

Hanoi, March 31, 2025

No. 03 /2025/TTr-HĐQT

PROPOSAL
Re: Public listing of SHB bonds

To: GENERAL MEETING OF SHAREHOLDERS.

- Pursuant to Securities Law No. 54/2019/QH14 dated November 26, 2019 and guiding documents ("Securities Law");
- Pursuant to Decree 155/2020/ND-CP December 31, 2020 on Detailed regulations implementing a number of articles of the Securities Law ("Decree 155");
- Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank ("SHB Charter");
- Based on the practical operational needs of Saigon - Hanoi Commercial Joint Stock Bank,

Based upon the capital plan for 2025 and 2026, Saigon - Hanoi Commercial Joint Stock Bank plans to issue bonds to the public with the aim of increasing tier 2 capital, improving CAR, and support SHB's lending capacity. SHB Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) as follows:

1. Legal regulations on listing bonds to the public

- (i) According to Point i, Clause 3, Article 15 of the Securities Law: Conditions for offering bonds to the public include "*The issuing organization commits and must conduct the **listing of bonds** on the stock exchange after the closing of the tranche*";
- (ii) According to Clause 2, Article 29 of the Securities Law: "*Issuing organizations that have made a public offering of securities must complete the listing registration or securities trading registration documents within 30 days from the closing date*";
- (iii) According to Point a, Clause 2, Article 118 of Decree 155, the application dossier for bond listing includes a "*Bond Listing Registration Form*" as specified in Form No. 28 of the Appendix issued with the Decree. According to Clause 1, Section V, Form No. 28 (Stock Listing Registration Form) in the Appendix issued with Decree 155, documents attached to the Stock Listing Registration Form include: "*Decision*



of the General Meeting of Shareholders shareholders or Board of members or company owners approving the listing";

Following the above regulations, SHB bonds issued to the public are subject to registration requirement; also, listing registration documents include approval from the General Meeting of Shareholders on the listing.

2. Proposal of the Board of Directors

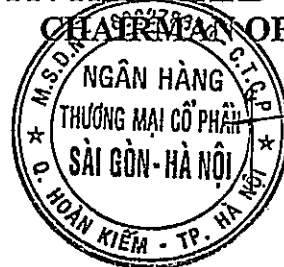
In fact, the procedure for opinion collection from the General Meeting of Shareholders takes a lot of time to complete, while according to the provisions of Article 29 of the Securities Law, SHB must complete the bond listing registration documents within 30 days from the closing date of the offering. Accordingly, in case SHB submits to the General Meeting of Shareholders for approval of public listing of bonds for each transaction, the issuance plan and progress of submitting listing registration documents under the law shall be affected.

Therefore, in compliance with the provisions of law on bond issuance and listing as well as ensuring progress and plans for SHB bond issuance and listing, the Board of Directors respectfully submits to the General Meeting of Shareholders:

- (i) To approve the listing of all Bonds issued by Saigon - Hanoi Commercial Joint Stock Bank to the public during the period from the date of completion of the Annual General Meeting of Shareholders in 2025 to the date of completion of the General Meeting annual shareholder agreement in 2026 in accordance with the provisions of law;
- (ii) To approve the assignment/authorization to the Board of Directors to direct the implementation and decide on necessary issues to carry out the listing of bonds in accordance with the content approved by the General Meeting of Shareholders and ensure compliance with the law.

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

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



Đỗ Quang Hiến