

Hanoi, March 31, 2025

No.: 02/2025/TTr-HDQT

PROPOSAL

Re: Increasing charter capital from issuing shares to pay dividends in 2024 to existing shareholders

Respectfully to: GENERAL MEETING OF SHAREHOLDERS

- *Law on Credit Institutions No. 32 / 2024 /QH15 dated January 18 , 2024 and documents guiding its implementation;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and implementing documents;*
- *Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019 and implementing documents;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 50/2018/TT-NHNN dated December 31, 2018 regulating the dossier, order and procedures for approving a number of changes of commercial banks and foreign bank branches; Circular No. 06/2022/TT-NHNN dated June 30, 2022 and Circular No. 22/2024/TT-NHNN dated June 28, 2024 amending a number of articles of Circular No. 50/2018/TT-NHNN;*
- *Pursuant to other relevant legal documents;*
- *Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;*
- *Based on the practical operational needs of Saigon - Hanoi Commercial Joint Stock Bank;*

SHB Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the Plan to increase charter capital from issuing shares to pay dividends in 2024 to existing shareholders, specifically as follows:

Saigon - Hanoi Commercial Joint Stock Bank (SHB) as of December 31, 2024 has a charter capital of VND 36,629,085,420,000. According to Resolution No. 01/NQ-DHDCD dated April 25, 2024 and Document No. 624/UBCK-QLCB dated February 7, 2025, SHB has completed the issuance of 402,838,460 shares as of February 27, 2025. SHB's current charter capital is VND 40,657,470,020,000.

To implement the goals and business plans in the coming time, SHB Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of increasing SHB's charter capital with the following contents:

1. Approve the plan to increase SHB's charter capital from **VND 40,657,470,020,000** to an estimated **VND 45,942,296,080,000** according to the Charter Capital Increase Plan attached to this Proposal.

2. Approve the update of the revised charter capital in the Establishment and Operation License and Charter after completing the issuance.

3. Assign and delegate to the Board of Directors to proactively implement:

- Decide and carry out related tasks and procedures to complete the issuance of shares to increase charter capital;
- Decide on the amendment, supplement and adjustment of the Charter Capital Increase Plan approved by the General Meeting of Shareholders; develop, edit and explain all documents and procedures related to the issuance as required by competent management agencies (if any), in order to effectively implement charter capital increases in accordance with the practical needs of SHB's business operations, legal regulations, SHB's charter and the interests of SHB shareholders;
- Adjust the allocation of proceeds from the issuance for approved capital use purposes or change the purpose of capital use from the issuance to suit the actual situation and report to the nearest General Meeting of Shareholders on the adjusted contents related to this capital use plan;
- Decide on the time to close the shareholder list to exercise rights, the time and progress of issuing shares to increase charter capital; the time to list and supplement shares, ensuring the interests of shareholders;
- Decide on the plan to handle fractional shares and odd shares arising (if any);
- Carry out necessary procedures to register for depository and listing of additional issued shares in accordance with the provisions of law;
- Decide on a plan to ensure foreign ownership ratio;

- Develop, edit and explain all documents and procedures related to the issuance as required by competent management agencies (if any), in order to effectively implement charter capital increase in accordance with SHB's practical business needs, legal regulations, SHB's Charter and the interests of SHB shareholders;
- Proactively carry out relevant legal procedures after completing the capital increase: change the content of charter capital stated in SHB's Charter, SHB's Operating License and other legal documents as prescribed by law;
- Proactively decide and implement other tasks (if any) to ensure the successful issuance.

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval!

