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*Hanoi, April 18, 2025*

## RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

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### GENERAL MEETING OF SHAREHOLDERS OF AN BINH COMMERCIAL JOINT STOCK BANK

- Pursuant to the Law on Credit Institutions dated January 18, 2024;
- Pursuant to the Law on Securities dated November 26, 2019, amended and supplemented on November 29, 2024;
- Pursuant to the Law on Enterprise dated June 17, 2020, amended and supplemented on January 11, 2022;
- Pursuant to the Charter of An Binh Commercial Joint Stock Bank dated April 29, 2021, amended and supplemented on May 31, 2023;
- Pursuant to the Minutes of the Annual Meeting of the General Meeting of Shareholders of An Binh Commercial Joint Stock Bank dated April 18, 2025,

### RESOLUTED:

#### **Article 1. The contents approved by the General Meeting of Shareholders**

The General Meeting of Shareholders of An Binh Commercial Joint Stock Bank (ABBANK) approved the following contents at the annual meeting on April 18, 2025:

1. Approved the 2024 Business Results Report (attached document).
2. Approved the 2025 Business Plan, in which the profit-before-tax target for 2025 is VND 1,800 billion (attached document).
3. Approved ABBANK's 2024 audited Financial Statements; the Report on 2024 activities and operating orientations for 2025 of the Board of Directors (attached documents).

The General Meeting of Shareholders assigned/authorized the Board of Directors to implement the following contents:

- a) Decide to add additional business lines in accordance with ABBANK's retail business strategic orientation; Carry out procedures and documents to update and supplement business lines according to the provisions of laws.
- b) Review and adjust the Business Plan to reflect the actual situation and direction of state management agencies.

The Board of Directors is responsible for reporting the implementation of the above assigned/authorized tasks (if any arise) to the General Meeting of Shareholders at the nearest meeting.

- 4. Approved the Report on financial appraisal, 2024 activities and 2025 operating plan of the Board of Supervisors (attached document). Approved the list of independent auditing companies, including KPMG Company Limited (KPMG), Deloitte Vietnam Company Limited (DELOITTE), Ernst & Young Vietnam Company Limited (E&Y), PWC VIETNAM Company Limited (PWC); and authorized the Board of Directors to select one of the independent audit companies in the list above to audit ABBANK's financial statements for the fiscal years 2026.
- 5. Approved the Submission of the Board of Directors on the funds allocation and distribution of 2024 profit-after-tax. In particular, to deduct from 2024 profit-after-tax into the reserve fund to supplement charter capital by 10%, financial reserve fund by 10%, bonus and welfare fund by 5%. The remaining profit after tax will be retained, left undistributed (attached document).
- 6. Approved the Report of the Board of Directors on remuneration for members of the Board of Directors and members of the Board of Supervisors in 2024 and proposal for 2025 (attached document).
- 7. Approved the ABBANK Charter (attached document) replacing the Charter dated April 29, 2021 and the accompanying amendments and supplements.
- 8. Approved Regulation on Internal Governance, Regulation on Operation of the Board of Directors, Regulation on Operation of the Board of Supervisors (attached documents) replacing the current Regulations.

Assigned the Board of Directors to issue Regulation on Internal Governance, Regulation on Operation of the Board of Directors; assigned the Board of Supervisors to issue Regulation on Operation of the Board of Supervisors.

9. Approved the proposed remedial plan in case of early intervention (attached document) specified in Article 143 of the Law on Credit Institutions. Assigned/authorized the Board of Directors to adjust, supplement, and detail the contents of this plan in accordance with the provisions of law, the actual situation of ABBANK and/or the direction and guidance of the management agency and report to the State Bank of Vietnam.
10. Acknowledged the ceasing of the Board of Directors membership of Dato' John Chong Eng Chuan due to the change of Maybank's capital representative at ABBANK; approved the dismissal of Mr. Tran Ba Vinh as an independent member of the Board of Directors who submitted his resignation letter according to his personal wishes.
11. Elected Mr. Syed Ahmad Taufik Albar as a member of the Board of Directors and Mr. Trinh Thanh Hai as an independent member of the Board of Directors of ABBANK (term of elected members: 2025-2027).

## **Article 2. Effect**

This Resolution takes effect from April 18, 2025.

## **Article 3. Responsible for implementing.**

The Board of Directors, the Board of Supervisors and the General Director of ABBANK, based on their functions, tasks and powers, are responsible for directing and organizing the implementation of this Resolution./.

### **Recipients:**

- BOD, SB, CEO;
- SBV, SSC
- Deposited at BOD  
Office, Clerical Section.

**ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS  
CHAIRMAN OF THE MEETING**

*(Signed)*

**Dao Manh Khang**

# MINUTES

## OF THE ANNUAL MEETING OF SHAREHOLDERS OF AN BINH COMMERCIAL JOINT STOCK BANK

(Hanoi, April 18, 2025)

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### **General Meeting of Shareholders of An Binh Commercial Joint Stock Bank (ABBANK)**

- Head office: 1st, 2nd, 3rd Floors, Geleximco Building, 36 Hoang Cau, O Cho Dua Ward, Dong Da District, Hanoi City.
- First establishment and operation license No. 0031/NH-GP dated April 15, 1993, re-issuance license No. 120/GP-NHNN dated December 12, 2018, has been updated, amended and supplemented according to Decision No. 2575/QD-NHNN dated December 13, 2019, Decision No. 1466/QD-NHNN dated September 14, 2021, Decision No. 672/QD-NHNN dated April 12, 2022 and Decision No. 1360/QD-NHNN dated July 13, 2023 of the Governor of the State Bank of Vietnam.
- Business registration number: 0301412222, first registered by the Business Registration Office under the Department of Planning and Investment of Ho Chi Minh City on May 17, 1993, and registered for the 29th change by the Business Registration Office under the Department of Planning and Investment of Hanoi on June 28, 2023.

### **Conducted annual meeting.**

- Time: Start at 8:45 on April 18, 2025.
- Location: Hall, 4th Floor, GELEXIMCO Building, No. 36 Hoang Cau, O Cho Dua Ward, Dong Da District, Hanoi City. Tiến hành cuộc họp thường niên.

