

No.: 7845/2025/CV-SHB

Hanoi, December 12<sup>th</sup>, 2025

**AD HOC INFORMATION DISCLOSURE**

**Kind attention to:** - The State Securities Commission of Vietnam;  
- Vietnam Stock Exchange;  
- Ho Chi Minh City Stock Exchange,

1. Name of the Company: Saigon – Hanoi Commercial Joint Stock Bank
  - Ticker code: SHB
  - Head office address: No. 77, Tran Hung Dao street, Cua Nam ward, Hanoi city
  - Phone number: 024.39423388 Fax: 024.39410844
  - Email: [ir@shb.com.vn](mailto:ir@shb.com.vn)
2. Information disclosure as follows: Saigon – Hanoi Commercial Joint Stock Bank (SHB) hereby discloses the Resolution of the Board of Directors regarding the implementation of the 2025 capital increase plan through the offering/issuance of shares.
3. This information was published on SHB website on December 12<sup>th</sup>, 2025 at the following link: <https://www.shb.com.vn/category/nha-dau-tu/cong-bo-thong-tin/>.

We hereby certify that the above information is accurate and take full responsibility before the law for the information disclosed.

Best regards,

**Recipients:**

- As stated above;
- Archived: Admin dpt., IR.

**PP. SAIGON – HANOI COMMERCIAL JS BANK**  
*(signed and stamped)*

**CHIEF EXECUTIVE OFFICER**  
**Ngo Thu Ha**

No.: 40/2025/NQ-HĐQT

*Hanoi, December 11, 2025*

**RESOLUTION**

**Regarding: the implementation of the share offering/issuance plan  
to increase SHB charter capital in 2025.**

**THE BOARD OF DIRECTORS OF  
SAIGON - HANOI COMMERCIAL JS BANK**

*Pursuant to the Enterprise Law No. 59/2020/QH11 promulgated by the National Assembly on June 17, 2020, and its amendments, supplements, and implementing guidelines;*

*Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and its implementing guidelines;*

*Pursuant to the Securities Law No. 54/2019/QH14 dated November 26, 2019, and its amendments, supplements, and implementing guidelines;*

*Pursuant to the current Charter of Saigon - Hanoi Commercial Joint Stock Bank (SHB);*

*Pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ dated November 18, 2025, of the General Meeting of Shareholders (GMS) in 2025 by soliciting shareholders' opinion in writing;*

*Pursuant to the Minutes of the Board of Directors Meeting No.15/2025/BB-HĐQT dated December 11, 2025.*

**RESOLVES THAT:**

**Article 1.** Approve the implementation of the share offering/issuance plan to increase charter capital in 2025, as outlined in Proposal No. 07/2025/TTr-HĐQT dated October 16, 2025, which was approved by the General Meeting of Shareholders (GMS) in Resolution No. 02/2025/NQ-ĐHĐCĐ dated November 18, 2025 as follows:

- Stock name: Saigon - Hanoi Commercial Joint Stock Bank.
- Ticker code: SHB
- Type of share: Common share
- Par value: 10,000 VND/share
- Number of shares expected to be offered/issued: **750,000,000**, of which:
  - + Public offering of shares to existing shareholders: **459,370,384**;
  - + Private placement of shares to investors: **200,000,000**;
  - + Employee Stock Ownership Plan (ESOP) share offering in 2025: **90,629,616**.

- The implementation sequence for the aforementioned share offering plans to increase charter capital in 2025 is as follows:
  - + Implement 03 Plans simultaneously: (1) *Public offering of shares to existing shareholders*; (2) *Private placement of shares to investors*; (3) *Share issuance under ESOP in 2025*.
  - + After submitting the Offering Registration /Offering Report and receiving the document/notification from the State Securities Commission ("SSC") regarding the Offering Registration Certificate/Notification of receipt of SHB's Offering Report, the Board of Directors will finalize the shareholder list on the record date and complete other relevant procedures to enable the simultaneous distribution of shares under all three plans: (1) *public offering of shares to existing shareholders*; (2) *private placement of shares to investors*; (3) *Share issuance under ESOP in 2025*.