PP. BOARD OF DIRECTORS
CHAIRMAN OF THE BOARD



Đỗ Quang Hiến

PLAN TO INCREASE CHARTER CAPITAL FROM ISSUING SHARES TO PAY 2024 DIVIDENDS TO EXISTING SHAREHOLDERS

(Attached to Proposal No.02/2025/ TTr - BOD date 31 month 03 year 2025)

I. LEGAL BASIS AND NECESSITY TO INCREASE CHARTER CAPITAL

1. Legal basis

- *Law on Credit Institutions No. 32 / 2024 /QH15 dated January 18 , 2024 and documents guiding its implementation;*
- *Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and implementing documents;*
- *Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019 and implementing documents;*
- *Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 detailing the implementation of a number of articles of the Law on Securities;*
- *Circular No. 50/2018/TT-NHNN dated December 31, 2018 regulating the dossier, order and procedures for approving a number of changes of commercial banks and foreign bank branches; Circular No. 06/2022/TT-NHNN dated June 30, 2022 and Circular No. 22/2024/TT-NHNN dated June 28, 2024 amending a number of articles of Circular No. 50/2018/TT-NHNN;*
- *Pursuant to other relevant legal documents;*
- *Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank;*
- *Based on the practical operational needs of Saigon - Hanoi Commercial Joint Stock Bank;*

2. The necessity of increasing charter capital

The issuance of shares to increase SHB's charter capital is of great significance in order to improve management and operation capacity, enhance SHB's competitiveness in the process of SHB's international economic integration, specifically:

- Improve financial capacity, competitiveness, better meet prudential ratios in banking operations to adapt to market fluctuations, comply with international standards.
- Implement information technology modernization projects, promote the development of Digital Banking towards the goal of becoming the leading modern multi-functional retail bank in Vietnam.

- Invest in facilities, invest in strategic projects of the Bank
- Expand the scale of lending to better meet customer needs.

II. PLAN TO INCREASE CHARTER CAPITAL

1. Expected increase level in charter capital

- SHB's charter capital as of 12/31/2024 is 36,629,085,420,000 VND
- SHB's charter capital as of March 31, 2025 is VND 40,657,470,020,000 after dividend payment according to Resolution No. 01/NQ-DHDCD dated April 25, 2024 of 11%, of which:
 - + Number of outstanding shares: 4,065,250,816 shares
 - + Number of treasury shares: 496,186 shares (no dividends).
- Increase charter capital from issuing shares to pay dividends in 2024 at a rate of 13%:
 - + Number of shares expected to be issued: 528,482,606 shares.
 - + Total value of issued shares calculated at par value: VND 5,284,826,060,000
- Expected charter capital after issuance is 45,942,296,080,000 VND.
- Expected number of shares after issuance: 4,594,229,680 shares, of which:
 - + Number of outstanding shares: 4,593,733,422 shares.
 - + Number of treasury shares: 496,186 shares.

2. Detailed issuance plan

- Stock name: Saigon - Hanoi Commercial Joint Stock Bank shares.
- Ticker code: SHB
- Stock type: Common stock
- Par value of shares: VND 10,000 /share
- Increase charter capital from issuing shares to pay dividends in 2024 at a rate of 13%:
 - + Number of shares expected to be issued: 528,482,606 shares
 - + Total issuance value (at par value): VND 5,284,826,060,000
 - + Right exercise ratio: 100:13 (shareholders owning 100 shares will receive 13 new shares), corresponding to a dividend rate of 13% on par value.
- Issuance subjects: Existing shareholders whose names are on the list of SHB shareholders at the time of closing the right to receive dividends in shares according to

the capital increase plan approved by the General Meeting of Shareholders and in accordance with the provisions of law.

- Issuance method: dividend payment by shares issued to existing shareholders by exercising rights.
- The right to receive dividends in shares is not transferable. Dividend-paying shares are not subject to transfer restrictions. Shareholders with transfer restrictions are still entitled to receive shares from this issuance; Treasury shares are not exercised.
- Plan for handling fractional shares (if any): The number of shares to pay dividends to existing shareholders will be rounded down to the nearest unit, the decimal part will be canceled.
- Expected issuance time: Within 45 days from the date of notification by the State Securities Commission of receipt of full issuance report documents. The General Meeting of Shareholders authorizes the Board of Directors to decide on the specific time.
- Expected time to complete charter capital increase: In 2025.
- Registration for depository and listing of additional issued shares: Additional issued shares will be centrally registered at the Vietnam Securities Depository and Clearing Corporation (VSDC) and additionally listed at the Stock Exchange in accordance with the provisions of law.
- The General Meeting of Shareholders authorizes the Board of Directors to decide on the registration of depository and listing of additional issued shares in accordance with the provisions of law.