### **I. SHAREHOLDERS ATTENDING THE MEETING**

Based on the List of Shareholders established on March 21, 2025 (Last registration date to exercise the right to attend the General Meeting of Shareholders) provided by Vietnam Securities Depository and Clearing



Corporation (VSDC) and information on registration to attend the meeting, shareholders attending the meeting are summarized as follows:

- Total number of ABBANK Shareholders **26,670** Shareholders, owning total charter capital of **10,350,367,620,000** (ten thousand three hundred and fifty billion, three hundred and sixty seven million, six hundred and twenty thousand) VND corresponding to **1,035,036,762** (one billion thirty five million, thirty six thousand, seven hundred and sixty two) common shares with voting rights.
- Attending the meeting were a total of **219** Shareholders and valid authorized representatives of Shareholders owning **756,841,829** shares present at the meeting and participating in the vote, accounting for **73.12%** of the total number of common shares with voting rights of ABBANK. Of which:
  - **123** Shareholders owning **351,797,407** shares directly attended the meeting, and
  - **96** Shareholders owning **405,044,422** shares have validly authorized others to attend the meeting and vote.

Pursuant to Clause 1, Article 145 of the Law on Enterprises 2020 and Clause 1, Article 44 of ABBANK's Charter, the 2025 Annual General Meeting of Shareholders of An Binh Commercial Joint Stock Bank is eligible to be held when the number of shareholders attending the meeting represents more than 50% of the total number of votes.

## II. OPENING THE MEETING

### 1. Guest members:

#### *a) Management agencies*

##### ➤ *The State Bank of Vietnam:*

- Mrs. **Dang Thi Huong**, Major Expert - Department of Management and Supervision of Credit Institutions - State Bank of Vietnam.
- Mr. **Nguyen Thanh Hai**, Expert - Department of Management and Supervision of Credit Institutions - State Bank of Vietnam.

##### ➤ *State Bank - Hanoi Branch:*

- Mrs. **Hoang Huyen Cham** - Deputy Director of State Bank – Region 1 Branch.

- Mr. **Pham Anh Khoa** – Acting Head of Division of Management and Supervision of Credit Institutions and Foreign Banks’ Branches - State Bank of Vietnam, Region 1 Branch.
- Also attending the meeting were representatives of other management agencies related to the organization and operation of ABBANK.

***b) ABBANK's partners and strategic shareholders:***

- GELEXIMCO Group: Mr. **Vu Van Tien** - Chairman of the Board of Directors and General Director of the Group; Mr. **Vu Van Hau** – Member of the Board of Directors and Deputy General Director of the Group; and Heads of Departments/Units of the Group.
- Maybank Group: Dato’ **John Chong Eng Chuan** - Group Chief Executive Officer Global Banking; and Mr. **Syed Ahmad Taufik Albar** - Group Chief Executive Officer Community Financial Services.
- Leadership representatives of other partners of ABBANK.

***c) Independent Auditing Organization: KPMG Co., Ltd. - The independent auditing organization that audited ABBANK's 2024 financial statements:***

Mrs. **Ngo Linh Nga** – Audit Senior Manager KPMG.

***d) Press and media agencies:***

Reporters from central and Hanoi press and media agencies.

***e) ABBANK:***

➤ ***The Board of Directors (BOD)***

- Mr. **Dao Manh Khang** – BOD Chairman.
- Mr. **Vu Văn Tien** – BOD Vice Chairman.
- Dato’ **John Chong Eng Chuan** – BOD Member.
- Mr. **Nguyen Danh Luong** – BOD Member.
- Mrs. **Do Thi Nhung** – BOD Independent Member.
- Mr. **Tran Ba Vinh** – BOD Independent Member.

➤ ***The Board of Supervisors (BOS):***

- Mrs. **Nguyen Thi Hanh Tam** – BOS Head.
- Mrs. **Nguyen Thi Thanh Thai** – BOS Member.
- Mr. **Nguyen Hong Quang** – BOS Member.

➤ ***Board of Management (BOM):***

- Mr. **Pham Duy Hieu**, CEO.
- Deputy-CEOs, BOM Members of ABBANK.

➤ Also attending the meeting were the Chairpersons, Members of the BOD's Committees; Candidates for new Members of the Board of Directors; Head of Internal Audit; Directors of Headquarters' Divisions; Directors/Heads of ABBANK's Branches/Sub-branches, affiliated companies.

## **2. Chairman and Secretary of the meeting:**

***a) Chairman of the meeting:***

Mr. **Dao Manh Khang**, BOD Chairman chaired the meeting.

The Presidium also includes:

- Mr. **Vu Van Tien**, Vice Chairman.
- Mr. **Nguyen Danh Luong**, BOD Member.
- Mrs. **Do Thi Nhung**, BOD Independent Member.
- Mr. **Pham Duy Hieu**, CEO of ABBANK.

***b) The meeting secretaries appointed by the Chairman include:***

- Mr. **Tran Nam Son**, Chief Office of the BOD.
- Mrs. **Vu Phuong Duyen**, Senior Director of Sales Performance and Service Quality Management.

## **3. Vote Counting Committee and Voting Rules:**

The General Meeting of Shareholders approved the Vote Counting Committee List and Voting Rules with 100% approval.

***a) List of the Vote Counting Committee includes:***

- 1) Mrs. **Luong Thi Thu Trang**, Head of the Vote Counting Committee.
- 2) Mrs. **Nguyen Thi Hong Phuong**, Member.
- 3) Mrs. **Luong Thi Thao Uyen**, Member.
- 4) Mrs. **Nguyen Thi Huyen**, Member.
- 5) Mrs. **Pham Ngan Giang**, Member.

**b) Voting rules:**

- 1) For formality issues (such as approving the List of Members of the Vote Counting Committee, Voting rules, Meeting Agenda, Meeting Minutes): Use a simple voting method by raising a Voting Card or raising hands.
- 2) For approving Reports, Proposals, Plans: Use Voting Sheet. Shareholders mark (✓) or (X) to choose 1 of 3 voting options: (1) Agree or (2) Disagree or (3) Abstain.
- 3) For the election (replacement) of Board of Directors members: Use Ballot and conduct voting by cumulative voting method, specifically:
  - 3.1) The total number of votes of a Shareholder is equal to the number of shares owned by that shareholder multiplied by the number of Board of Directors members elected to replace - The total number of votes has been multiplied and pre-printed on the Ballot issued to Shareholders.
  - 3.2) Shareholders choose 1 of the following 2 options:
    - **Option 1 - Equally distributing votes to candidates:** Shareholders only need to mark (✓) or (X) in the selection box on the Ballot. Accordingly, the total number of votes of the Shareholders will be divided equally among the candidates on the list.
    - **Option 2 – Other cumulative voting:** Shareholders specifically write down the number of votes for each candidate, provided that the total number of votes for all candidates on the list does not exceed the total number of votes that a Shareholder has (printed on the Ballot). In case a Shareholder does not use all the votes she/he has, the Ballot is still valid, and the unused votes of the Shareholder will not be counted for any candidate.
  - 3.3) Elected members of the BOD are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the required number of members is reached.
- 4) Invalid Voting Sheet/Ballot are those that do not comply with the provisions of the Voting Rules mentioned above.

