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 11, 2023.
- C. Venue:** Grand Ballroom, Melia Hotel, No. 44B Ly Thuong Kiet street, Hoan Kiem district, Hanoi.
- D. Participants:** 977 shareholders of Saigon – Hanoi Commercial Joint Stock Bank (SHB), representing 2,039,132,534 shares, accounting for 66.49% 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 31<sup>st</sup> AGM in 2023.
- E. Guests:** Guests from State Bank of Vietnam; State Bank of Vietnam Hanoi Branch; State Securities Commission; 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. Thai Quoc Minh, Member of the BOD;
  - Mr. Do Quang Vinh, Member of the BOD;
  - Mr. Do Van Sinh, Independent Member of the BOD;
  - Ms. Ngo Thu Ha, CEO.

**2. Election and Vote Counting Board (appointed by the AGM with 100% agreed votes):**

- Ms. Ngo Thi Van, Chief Accountant, shareholder - Head;
- Mr. Nguyen Dinh Duong, Director of Internal Audit Division - Member;
- Ms. Le Thi Nu, Director of Tax Accounting Department, shareholder - Member;

**3. Secretary Board (appointed by the Chairing Board):**

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

**G. Contents of the Meeting**

- The Annual General Meeting of Shareholders for the 31<sup>st</sup> time is conducted in compliance with required procedures and order as regulated by the Law and SHB's 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, Voting Regulation, Election Regulation and Meeting documents have been appropriately disclosed and handed directly to shareholders at the Meeting.
- The Board of Directors, Board of Management, and Supervisory Board have presented to the AGM the following Reports:
  - o Report on 2022 performance and 2023 operation orientation of the Board of Directors No. 01/BC-HDQT.SHB-DHDCD dated March 20, 2023;
  - o Report on 2022 business results and 2023 business plan of SHB No. 02/BC-BDH.SHB-DHDCD dated March 22, 2023;
  - o Report on the performance in 2022 and operation plan in 2023 of the Supervisory Board of SHB No. 03/BC-BKS.SHB-DHDCD, March 22, 2023.
- The BOD and the Supervisory Board also presented Proposals for the General Meeting of Shareholders' consideration and approval.
  - ✓ Proposal 01/TTr-HDQT dated March 22, 2023 of the BOD on 2022 profit allocation and provision for funds;
  - ✓ Proposal No. 02/TTr-HDQT dated March 22, 2023 of the BOD the Plan for charter capital increase by issuing shares to pay 2022 dividend to existing shareholders;

- ✓ Proposal No. 03/TTr-HDQT dated March 22, 2023 of the BOD on the capital increase from share issuance following SHB's Employees' Stock Option Plan;
- ✓ Proposal No. 04/TTr-HDQT dated March 22, 2023 of the BOD on the change in plan to increase capital according to the Resolution of the 30<sup>th</sup> AGM and the Term 2022 – 2027;
- ✓ Proposal No. 05/TTr-HDQT dated April 11, 2023 of the BOD on the supplementation and replacement of BOD's members for the Term 2022 – 2027;
- ✓ Proposal No. 01/TTr-BKS dated March 20, 2023 of the Supervisory Board on the selection of independent auditor to conduct the audit on SHB financial statements in 2022.

The AGM has considered, discussed, and voted on the Reports and Proposals of the BOD and the Supervisory Board.

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

### **1. Opinions of shareholders:**

At the AGM, some shareholders raised their opinions and shared with SHB, all of them highly appreciated the management, governance and control of SHB, highly appreciated the sustainable development as well as business results in 2022, and expressed confidence in the Bank's business activities in 2023. There were 9 shareholders directly expressing opinions at the General Meeting, the main contents are as follows:

#### **1.1. Regarding 2022 business results:**

- Request the Chairing Board to provide further explanation on the data of investment securities with the value as of December 31, 2022 and assessment of short-term and long-term risks;
- Request the Board of Directors to provide more information on the investment of more than VND 4 trillion in land use rights according to the financial statements and evaluate the efficiency between investment and renting the operating office.
- Request the Chairing Board to assess the risks that may arise from loans to the fields of real estate, construction, and corporate bonds.
- Request to provide information on business results by the end of the first quarter of 2023.