3. Information on additional charter capital reserve fund, capital surplus, undistributed accumulated profits and other funds determined according to the audit results of independent auditors

* Information on SHB's consolidated funds as of December 31, 2024 according to the 2024 consolidated audited financial statements is as follows:

- Reserve fund to supplement charter capital: VND 2,621,650 million.
- Share premium: VND 1,449,603 million.
- Financial reserve fund: VND 4,297,448 million.
- Development investment fund: VND 52,111 million.
- Other funds: VND 220,624 million.

* Information on SHB's individual funds as of December 31, 2024 according to the 2024 separate audited financial statements is as follows:

- Reserve fund to supplement charter capital: VND 2,585,211 million.
- Share premium: VND 1,449,603 million.
- Financial reserve fund: VND 4,297,880 million.
- Development investment fund: VND 23,551 million.
- Other funds: VND 220,624 million.

* Sources used to increase charter capital:

- Separate audited accumulated undistributed profit as of December 31, 2024 is VND 12,301,712 million. According to Resolution No. 01/NQ-ĐHĐCĐ dated April 25, 2024 and approved by the State Bank of Vietnam on December 30, 2024, SHB has used VND 4,028,385 million to pay dividends in 2023 in shares at a rate of 11%. Separate accumulated undistributed profit after distribution to funds that can be used to increase charter capital is VND 8,273,327 million..
- The amount of undistributed accumulated profits used to pay dividends in 2024 is VND 7,317,451 million, of which: stock dividends are VND 5,284,826 million, cash dividends are VND 2,032,625 million.

4. **Plan to convert bonds into shares:** SHB has no plan to convert bonds into shares.
5. **List of shareholders and the shareholding ratio of shareholders with a ratio of 5% or more compared to the voting shares and compared to the current and expected charter capital after the capital increase; List of shareholders and related persons of that shareholder with a shareholding ratio of 15% or more compared to the current and expected charter capital after the capital increase**

(Details in attached appendix)

6. **Information on the total current and expected foreign investor shareholding after capital increase,**

(Details in attached appendix)

The General Meeting of Shareholders assigns and authorizes the Board of Directors to decide on a plan to ensure the foreign ownership ratio.

III. PLAN TO USE INCREASED CHARTER CAPITAL

The charter capital is expected to increase by VND 5,285 billion, used to supplement SHB's business capital on the principle of safety and efficiency. Expected use is as follows:

Capital utilization plan	Estimated amount (billion VND)	Estimated disbursement time
Additional working capital	5,285	Quarter III, Quarter IV/2025 or until completion of issuance procedures as prescribed
- Loans for additional working capital, fixed asset financing	1,785	
- Loans for production and business, project implementation	3,200	
- Consumer lending	300	

The Board of Directors decides in detail the capital usage plan based on SHB's interests and ensures compliance with relevant legal regulations.

IV. CONSOLIDATED FINANCIAL PLAN FOR 2025

Unit: VND Billion

No.	Item	Realized 2024	Plan 2025	Growth	
1	Total Assets	747,478	832,221	84,743	11.00%
2	Charter capital (*)	40,657	45,942	5,285	13.00%
3	Total loans (**)	533,984	617,624	83,640	16.00%
4	Profit before tax	11,569	14,500	2,931	25.00%

(*) On December 31, 2024, SHB was approved by the State Bank of Vietnam to increase its charter capital through the issuance of shares to pay dividends. SHB completed the dividend payment in February 2025 and recorded an increase in charter capital to VND 40,657 billion.

(**) Credit growth is adjusted according to the approval of the State Bank and Customer Deposits in accordance with the actual credit growth rate, to optimize the balance sheet.