#### **4. Meeting agenda:**

The General Meeting of Shareholders approved the Meeting Agenda with 100% approval, including the following contents:

- 1) Report on Business Performance in 2024
- 2) Business Plan for 2025
- 3) Financial statement, Report on BOD activities in 2024 and Orientation for 2025
- 4) Report on financial appraisal and Board of Supervisors's activities in 2024 and Plan for 2025
- 5) Proposal on funds and profit allocation of 2024
- 6) Report on Board of Directors and Board of Supervisors's remuneration in 2024 and proposal for 2025
- 7) Approval of ABBANK Charter (amended), Internal Regulations on Governance (amended), Regulations on the Operation of the Board of Directors (amended); Regulations on the Operation of the Board of Supervisors (amended)
- 8) Approval of Expected remedial plan in case of early intervention for commercial banks as prescribed in 143 of the Law on Credit Institutions
- 9) Approval of resignation and elect replacement members of the Board of Directors (term of elected members 2023-2027)
- 10) Other contents under the competence of the General Meeting of Shareholders.

### **III. IMPLEMENTATION OF THE MEETING AGENDA**

#### **1. Mr. Pham Duy Hieu, the CEO presented:**

- Report on Business Performance in 2024.
- Business Plan for 2025.

**2. Mr. Dao Manh Khang, the BOD Chairman presented:**

- Audited financial statements for 2024; Reports on 2024 the BOD's Operation and 2025 Orientation.
- Proposal on dismissal and election of replacement of the BOD Members (term of elected members 2025-2027).

**3. Mr. Nguyen Danh Luong, the BOD Member presented:**

- Submissions on ABBANK Charter (amended), Regulation on Internal Governance (amended) of ABBANK, and Regulation on the BOD Operation (amended).
- Expected remedial plan in case of early intervention for commercial banks according to regulations in 143 of the Law on Credit Institutions.

**4. Mrs. Nguyen Thi Hanh Tam, the BOS Head presented:**

- Report of the BOS on financial appraisal; the BOS's Operation in 2024 and Plan for 2025.
- Submission on the Regulation on the BOS Operation (amended).

**5. Mrs. Do Thi Nhung, the BOD Independent Member presented:**

- Proposal on funds allocation and distributing after-tax profits in 2024.
- Report on remuneration of BOD Members and BOS Members in 2024 and proposals for 2025.

**6. Discussion on Reports and Proposals**

**1) The shareholder commented and proposed:**

- Propose to quickly increase charter capital to 20,000 to 30,000 billion VND before the opportunity of the country's rising era. At the same time, it is necessary to increase the scale of profits more strongly and have a plan to list shares by 2030 to increase liquidity and attractiveness of shares. Seek more foreign shareholders, especially from Japan and Korea to increase value for the Bank and Shareholders when the shares are listed on the stock exchange.

- Attract quality young human resources from reputable formal training institutions through career advancement pathways to prepare resources for breakthrough development.
- Consider expanding the network of Branches/Transaction Offices.
- Improve relations with Shareholders by creating a more frequent communication channel between Shareholders and the Bank.

**The Chairman and the BOD Standing discussed and responded:**

- Increasing charter capital is also the desire of the Bank and the consensus of many Shareholders, including major Shareholders. The Bank's Board of Directors will develop a plan to increase charter capital and submit it to the General Meeting of Shareholders for decision based on an assessment of capital needs to realize strategic goals in the coming years.
- This year, the Bank sets a target of profit before tax VND 1,800 billion, equal to 231% of the 2024 level, which is a challenge, but the Bank will strive to achieve and exceed this target based on the business results of the first quarter of 2025 with many positive prospects.
- Attracting talent and nurturing human resources is always identified by the Bank's BOD as the top priority requirement and task and will research, absorb, and try to do better according to specific suggestions from Shareholders so that the Bank can attract valuable, intelligent, and ethical personnel to increase the value of the organization.
- Regarding increa the number of branches/transaction offices, in the context of technology application, the Bank's BOD will carefully consider the effectiveness compared to technology investment to better approach Customers.
- Regarding the suggestion of seeking for more foreign shareholders, the Bank currently has a foreign strategic shareholder - Maybank, who has been with ABBANK since 2008 and will continue to accompany the Bank in the future. After IFC's divestment, there is still room for foreign investors. When there is an opportunity, the Bank will also consider finding more foreign shareholders for the development of the Bank and on the basis of increasing the interests of Shareholders.



- The Standing BOD has regularly met with the BOM in the past year, closely following the actual situation to handle difficulties and problems that arise; at the same time, it also sees development opportunities. The Bank's BOD always appreciates the trust and commitment of Shareholders over the years, thereby struggling to choose and implement the right development orientation and strategy for the Bank to ensure capital safety, not to grow too fast, and to take risks at all costs. At the same time, clearly perceive the requirements of practice, there is also a need for changes and adjustments. The Bank has reviewed and rearranged the organizational structure, streamlining personnel to create a positive impact on the awareness, responsibility and actions of the team. Properly handle the relationship between work requirements and appropriate human resource organization while accelerating the application of technology to bring the highest efficiency. Regarding increasing charter capital. The form of capital increase is from undistributed profits and additional offerings to existing shareholders. Currently, the Bank still has undistributed profits of over VND 2,300 billion this year. The Bank set a target of achieving profit before tax of VND 1,800 billion, and is expected to add a significant amount as a source of capital increase (excluding the reserve fund to supplement charter capital). Striving to achieve good growth scale in the next 2-3 years, the apparatus is consolidated with higher efficiency, which are good conditions for us to list shares and attract more capital from shareholders and bring the best benefits to shareholders.

2) *Shareholder' comments:*

- Request the Bank to focus on developing individual customers and SMEs; strongly transform digitally, increase the rate of paperless service experience to over 40%; deploy AI technology applications in risk management; focus on growth in the consumer and retail sectors for individual customers and SMEs; ensure financial security, control NPL below 3%; expand Fintech partnership cooperation to introduce more products such as e-wallets; control operating costs well.