**Article 2.** Regarding the public offering of shares to existing shareholders plan, the following matters are approved:

1. **List of investors** for public offering to existing shareholders: Pursuant to the shareholder list on the record date provided by the Vietnam Securities Depository and Clearing Corporation (VSDC).
2. **Planned use of proceeds** from the public offering of shares to existing shareholders: The total amount of VND 5,742,129,800,000 raised from the offering will be distributed across SHB's business segments in a reasonable and efficient manner to ensure safety, effective capital utilization, and maximized shareholder value. The planned allocation is in accordance with the following order:

Capital utilization plan	Estimated amount (dong)	Estimated disbursement timeline
- Loans to supplement working capital and finance fixed assets purchase.	1,500,000,000,000	In 2026
- Corporate lending and project financing.	3,742,129,800,000	In 2026
- Consumer loans and home loans	500,000,000,000	In 2026
<b>Total</b>	<b>5,742,129,800,000</b>	

3. The following **measures will ensure compliance with foreign ownership limit**:
  - Pursuant to document No. 1505/UBCK-PTTT dated April 20, 2021, and document No. 1010/UBCK-PTTT dated March 1, 2022, from the SSC, the foreign ownership ratio for SHB is capped at 30%.

- According to the foreign ownership data published by the VSDC, as of December 10, 2025, foreign investors held 193,280,354 SHB shares (including both individuals and institutions), equivalent to 4.21%.
  - During the rights offering period for existing shareholders, SHB will ensure full compliance with the legally prescribed foreign ownership limit.
  - When allocating any undistributed shares (if applicable) to other parties, the Board of Directors will coordinate with VSDC to ensure that SHB's foreign ownership ratio remains within the limits set out in the Clauses 1 and 2 of Article 51 of the Securities Law and Clause 5 of Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020, document No. 1505/UBCK-PTTT dated April 20, 2021, Document No. 1010/UBCK-PTTT dated March 1, 2022, of the SSC.
4. **Any other matters related to this public offering to existing shareholders** that are not specified in this Resolution shall be implemented in accordance with the 2025 GMS Resolution on soliciting shareholders' written opinions, pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ dated November 18, 2025.

**Article 3.** Regarding the private placement of shares to investors, the following matters are approved:

1. **Offering price:**

The offering price for investors will be determined based on the average closing price of SHB shares in the 10 most recent trading sessions before the BOD issues the Resolution to implement the private placement plan.

2. **Criteria for selecting eligible investors:** Professional securities investors (including domestic and foreign organizations and individuals) who possess adequate financial capacity and fully comply with all applicable legal requirements governing professional securities investors.

3. **The Chief Executive Officer** is authorized to negotiate with the following potential investors expressing interest in purchasing shares through the private placement:

- Vietnam Enterprise Investments Limited;
- DC Developing Markets Strategies Public Limited Company;
- Samsung Vietnam Securities Master Investment Trust;
- Amersham Industries Limited;
- Hanoi Investments Holdings Limited;
- KIM Vietnam Fund Management Co., Ltd;
- PVI Asset Management Joint Stock Company (PVI AM);
- FPT Fund Management Joint Stock Company (FPT Capital);

And other eligible investors who are interested in purchasing shares offered privately by SHB at the offering price specified above.