V. SHB'S ADMINISTRATION, MANAGEMENT AND SUPERVISION CAPACITY FOR THE SCALE OF CAPITAL AFTER ISSUANCE AND THE CORRESPONDING GROWTH OF OPERATIONS

With the increased charter capital, SHB has the ability to manage, operate and control the Bank's business activities, specifically as follows:

- The number of members of the Board of Directors (BOD) always meets the management requirements of SHB. SHB BOD members are officers with professional qualifications, rich experience in the banking and finance sector in Vietnam and internationally, have leadership capacity, and meet the standards and conditions according to the Law on Credit Institutions and the Charter and regulations of SHB.

- The Board of Supervisors currently has 03 members. The members of the Board of Supervisors are all highly qualified and experienced in the banking and finance industry. They are responsible for monitoring and evaluating the implementation of strategies, regulations, processes and risk management limits of units in the entire system, ensuring compliance with the provisions of law and SHB, ensuring consistency with the development strategy and business objectives of the Bank.
- Board of Management (BOM) includes: CEO, Deputy CEOs, and Directors of Divisions and Departments. SHB's BOM members are competent, qualified, experienced, and enthusiastic in their work.
- Supporting the Board of Directors are committees such as the Risk Management Committee, the Human Resources Committee, the Strategy Committee, and the Internal Security Committee. Each committee has specific regulations on tasks and powers based on compliance with the State Bank's instructions and SHB's management and administration needs. The high internal solidarity and consensus between the Board of Directors, the BOM and all SHB employees creates favorable conditions for SHB's management and administration activities to operate effectively and transparently.
- SHB's internal control and internal audit system is completed in accordance with Circular No. 13/2018/TT-NHNN, Circular No. 40/2018/TT-NHNN and according to market reality and SHB's business activities. SHB's internal control and audit staff have expertise, professionalism and professional ethics, and are knowledgeable about SHB's operations.
- SHB's staff are capable, passionate, creative and enthusiastic in their work. As of December 31, 2024, the total number of staff in the entire SHB system is 6,651 people with high qualifications and professionalism, including many senior managers and professionals from prestigious international and Vietnamese organizations.
- SHB's risk management system is implemented according to the 3-line-of-defense model in all activities. Risk measurement, control and warning methods are continuously improved according to international standards.
- SHB focuses many resources on investing in a modern, safe and secure information technology system. This will be the foundation to help SHB make breakthroughs in business operations and successfully achieve the goal of becoming a leading digital bank.

With the current management, operation and control system, along with a modern staff and technology platform, SHB is fully capable of controlling the bank's operations well when increasing its capital scale, ensuring stable and sustainable development.

VI. IMPLEMENTATION ORGANIZATION

The Board of Directors shall be responsible for carrying out the procedures prescribed by law to issue shares to pay dividends according to the above plan.

Best regards!

**LIST OF SHAREHOLDERS HOLDING 5% OR MORE OF VOTING SHARES, CURRENT SHAREHOLDING PERCENTAGE
AND AFTER CAPITAL INCREASE**

No.	Organization name	Head office address	Business registration certificate number	Date of issue/Place of issue	Legal representative	Current shareholding percentage		Shareholding percentage after capital increase	
						Percentage of (%) voting shares	Percentage of (%) charter capital	Percentage of (%) voting shares	Percentage of (%) charter capital
I	T&T Group Joint Stock Company	No. 31-33 Ngo Quyen, Hang Bai Ward, Hoan Kiem District, Hanoi	0100233223	August 15, 2023, Place of issue: Department of Planning and Investment of Hanoi City	1. Do Quang Hien 2. Nguyen Tat Thang 3. Mai Xuan Son	7,847	7,846	7,847	7,846

**LIST OF SHAREHOLDERS AND THEIR RELATED PERSONS HOLDING 15% OR MORE OF VOTING SHARES
CURRENT SHAREHOLDING PERCENTAGE AND AFTER CAPITAL INCREASE**

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
1	T&T Group Joint Stock Company			Head office: No. 31-33 Ngo Quyen, Hang Bai Ward, Hoan Kiem District, Hanoi	0100233223	August 15, 2023, Police Department for Administrative Management of Social Order: Department of Planning and Investment of Hanoi City	1. Do Quang Hien 2. Nguyen Tat Thang 3. Mai Xuan Son	7,846	7,846	