**The CEO replied:**

The shareholder's suggestions are also the contents that the Bank is researching and implementing, especially in accelerating the digital banking sector, digital platform business and Fintech partnership cooperation, and these are also groups of solutions to achieve the profit before tax target in 2025 by 231% compared to the level achieved in 2024 as presented to Shareholders.

**3) The shareholders' comments:**

- We, the shareholders, expect the Bank to ensure financial security in business, have a proper and sustainable development strategy plan, but we also expect to receive dividends and a guaranteed dividend rate higher than the bank's interest rate. Therefore, we request that the Board of Directors have a plan for the Bank to develop more strongly and Shareholders will soon receive dividends as desired.

**The Chairman shared and responded:**

- The Bank's BOD is grateful to the Shareholders for their trust, including many Shareholders who have persistently attached to the Bank for a long time. The opinions of the Shareholders are also the concerns of the Bank's BOD. We believe that with the development foundation that we are building and with the positive prospects as well as the efforts being made, the BOD will soon submit to the General Meeting of Shareholders the dividend payment, meeting the expectations of the Shareholders.

**4) Shareholders questioned:**

- The NPL ratio at ABBANK is not in the low group (2.48%). So what is ABBANK's solution to handle bad debt in 2025 to reduce bad debt?

**The Chairman shared and responded:**

- The NPL ratio at the Bank is always controlled below 3% according to regulations at all times (at December 31, 2024, it is 2.48%).

- The Bank makes specific and full provisions for bad debts, gradually increasing the bad debt coverage ratio.

- In 2025, the Bank continues to identify debt settlement as one of the key tasks, which is implemented drastically and synchronously with the goal of reducing the bad debt ratio to below 2%.
- Groups of solutions to control and handle bad debt include:
  - Controlling newly arising NPL includes: Reviewing and accompanying customers in difficulty to have plans to restructure debts early, avoiding loans transfer to NPL; improving the capacity to approach and identify good customers to select suitable customers; improving the quality of credit appraisal and approval; early warning through the management of the current status, developments and risk trends of the portfolio.
  - Handling and recovering bad debt includes: Focusing on prioritizing cash collection, prioritizing key debts; synchronously using many flexible solutions to improve debt handling efficiency; strengthening and perfecting the debt collection and handling team; issuing and implementing policies to promote the effectiveness of debt collection, internal procedures to speed up the work processing progress.
- Strive to not sell more NPL to VAMC in 2025.

## **7. Voting on agenda items and electing replacement members of the BOD**

The General Meeting of Shareholders voted to approve the agenda items presented and discussed at the meeting and elected replacement members of the BOD (term of office of elected members 2025-2027).

## **V. VOTING RESULTS**

Mrs. **Luong Thi Thu Trang** - Head of the Vote Counting Committee announced the results of counting the Voting Sheets and the Ballots - Details according to the attached Minutes of Vote Counting.

Based on the voting results; based on Clause 3, Article 59 of the Law on Credit Institutions; Article 148 of the Law on Enterprises and the provisions of the ABBANK Charter, the General Meeting of Shareholders approved the following contents:

1. Approved the 2024 Business Results Report (attached document).

2. Approved the 2025 Business Plan, in which the profit-before-tax target for 2025 is VND 1,800 billion (attached document).
3. Approved ABBANK's 2023 audited Financial Statements; the Report on 2024 activities and operating orientations for 2025 of the Board of Directors (attached documents).

The General Meeting of Shareholders assigned/authorized the Board of Directors to implement the following contents:

- a) Decide to add additional business lines in accordance with ABBANK's retail business strategic orientation; Carry out procedures and documents to update and supplement business lines according to the provisions of laws.
- b) Review and adjust the Business Plan to reflect the actual situation and direction of state management agencies.

The Board of Directors is responsible for reporting the implementation of the above assigned/authorized tasks (if any arise) to the General Meeting of Shareholders at the nearest meeting.

4. Approved the Report on financial appraisal, 2024 activities and 2025 operating plan of the Board of Supervisors (attached document).

Approved the list of independent auditing companies, including KPMG Company Limited (KPMG), Deloitte Vietnam Company Limited (DELOITTE), Ernst & Young Vietnam Company Limited (E&Y), PWC VIETNAM Company Limited (PWC); and authorized the Board of Directors to select one of the independent audit companies in the list above to audit ABBANK's financial statements for the fiscal years 2026.

5. Approved the Submission of the Board of Directors on the funds allocation and distribution of 2024 profit-after-tax. In particular, to deduct from 2024 profit-after-tax into the reserve fund to supplement charter capital by 10%, financial reserve fund by 10%, bonus and welfare fund by 5%. The remaining profit-after-tax after deduction will be retained, left undistributed (attached document).
6. Approved the Report of the Board of Directors on remuneration for members of the Board of Directors and members of the Board of Supervisors in 2024 and proposal for 2025 (attached document).
7. Approved the ABBANK Charter (attached document) replacing the Charter dated April 29, 2021 and the accompanying amendments and supplements.

8. Approved Regulation on Internal Governance, Regulation on Operation of the Board of Directors, Regulation on Operation of the Board of Supervisors (attached documents) replacing the current Regulations.

Assign the Board of Directors to issue Regulation on Internal Governance, Regulation on Operation of the Board of Directors; assign the Board of Supervisors to issue Regulation on Operation of the Board of Supervisors.

9. Approved the proposed remedial plan in case of early intervention (attached document) specified in Article 143 of the Law on Credit Institutions. Assigned/authorized the Board of Directors to adjust, supplement, and detail the contents of this plan in accordance with the provisions of law, the actual situation of ABBANK and/or the direction and guidance of the management agency and report to the State Bank of Vietnam.
10. Acknowledged the ceasing of the Board of Directors membership of Dato' John Chong Eng Chuan due to the change of Maybank's capital representative at ABBANK; approved the dismissal of Mr. Tran Ba Vinh as an independent member of the Board of Directors who submitted his resignation letter according to his personal wishes.
11. Elected Mr. Syed Ahmad Taufik Albar as a member of the Board of Directors and Mr. Trinh Thanh Hai as an independent member of the Board of Directors of ABBANK (term of elected members: 2025-2027).

## **VI. CLOSING THE MEETING**

Mr. **Tran Nam Son** - Secretary read out the draft Minutes of the meeting.

The ABBANK General Meeting of Shareholders voted to approve the full text of the Minutes with 100% approval.

The 2025 Annual General Meeting of Shareholders of ABBANK closed at 12:15 on the same day.