#### **1.2. Regarding dividend payout:**

- Regarding the dividend rate: with the fact that the price is increasing rapidly and to be reasonable, shareholders agree to pay a dividend of 18%, but the Bank should consider a plan to combine dividend payment with the ratio from 5% - 6% in cash and the rest in shares.

- According to the business plan in 2023, SHB plans to pay a dividend lower than the dividend in 2022 while other business targets have increased. The Board of Directors is proposed to consider increasing the planned dividend payment to a minimum level equal to 2022.

### **1.3. Regarding 2023 business plan:**

- SHB is requested to inform the credit growth target to be assigned by the State Bank and the basis for developing a plan for NPL ratio in 2023.

### **1.4. Regarding foreign investors:**

- Request the Chairing Board to inform the orientation and progress of finding foreign partners to offer shares to foreign investors and strategic investors in order to increase charter capital.

### **1.5. Regarding SHB share:**

- In the past 5 years, SHB is a bank that has gradually developed, reflected in good revenue and profit, especially in the last 3 years. SHB cares about shareholders through the dividend rate of more than 10%/year for the past years. Shareholders are professional investors, so they do not care about the price of SHB's Shares.
- However, the market capitalization of SHB is low compared to other comparable credit institutions in the market, so SHB needs to consider this factor in SHB's development strategy, prioritizing the interests of shareholders and employees;

### **1.6. Other contents:**

- Up to now SHB has had 30 years of establishment and development, shareholders recommend the Board of Directors to consider whether to change the logo and brand identity of SHB.

## **2. Explanation of the Chairing Board:**

SHB highly appreciates the companionship, concern and trust of shareholders for the Bank. Shareholders' interest and questions are very meaningful to SHB. SHB's operating principle is to always comply with the provisions of the law and the State Bank, always put the interests of shareholders and customers as top priority. Strategies, policies and operational mechanism of SHB are always open, public and transparent in accordance with the above orientations.

The Chairing Board acknowledged comments from shareholders and gave satisfactory answers, some of the main contents include:

### **2.1. Regarding 2022 business results:**

- According to the audited financial statements, the investment securities available for sale and trading securities include 3 components: Government bonds of VND 18,687 billion and bonds of credit institutions in the interbank market of VND 1,150 billion (with the goal of ensuring liquidity according to the regulations of

the State Bank). The rest are corporate bonds of VND 13,186 billion (most of which is invested in green energy). SHB makes primary and secondary investments with a term of 3-5 years, the bondholders have paid in full; have clear investment purposes, good business performance and ensure legal safety, adequate collateral, safe and effective for SHB to invest.

- About the investment of 4 trillion land use rights: The value of SHB's land use rights is only the book value. In fact, the properties are HO and branches in Hanoi, Ho Chi Minh City and other big cities, bought by SHB more than 10 years ago, so the actual value of the land use right of SHB has higher rate of return than renting.
- Regarding risk assessment for loans to the construction industry, real estate, bonds: The question of shareholders is rather general. The real estate lending needs to consider the loan segment, liquidity, borrowers' needs, demand for residential use, full legal status, location, selling price, .... If these factors are properly considered when lending, the risk is low.

## **2.2. Regarding dividend payout:**

- The Board of Directors acknowledged and received shareholders' opinions on the distribution of a combination of cash and stock dividends. The Board of Directors shall consider and submit to the General Meeting of Shareholders for approval in the event of a change in the dividend payment plan (if any) expected in the second or third quarter of 2023 and in line with market developments.
- The Board of Directors acknowledged and accepted shareholders' opinions on the proposal to increase the dividend payment rate in 2023 to be at least equal or more than that of 2022. In case the business results in 2023 exceed the plan approved by the General Meeting of Shareholders, the Board of Directors shall consider to come up with a suitable 2023 dividend payment plan, ensuring the maximum interests of shareholders, and submit at the next year's Annual General Meeting of Shareholders