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
2		Do Quang Hien	Shareholders owning over 5% of charter capital; Father of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director; Child of Ms. Le Thi Thanh - Member of the Board of Directors					2,724	2,724	
3		Do Vinh Quang	Vice Chairman of the Board of Directors and Deputy General Director; Son of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Grandson of Ms. Le Thi Thanh - Member of the Board of Directors					2,928	2,928	

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
4		Do Quang Vinh	Brother of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director ; Son of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Grandson of Ms. Le Thi Thanh - Member of the Board of Directors					2,768	2,768	
5		Do My Linh	Spouse of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director; Daughter-in-law of Mr. Do Quang Hien - shareholder owning over 5% of charter capital					0,0002	0,0002	

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
6		Do Thi Thu Ha	Sister of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Aunt of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director Daughter of Ms. Le Thi Thanh - Member of the Board of Directors					2,032	2,032	
7		Tran Ha Linh	Niece of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Granddaughter of Ms. Le Thi Thanh - Member of Board of Directors					0,005	0,005	Additional declaration due to the Law on Credit Institutions 2024 expanding the scope of related persons

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
8		Bui Mai Phuong	Niece of Mr. Do Quang Hien - shareholder owning over 5% of charter capital Granddaughter of Ms. Le Thi Thanh - Member of Board of Directors					0,0001	0,0001	Additional declaration due to the Law on Credit Institutions 2024 expanding the scope of related persons
9		Le Thi Phuong Lan	Sister-in-law of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Aunt of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director					0,081	0,081	

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
10		Le Minh Hien	Sister-in-law of Mr. Do Quang Hien - shareholder owning over 5% of charter capital Uncle of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director					0,031	0,031	Additional declaration due to the Law on Credit Institutions 2024 expanding the scope of related persons
11		Le Thi Kim Oanh	Sister-in-law of Mr. Do Quang Hien - shareholder owning over 5% of charter capital; Aunt of Mr. Do Vinh Quang - Vice Chairman of the Board of Directors and Deputy General Director					0,208	0,208	

No.	Shareholder full name	Name of their related person	Relationship with Shareholder	Head office address / Contact address	ID card number/ Business registration certificate number/ Enterprise code	Date of issue/Police Department for Administrative Management of Social Order	Legal representative	Current shareholding percentage	Shareholding percentage after capital increase	Note
								Percentage of (%) charter capital	Percentage of (%) charter capital	
12		Saigon - Hanoi Securities Joint Stock Company	T&T Group Joint Stock Company owns over 5% of charter capital at Saigon - Hanoi Securities Joint Stock Company.	Head office: Floor 1-5 Unimex Hanoi Building, No. 41 Ngo Quyen, Hang Bai Ward, Hoan Kiem District, Hanoi	0102524651	November 15, 2007, Place of issue: Hanoi City Department of Planning and Investment	Nguyen Chi Thanh	1,463	1,463	
	<i>Total</i>							<i>20,086</i>	<i>20,086</i>	

The shareholding percentage of the group of shareholders as of June 30, 2024, stands at 19.76%, in compliance with the provisions of the Law on Credit Institutions 2010 and its implementing guidelines. From July 1, 2024, the shareholding ratio of the group of shareholders increases to 20.086%, reflecting an increase of 0.326%. This increase is due to the additional declaration of related persons as prescribed in Clause 24, Article 4 of the Law on Credit Institutions 2024, which includes 5 individuals recognized as related persons, as previously noted.

LIST OF FOREIGN INVESTORS, CURRENT SHAREHOLDING PERCENTAGE AND AFTER CAPITAL INCREASE

No.	Full name	Address	ID card number/Busine ss registration certificate number	Date of issue/ Place of issue	Legal representative	Current shareholding percentage			Shareholding percentage after capital increase		
						Number of shares	Percentage of (%) voting shares	Percentage of (%) charter capital	Number of shares	Percentage of (%) voting shares	Percentage of (%) charter capital
1	FOREIGN SHARE- HOLDERS					131.252.290	3,229	3,228	148.315.087	3,229	3,228