### **SECRETARIES**

*(Signed)*

**Tran Nam Son**

*(Signed)*

**Vu Phuong Duyen**

### **CHAIRMAN**

*(Signed)*

**Dao Manh Khang**

**BIÊN BẢN KIỂM PHIẾU BIỂU QUYẾT**  
**ĐẠI HỘI ĐỒNG CỔ ĐÔNG THƯỜNG NIÊN NĂM 2025**  
**NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN AN BÌNH**  
**MINUTES OF VOTE COUNTING**  
**2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**AN BINH COMMERCIAL JOINT STOCK BANK**

(Hà Nội, ngày 18/4/2025 / Hanoi, April 18, 2025)

**I. MỤC ĐÍCH, THỜI GIAN VÀ ĐỊA ĐIỂM KIỂM PHIẾU / PURPOSE, TIME AND LOCATION OF VOTE COUNTING**

1. Mục đích kiểm phiếu: Kiểm phiếu xác định kết quả biểu quyết của Đại hội đồng Cổ đông thường niên năm 2025 của Ngân hàng Thương mại Cổ phần An Bình (ABBANK)

*Purpose of vote counting: Vote counting to determine the voting results of the 2025 Annual General Meeting of Shareholders of An Binh Commercial Joint Stock Bank (ABBANK).*

2. Thời gian kiểm phiếu: Bắt đầu hồi 11 giờ 15 phút ngày 18/4/2025, kết thúc lúc 11 giờ 30 phút cùng ngày.

*Vote counting time: Started at 11:15 AM on April 18, 2025 and ended at 11:30 AM on the same day.*

3. Địa điểm kiểm phiếu: Nơi tiến hành cuộc họp Đại hội đồng Cổ đông thường niên năm 2025 của ABBANK tại Hội trường Tầng 4, Tòa nhà Geleximco, Số 36 Phố Hoàng Cầu, Phường Ô Chợ Dừa, Quận Đống Đa, TP. Hà Nội.

*Location of counting votes: Place where the 2025 Annual General Meeting of Shareholders of ABBANK is held at the Hall on the 4th Floor, Geleximco Building, No. 36 Hoang Cau Street, O Cho Dua Ward, Dong Da District, Hanoi City.*

**II. THÀNH PHẦN BAN KIỂM PHIẾU / THE VOTE COUNTING COMMITTEE**

Thành phần Ban Kiểm phiếu được Đại hội đồng Cổ đông bầu ra gồm:

*The members of the Vote Counting Committee elected by the General Meeting of Shareholders include:*

1. Bà/Mrs. Lương Thị Thu Trang, Trưởng Ban kiểm phiếu / Chairwoman

2. Bà/Mrs. Nguyễn Thị Huyền, Thành viên / Member
3. Bà/Mrs. Nguyễn Thị Hồng Phượng, Thành viên / Member
4. Bà/Mrs. Lương Thị Thảo Uyên, Thành viên/ Member
5. Bà/Mrs. Phạm Ngân Giang, Thành viên/ Member

### III. NỘI DUNG PHẠM VI KIỂM PHIẾU / SCOPE OF VOTE COUNTING

Ban Kiểm phiếu tiến hành kiểm phiếu đối với các nội dung biểu quyết cụ thể tại:

*The Vote Counting Committee conducted the vote counting for voting contents at:*

- Phiếu biểu quyết (Phiếu số 1) về việc thông qua các Báo cáo, Tờ trình, Điều lệ, Quy chế, Phương án đã được trình bày theo Chương trình nghị sự của cuộc họp.

*Voting slip (Form No. 1) on the approval of Reports, Proposals, Charter, Regulations, and Plans presented according to the agenda of the meeting.*

- Phiếu bầu thành viên HĐQT (Phiếu số 2)

*Ballot for BOD members (Form No. 2)*

### IV. KẾT QUẢ KIỂM PHIẾU BIỂU QUYẾT / VOTING RESULTS

- Tổng số Cổ đông của ABBANK **26.670** Cổ đông, sở hữu tổng số vốn điều lệ **10.350.367.620.000** (mười nghìn ba trăm năm mươi tỷ, ba trăm sáu mươi bảy triệu, sáu trăm hai mươi nghìn) đồng tương ứng với **1.035.036.762** (một tỷ không trăm ba mươi lăm triệu, không trăm ba mươi sáu nghìn, bảy trăm sáu mươi hai) cổ phần phổ thông có quyền biểu quyết.

*Total number of shareholders of ABBANK **26,670** shareholders, owning total charter capital of **10,350,367,620,000** (ten thousand three hundred and fifty billion, three hundred and sixty seven million, six hundred and twenty thousand) VND corresponding to 1,035,036,762 (one billion thirty five million, thirty six thousand, seven hundred and sixty two) common shares with voting rights.*

- Tính đến 10h30, tổng số có **219** cổ đông và người đại diện theo ủy quyền hợp lệ của cổ đông sở hữu **756.841.829** (bảy trăm năm mươi sáu triệu, tám trăm bốn mươi nghìn, tám trăm hai mươi chín) cổ phần đã có mặt dự họp và tham gia biểu quyết, chiếm tỷ lệ **73,12%** tổng số cổ phần phổ thông có quyền biểu quyết của ABBANK.

*As of **10:30am**, a total of **219** shareholders and valid authorized representatives of shareholders owning **756,841,829** (seven hundred fifty six billion, eight hundred forty one million, eight hundred twenty nine) shares were present at the meeting and participated in the vote, accounting for 73.12% of the total number of common shares with voting rights of ABBANK.*