## **2.3. Regarding 2023 business plan:**

- The basis for developing the NPL ratio plan in 2023 is as follows:
  - ✓ SHB has carried out loan restructuring. The Board of Directors established a Debt Handling Steering Committee and the Chairman is the Head of the Steering Committee. The Board of Directors always closely supervises loan settlement of each loan.
  - ✓ SHB always has synchronous and feasible loan settlement solutions and plans in detail to each specific overdue loan and NPL. The loan settlement process always needs to consider each subjective and objective factor effective loan collection.
  - ✓ For customers with overdue loans, short-term NPL due to objective factors from the market, slow cash flow from production and business plans,

supply chain disruption, or temporary shortage of capital sources for repayment of principal and interest, SHB always accompanies and supports customers in recovering production and business activities, to have stable income for repayment to the Bank.

- In the current 1Q/2023 business plan, SHB's profit is expected at nearly VND 3,600 billion. SHB's 2023 business plan targets are set out in two options, which are developed on the basis of the SBV's general growth forecast and the SBV's expected direction of macro management. Up to now, the SBV has granted a credit room of 7.9% to SHB.

#### **2.4. Regarding foreign investor:**

- SHB's orientation is to select foreign investors with long-term investment, as well as long-term companionship in management and development of the Bank. However, in reality, very few foreign investors meet such criteria and most of them are short-term investors. Therefore, SHB is considering changing its foreign investor selection strategy towards shorter term investors with term of investment of 3-5 years. It is expected that SHB will be able to select suitable foreign investors within this year or 2024, SHB will report to the General Meeting at the next annual meeting.

#### **2.5. Regarding SHB share:**

- Regarding the capitalization value: there are several factors that affect the determination of the capitalization value of a business. Shareholders with long-term investment are not interested in the daily share value yet will be more concerned about the business results of SHB. Therefore, when investing in SHB, shareholders should pay attention to the core values, the financial health and sustainability of the business.

#### **2.6. Other contents:**

- The Board of Directors acknowledges comments on the new logo and SHB's brand identity. SHB will research and carry out to suit the actual situation and enhance the brand value of SHB.

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

After considering the reports, proposals and discussing relevant issues, the 31<sup>st</sup> AGM of Saigon – Hanoi Commercial Joint Stock Bank in 2023 has unanimously approved the following contents:

- 1. Approve the report on business performance in 2022 and business strategic orientation in 2023 of the Board of Directors of Saigon - Hanoi Commercial Joint Stock Bank No. 01/BC-HĐQT.SHB-ĐHĐCĐ dated March 20,2023 with 2,036,116,999 votes in favor, equal to 99.85% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue**

*(3,760 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 182,037 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

2. **Approve the report on business performance in 2022 and business plan in 2023 of the Board of Management of Saigon - Hanoi Commercial Joint Stock Bank No. 02/BC-BDH.SHB-DHDCD** dated March 22, 2023 with 2,035,640,235 votes in favor, equal to 99.83% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(5,760 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 656,801 votes of no opinion, equivalent to 0.03% of the total valid voting shares of the shareholders attending the General Meeting)*

3. **Approve the Report on performance in 2022 and operation orientation in 2023 of the Supervisory Board of Saigon - Hanoi Commercial Joint Stock Bank No. 01/BC-BKS.SHB- DHDCD** dated March 22,2023 with 2,035,534,377 votes in favor, equal to 99.82% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(3,760 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 764,659 votes of no opinion, equivalent to 0.04% of the total valid voting shares of the shareholders attending the General Meeting).*

4. **Approve the 2022 profit allocation plan and provision for funds** according to the content of Proposal No. 01/TTr-HDQT dated March 22, 2023 of the Board of Directors with 2,036,154,164 votes in favor, equivalent to 99.85% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(20,639 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 127,993 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