4. The following **measures will ensure compliance with foreign ownership limit:**

- Pursuant to document No. 1505/UBCK-PTTT dated April 20, 2021, and document No. 1010/UBCK-PTTT dated March 1, 2022, from the SSC, the foreign ownership ratio for SHB is capped at 30%.
- According to the foreign ownership data published by the VSDC, as of December 10, 2025, foreign investors held 193,280,354 SHB shares (including both individuals and institutions), equivalent to 4.21%.
- A total of 200,000,000 shares will be offered to professional securities investors, representing 3.74% of SHB's projected charter capital after the 2025 capital increase (VND 53,442,000,240,000).
- When allocating any undistributed shares (if applicable) to other parties, the Board of Directors will coordinate with VSDC to ensure that SHB's foreign ownership ratio remains within the limits set out in the Clauses 1 and 2 of Article 51 of the Securities Law, Clause 5 of Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020, document No. 1505/UBCK-PTTT dated April 20, 2021, Document No. 1010/UBCK-PTTT dated March 1, 2022, of the SSC.

5. **Any other matters related to this private placement to investors** that are not specified in this Resolution shall be implemented in accordance with the 2025 GMS Resolution on soliciting shareholders' written opinions, pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ dated November 18, 2025.

**Article 4.** Regarding the share issuance under Employee Stock Ownership Plan (ESOP), the following matters are approved:

1. **Planned use of proceeds** from the share issuance under ESOP in 2025: The expected proceeds from the offering, VND 906,296,160,000, will be used for credit extension activities to satisfy capital needs of the economy as follows:

Capital utilization plan	Estimated amount (VND)	Estimated disbursement timeline
Loans for production and business and consumer loans.	906,296,160,000 VND	In 2026
<b>Total</b>	<b>906,296,160,000 VND</b>	

2. The following **measures will ensure compliance with foreign ownership limit:**

- Pursuant to document No. 1505/UBCK-PTTT dated April 20, 2021, and document No. 1010/UBCK-PTTT dated March 1, 2022, from the SSC, the foreign ownership ratio for SHB is capped at 30%.
  - According to the foreign ownership data published by the VSDC, as of December 10, 2025, foreign investors held 193,280,354 SHB shares (including both individuals and institutions), equivalent to 4.21%.
  - The total number of shares to be issued under the 2025 ESOP is 90,629,616, equivalent to 1.97% of the total outstanding shares.
  - During the offering, SHB will issue shares only to Vietnamese employees. If any remaining shares are allocated to other employees, the Board of Directors will make the necessary decisions and ensure that such allocations are limited to Vietnamese employees, thereby ensuring SHB's foreign ownership limit complies with Clauses 1 and 2 of Article 51 of the Securities Law, Clause 5 of Article 139 of Decree No. 155/2020/ND-CP dated December 31, 2020, document No. 1505/UBCK-PTTT dated April 20, 2021, Document No. 1010/UBCK-PTTT dated March 1, 2022, of the SSC.
3. **Any other matters related to this share issuance under ESOP** that are not specified in this Resolution shall be implemented in accordance with the 2025 GMS Resolution on soliciting shareholders' written opinions, pursuant to Resolution No. 02/2025/NQ-ĐHĐCĐ dated November 18, 2025.

**Article 5.** Approve the commitment to implement adjustments to the number of registered shares and the registration for additional listing after the Offering/Issuance as follows:

The Board of Directors commits to “implementing all necessary adjustments to the registered securities information and making the required changes to the listing registration for all shares issued upon completion of the Offering/Issuance, in accordance with applicable regulations. ”

**Article 6.** The Chief Executive Officer is authorized to direct relevant units to implement the matters approved in this Resolution in compliance with SHB's internal regulations and applicable laws, ensuring the effective operation of SHB.

**Article 7.** Members of the Board of Directors, the Board of Supervisors, the Chief Executive Officer, the Deputy Chief Executive Officers, the Board of Directors' Office, the Investor Relations Department, and the heads of relevant units are responsible for executing this Resolution.

This resolution shall take effect from the date of signing./.

***Recipients:***

- As per stated in Article 7 ;
- The BOD and the BOS (for information);
- Archived at Admin , IR Department

**PP. THE BOARD OF DIRECTORS  
CHAIRMAN**

(Signed)

**Do Quang Hien**