**Kết quả kiểm phiếu cụ thể / Detail of vote counting results:**

	<b>Số cổ phần biểu quyết</b> Number of voting shares	<b>Tỷ lệ phần trăm trên Số cổ phần tham dự họp (%)</b> Percentage calculated on Number of shares attending the meeting (%)
<b>1. Báo cáo kết quả hoạt động kinh doanh năm 2024</b> <i>2024 Business Performance Report</i>		
Đồng ý / Agree	756.787.501	99,9928%
Không đồng ý / Disagree	23.100	0,0031%
Không ý kiến / Abstain	31.028	0,0041%
Không hợp lệ / Invalid	200	0,0000%
<b>2. Kế hoạch kinh doanh năm 2025</b> <i>Business plan for 2025</i>		
Đồng ý / Agree	756.126.482	99,9055%
Không đồng ý / Disagree	638.487	0,0844%
Không ý kiến / Abstain	76.660	0,0101%
Không hợp lệ / Invalid	200	0,0000%
<b>3. Báo cáo tài chính; Báo cáo của HĐQT về hoạt động năm 2024 và định hướng hoạt động 2025</b> <i>Financial statements; Report of the Board of Directors on activities in 2024 and orientation for activities in 2025</i>		
Đồng ý / Agree	756.734.186	99,9858%
Không đồng ý / Disagree	23.105	0,0031%
Không ý kiến / Abstain	74.028	0,0098%
Không hợp lệ / Invalid	10.510	0,0014%
<b>4. Báo cáo của Ban kiểm soát về thẩm định tài chính, hoạt động năm 2024 và Kế hoạch hoạt động năm 2025</b> <i>Report of the Board of Supervisors on financial appraisal, the operational in 2024 and Operational Plan in 2025</i>		
Đồng ý / Agree	756.834.974	99,9991%
Không đồng ý / Disagree	5	0,0000%
Không ý kiến / Abstain	6.850	0,0009%
Không hợp lệ / Invalid	0	0,0000%
<b>5. Tờ trình về trích lập các quỹ và phân phối lợi nhuận năm 2024</b>		

	Số cổ phần biểu quyết Number of voting shares	Tỷ lệ phần trăm trên Số cổ phần tham dự họp (%) Percentage calculated on Number of shares attending the meeting (%)
<b>Report on fund allocation and profit distribution in 2024</b>		
Đồng ý / Agree	756.064.360	99,8973%
Không đồng ý / Disagree	673.487	0,0890%
Không ý kiến / Abstain	93.472	0,0124%
Không hợp lệ / Invalid	10.510	0,0014%
<b>6. Báo cáo về thù lao thành viên HĐQT, Ban Kiểm soát năm 2024 và đề xuất cho năm 2025</b> <i>Report on remuneration of members of the Board of Directors and Board of Supervisors in 2024 and proposals for 2025</i>		
Đồng ý / Agree	755.983.375	99,8866%
Không đồng ý / Disagree	650.382	0,0859%
Không ý kiến / Abstain	197.562	0,0261%
Không hợp lệ / Invalid	10.510	0,0014%
<b>7. Điều lệ ABBANK</b> <i>ABBANK's Charter</i>		
Đồng ý / Agree	756.800.291	99,9945%
Không đồng ý / Disagree	0	0,0000%
Không ý kiến / Abstain	31.028	0,0041%
Không hợp lệ / Invalid	10.510	0,0014%
<b>8. Quy chế nội bộ về quản trị</b> <i>Internal Regulation on Governance</i>		
Đồng ý / Agree	756.765.291	99,9899%
Không đồng ý / Disagree	35.000	0,0046%
Không ý kiến / Abstain	31.028	0,0041%
Không hợp lệ / Invalid	10.510	0,0014%
<b>9. Quy chế Hoạt động của Hội đồng Quản trị</b> <i>Regulation Operation of the Board of Directors</i>		
Đồng ý / Agree	756.800.291	99,9945%
Không đồng ý / Disagree	0	0,0000%

	Số cổ phần biểu quyết Number of voting shares	Tỷ lệ phần trăm trên Số cổ phần tham dự họp (%) Percentage calculated on Number of shares attending the meeting (%)
Không ý kiến / <i>Abstain</i>	31.028	0,0041%
Không hợp lệ / <i>Invalid</i>	10.510	0,0014%
<b>10. Quy chế Hoạt động của Ban Kiểm soát</b> <i>Regulation on the Operation of the Board of Supervisors</i>		
Đồng ý / <i>Agree</i>	756.800.291	99,9945%
Không đồng ý / <i>Disagree</i>	0	0,0000%
Không ý kiến / <i>Abstain</i>	31.028	0,0041%
Không hợp lệ / <i>Invalid</i>	10.510	0,0014%
<b>11. Phương án khắc phục dự kiến trong trường hợp được can thiệp sớm theo Điều 143 Luật Các tổ chức tín dụng</b> <i>Proposed remedial plan in case of early intervention according to Article 143 of the Law on Credit Institutions</i>		
Đồng ý / <i>Agree</i>	756.626.391	99,9715%
Không đồng ý / <i>Disagree</i>	0	0,0000%
Không ý kiến / <i>Abstain</i>	204.928	0,0271%
Không hợp lệ / <i>Invalid</i>	10.510	0,0014%
<b>12. Ghi nhận việc chấm dứt tư cách thành viên HĐQT đối với Ông John Chong Eng Chuan do cổ đông Maybank thay đổi người đại diện vốn tại ABBANK; thông qua việc miễn nhiệm thành viên HĐQT và Ông Trần Bá Vinh có đơn xin từ nhiệm theo nguyện vọng cá nhân.</b> <i>Acknowledged the ceasing of the Board of Directors membership of Dato' John Chong Eng Chuan due to the change of Maybank's capital representative at ABBANK; approved the dismissal of Mr. Tran Ba Vinh as an independent member of the Board of Directors who submitted his resignation letter according to his personal wishes.</i>		
Đồng ý / <i>Agree</i>	756.691.053	99,9801%
Không đồng ý / <i>Disagree</i>	0	0,0000%
Không ý kiến / <i>Abstain</i>	150.576	0,0199%
Không hợp lệ / <i>Invalid</i>	200	0,0000%
<b>13. Bầu ông Syed Ahmad Taufik Albar làm thành viên HĐQT (nhiệm kỳ thành viên 2025-2027)</b> <i>Elect Mr. Syed Ahmad Taufik Albar as the BOD member (term of membership 2025-2027)</i>		

		Số cổ phần biểu quyết Number of voting shares	Tỷ lệ phần trăm trên Số cổ phần tham dự họp (%) Percentage calculated on Number of shares attending the meeting (%)
TT No.	Họ tên ứng viên Candidate's full names	Số phiếu bầu cho ứng viên / Number of votes for candidate	Ghi chú Notes
1	Ông/Mr. Syed Ahmad Taufik Albar	756.841.729	
<b>14. Bầu ông Trịnh Thanh Hải làm thành viên độc lập HĐQT (nhiệm kỳ thành viên 2025-2027)</b> <i>Elect Mr. Trinh Thanh Hai as the BOD independent member (term of membership 2025-2027)</i>			
TT No.	Họ tên ứng viên Candidate's full names	Số phiếu bầu cho ứng viên / Number of votes for candidate	Ghi chú Notes
1	Ông/Mr. Trịnh Thanh Hải	756.841.729	

#### V. CÁC NỘI DUNG BIỂU QUYẾT ĐÃ ĐƯỢC ĐẠI HỘI ĐỒNG CỔ ĐÔNG THÔNG QUA

- Căn cứ Khoản 3 Điều 59 Luật các Tổ chức tín dụng; Điều 3 và Điều 148 Luật Doanh nghiệp và các quy định của Điều lệ ABBANK, đối với tất cả các vấn đề được đưa ra biểu quyết tại cuộc họp Đại hội đồng Cổ đông thường niên 2025, Nghị quyết của Đại hội đồng Cổ đông được thông qua nếu được cổ đông đại diện trên 50% tổng số phiếu biểu quyết của tất cả cổ đông dự họp tán thành, riêng việc bầu thành viên HĐQT và thành viên Ban Kiểm soát thực hiện theo phương thức bầu dồn phiếu.