5. **Approve the Plan for charter capital increase by issuing shares to pay 2022 dividend to existing shareholders** according to the content of Proposal No. 02/TTr-HDQT dated March 22, 2023 of the Board of Directors and the attached plan to increase capital with 2,017,332,680 votes in favor, equivalent to 98.93% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(45,008 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 18,925,108 votes of no opinion, equivalent to 0.93% of the total valid voting shares of the shareholders attending the General Meeting).*

6. **Approve the Proposal to increase capital from share issuance following SHB's Employees' Stock Option Plan** according to the content of Proposal No. 03/TTr-HDQT dated March 22, 2023 of the Board of Directors with 2,016,628,605 votes in favor, equivalent to 98.90% of the total valid voting shares of the shareholders attending

the General Meeting at the point of time the General meeting conducts voting on this issue.

*(251,172 votes of disapproval, equivalent to 0.01% of the total number of voting shares of the shareholders attending the meeting; 19,423,019 votes of no opinion, equivalent to 0.95% of the total valid voting shares of the shareholders attending the General Meeting).*

7. **Approve the change in plan to increase capital according to the Resolution of the 30<sup>th</sup> AGM and the Term 2022 – 2027** according to the content of Proposal No. 04/TTr-HDQT dated March 22, 2023 of the Board of Directors with 2,017,332,317 votes in favor, equivalent to 98.93% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(54,199 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 18,916,280 votes of no opinion, equivalent to 0.93% of the total valid voting shares of the shareholders attending the General Meeting).*

8. **Approve the supplementation and replacement of BOD's members for the Term 2022 – 2027** according to the content of Proposal No. 05/TTr-HDQT of the Board of Directors with 2,017,386,254 votes in favor, equivalent to 98.93% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(8,522 votes of disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 18,908,020 votes of no opinion, equivalent to 0.93% of the total valid voting shares of the shareholders attending the General Meeting).*

9. **Approve the selection of an independent auditor to conduct the audit on SHB's 2023 financial statements** according to the content of Proposal No. 01/TTr-BKS dated March 20, 2023 of the Supervisory Board with 2,036,004,220 votes in favor, equivalent to 99.85% of the total valid voting shares of the shareholders attending the General Meeting at the point of time the General meeting conducts voting on this issue.

*(22,061 votes for disapproval, equivalent to 0.00% of the total number of voting shares of the shareholders attending the meeting; 276,515 votes of no opinion, equivalent to 0.01% of the total valid voting shares of the shareholders attending the General Meeting).*

10. **Approve the election to add and replace members of the Board of Directors for the Term 2022-2027 as follows:**

- Ms. Ngo Thu Ha with 2,225,196,350 votes, accounting for 109.12% of total voting shares of the shareholders with voting rights attending the General Meeting;
- Mr. Do Duc Hai with 2,105,172,176 votes, accounting for 103.24% of total voting shares of the shareholders with voting rights attending the General Meeting;
- Mr. Pham Viet Dan with 1,791,664,343 votes, accounting for 87.86% of total voting shares of the shareholders with voting rights attending the General Meeting;
- Mr. Haroon Anwar Sheikh with 1,778,787,146 votes, accounting for 87.23% of total voting shares of the shareholders with voting rights attending the General Meeting;



- 11. Assign the Board of Directors, Chairman of the Board of Directors and Chief Executive Officer of SHB to be responsible for implementing the resolutions of the 31<sup>st</sup> General Meeting of Shareholders of SHB in 2023 mentioned above.** 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 31<sup>st</sup> Annual General Meeting of Shareholders of Saigon – Hanoi Commercial Joint Stock Bank in 2023 is ended at 06:00 PM April 11, 2023. 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 31<sup>st</sup> Annual General Meeting of Shareholders documents.

Resolution of the 31<sup>st</sup> Annual General Meeting of Shareholders in 2023 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**

*Do Quang Hien*

*Ngo Thu Ha*

*Do Van Sinh*

*Do Quang Vinh*

*Thai Quoc Minh*

## **BOARD OF SECRETARY**

*Pham Bich Lien*

*Dinh Thi Kim Anh*

*Dang Ngoc Duc*