*Pursuant to Clause 3, Article 59 of the Law on Credit Institutions; Article 3 and Article 148 of the Law on Enterprises and the provisions of ABBANK's Charter, for all contents to be voted on at the 2025 Annual General Meeting of Shareholders, the Resolution of the General Meeting of Shareholders shall be passed if approved by shareholders representing more than 50% of the total number of votes of all shareholders attending the meeting, except for the election of members of the Board of Directors and members of the Board of Supervisors, which shall be carried out by cumulative voting.*

- Căn cứ kết quả kiểm phiếu biểu quyết được báo cáo trên đây,

*Based on the voting results reported above,*

Tất cả các nội dung được đưa ra biểu quyết đã thoả mãn điều kiện quy định về số phiếu tối thiểu để được thông qua. Theo đó, Đại hội đồng Cổ đông ABBANK đã thông qua toàn bộ các nội dung được đưa ra biểu quyết và đã bầu thay thế 2 thành viên HĐQT tại cuộc họp thường niên năm 2025.

*All the contents submitted for voting have satisfied the conditions prescribed for the minimum number of votes to be passed. Accordingly, the ABBANK's General Meeting of Shareholders has approved all the contents proposed for voting and elected to replace 2 members of the Board of Directors at the 2025 annual meeting.*

Biên bản kiểm phiếu này được lập và thông qua trước toàn thể các Thành viên Ban Kiểm phiếu ngay sau khi việc kiểm phiếu kết thúc.

*This vote counting minutes is prepared and approved by all members of the Vote Counting Committee immediately after the vote counting is completed.*

Biên bản kiểm phiếu này được lập thành một bản chính, đã được các Thành viên Ban Kiểm phiếu ký tên xác nhận và được công bố công khai tại cuộc họp Đại hội đồng Cổ đông thường niên năm 2025.

*This vote counting minutes is made into one original copy, signed and confirmed by the members of the Vote Counting Committee and publicly announced at the 2025 Annual General Meeting of Shareholders.*

**CHỮ KÝ CỦA CÁC THÀNH VIÊN BAN KIỂM PHIẾU**  
**SIGNATURES OF MEMBERS OF THE VOTE COUNTING COMMITTEE**

**Trưởng Ban Kiểm phiếu / Chairwoman of the Committee**



**Lương Thị Thu Trang**

**Các thành viên / Members**



**Nguyễn Thị Huyền**



**Nguyễn Thị Hồng Phượng**



**Lương Thị Thảo Uyên**



**Phạm Ngân Giang**



# REPORT ON BUSINESS RESULTS 2024



Meeting  
Documents

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**REPORT ON BUSINESS PERFORMANCE IN 2024***(Submitted to the Annual General Meeting of Shareholders for approval)***A. OVER VIEW REPORT****I. Market overview in 2024**

In 2024, the global economy continued its slow recovery from the COVID-19 pandemic, but still faced some negative impacts from geopolitical conflicts such as the war in Ukraine and instability in the Middle East. Inflation cooled, prompting central banks in major economies to reduce interest rates in the second half of 2024. Global commodity prices eased, and monetary and fiscal policies were gradually relaxed. The International Monetary Fund (IMF) forecasted global economic growth in 2024 at 3.2%, slightly down from 3.3% in 2023.

The Vietnamese economy operated in the context of a gradually recovering global economy, with global trade remaining uncertain and facing numerous risks and uncertainties. It was unavoidable that the economic performance of major economies, which are also Vietnam's key export markets, would impact the country's economy. Additionally, domestic demand weakened, leading to an economic growth of 7.09% for Vietnam in 2024. The key factors influencing Vietnam's economic growth in 2024 include:

- The drivers of Vietnam's economic growth in 2024 relied on export turnover, private sector investment, and foreign direct investment (FDI). However, the disbursement of public investment remained relatively slow, with VND 548.6 trillion VND disbursed, accounting for 72.9% of the plan, lower than the 82.47% rate of 2023;
- Manufacturing sector: The manufacturing PMI index dropped below 50 points in December, indicating that overall business conditions slightly worsened at the end of the year due to increased inflationary pressures in December. Both input costs and output prices rose at a faster pace compared to January;
- The service sector, particularly in areas such as retail, accommodation, food services, entertainment, and passenger transport, experienced considerable growth due to the recovery and resurgence of tourism throughout the year. The logistics sector also saw improvements, supported by investments in the expansion and development of infrastructure, including road, rail, airport, and seaport facilities;



- FDI realized in Vietnam in 2024 was estimated to reach USD 25.35 billion, an increase of 9.4% compared to the same period last year. The disbursement of FDI was at its highest level ever, and this capital flow would be a crucial contributor to the economy's self-growth, alongside public investment, as private investment remains very low at present;
- Business activity: In 2024, the country saw more than 233.4 thousand newly established and returning businesses, an increase of 7.1% compared to 2023, and 1.2 times the number of businesses exiting the market. On average, nearly 19.5 thousand businesses were newly established or resumed operations each month, while 16.5 thousand businesses exited the market;

In 2024, many banks have made improvements in controlling bad debts. Compared to the period of 2022-2023, the rate of bad debt formation has decreased significantly. Specifically, in 2022, bad debts increased by nearly 36% compared to the previous year, and in 2023, the increase continued to reach 45%. However, by 2024, the growth rate of bad debts began to slow down, reducing to only 15.85%.

## **II. Overview of business performance in 2024**

In 2024, An Binh Commercial Joint Stock Bank (ABBANK) achieved positive results in expanding its overall scale and all safety ratios were well controlled in accordance with the regulations of the State Bank of Vietnam (SBV). However, amidst the general difficulties of the Vietnamese economy in 2024, profits before tax did not meet the set targets.

With a strategic direction towards retail banking, action plans to serve the needs of retail banking (RB) customers and small and medium-sized enterprises (SMEs) have been prioritized by ABBANK since the beginning of 2024. ABBANK has recorded growth in the number of customers in both strategic customer segments, RB customers and SMEs, the scale of transactions through digital channels has also seen appropriate growth in line with the digital transformation trend in the market.

Items		Actual		Plan 2024	2024 vs 2023 %	Actual vs Plan 2024 %
		2024	2023			
Scale	Total assets	176,619	161,977	170,000	109%	104%
	Credit loan	110,099	102,448	116,272	107%	95%
	Customer deposits and valuable papers	109,960	115,654	113,349	95%	97%
Efficiency	Profit before tax	779	513	1,000	152%	78%
	%NFI & Guarantee fee	14.53%	21.30%	13.66%	-6.77%	+0.87%
Quality	NPL ratio	2.48%	2.17%	<3%	+0.31%	
	NPL coverage ratio	49.99%	52.48%		-2.49%	
	CAR	9.99%	11.07%	>8%	-1.08%	
	LDR	68.02%	68.39%	<85%	-0.37%	
Customer	Number of RB customer and SMEs	2,267,786	2,117,097		107%	
	Number of transactions on digital channels	52,527,379	30,883,546		170%	

The Chief Executive Officer respectfully submits and presents to the Shareholders' Meeting for approval the Report on the Business Performance of ABBANK for the year 2024.

**ON BEHALF OF AN BINH JSC BANK**

**CHIEF EXECUTIVE OFFICER**

*(Signed)*

**Pham Duy Hieu**

## **B. DETAIL REPORT**

### **I. Business performance**

#### **1. Retail banking**

Compared to 2023, the number of retail banking customers continued to grow, reaching 2,227,115 customers, equivalent to 107%. Along with that, non-term deposits reached 4,406 billion VND, achieving 107% compared to 2023), driven by the digitalization of payment products such as QR code payments, automatic bill payments, opening beautiful account numbers, and lucky money through the app...

At the same time, ABBANK implemented platform system upgrade projects to enhance customer experience and improve transaction security, including:

- Upgrading the eKYC technology, ensuring the integration of national population data: verifying the chip-based citizen ID, preventing risks when opening online accounts, and enhancing transaction security...
- Continuously upgrading and improving the performance of core functions of the card system and mobile banking system to ensure continuity of card services, payments, and multi-channel transfers. It also deployed convenient features such as opening online beautiful account numbers and connecting with partners...

Term deposits achieved strong results in key goals, such as encouraging customers to open online savings accounts through more attractive policies compared to in-branch deposits (the online savings rate reached 39%). Term deposit balances with maturities of 6 to 9 months grew significantly in 2024. The deposit products were designed and adjusted to enhance diversity, flexibility, and specialization with a customer-centric approach.

In 2024, credit products continued to be reviewed and improved to meet the credit needs of basic customer segments, while focusing on in-depth research of the market and specific customer segments. The bank concentrated on developing credit solutions tailored to each segment and customer profile, delivering the best customer experience by continuously improving and optimizing processes to fit practical needs, reducing processing time, while ensuring controls and minimizing credit risks for the bank.

#### **2. Small- and- medium enterprises**

In 2024, the scale indicators of the SME all grew strongly, specifically: net increase in outstanding loans of 6,332 billion VND, net increase in deposits of 327 billion VND. Total operating income (TOI) reached 657 billion VND, of which TOI from lending activities accounted for 52%, in line with the 2024 orientation of focusing on credit scale growth.

The driving force for TOI growth came from the growth in the number of new customers and customers granting new credit limits, respectively 2.178 and 306 customers, in which, focusing on granting new credit limits to customers from the SME segment and above.

ABBank promoted customer understanding and had suitable financial solutions for customers according to specific business lines and value chain financing (*Construction Contractors with State Budget Capital; Pharmaceutical Enterprises, Medical Supplies & Equipment; Vietnam Airlines Ticket Agents*).

ABBank strived to provide customers with ABBank Business Digital Banking utilities. Since its official launch in late May 2024, customers have been migrated to the ABBank Business platform with a positive usage rate of 70% for new customers and 55% for existing customers. The new international money transfer feature launched in December 2024 helped to move 14% of international money transfer transactions from offline to online.

### **3. Wholesale banking**

Total operating income (TOI) increased by 29% compared to 2023. This is the result of key actions in capturing market fluctuations, providing tailor-made solutions, increasing the efficiency of investment and securities trading activities, increasing net fee income from: currency management and payment, deferred letters of credit (UPAS LC), guarantees and financial arrangement commitments, ....

The year 2024 marks a strong digital transformation with a focus on high-tech solutions, non-cash payments, support for remote transactions, increased convenience for Customers such as: electronic payment system (e-payment) directly connected to EVN, building a centralized authentication and digital signing system, collection via Virtual Account, bilateral electronic payment with the State Treasury, collection of seaport infrastructure fees, launch of a multi-channel transaction system new, modern - Omni channel on both web and App platforms safety, security and new features are constantly updated.

### **4. Digital transformation**

In 2024, ABBANK continued to orient its business towards the customer-centric and achieved many important milestones in digital banking strategic projects, by successfully deploying OmniChannel for Corporate (ABBank Business) and OmniChannel for Retail (ABBank) both in 9 months entirely with internal resources, with the number of resources for the project being 1/3 compared to other banks in Vietnam:

- In June 2024, it officially provided Corporate Customers with a completely new digital transaction platform ABBANK Business on an advanced technology platform, superior experience, multi-layered security information (including FIDO standard security methods and 2-layer authentication security), helping customers transact 24/7 on all platforms (Mobile and Web), providing practical services to customers' needs such as fast and simple online international money transfers, integrating a digital assistant system on the application platform to always remind and notify customers all due payments,...

- In December 2024, the digital banking application for Retail Customers (ABBANK) was also officially launched, gradually converting the customer base to the new digital banking platform to gradually replace the ABDitizen application.
- Completed the implementation of biometric support solutions at the counter for 165 branches;
- In addition, ABBANK continuously updated the platform to meet the circulars and regulations of state management agencies, in order to maintain continuity in customer transactions as well as meet the requirements on transaction safety and information security in online transactions of the management agency.
- At the same time, in order to enhance the experience for customers using digital platforms in transactions, ABBANK is also implementing a project to directly connect the OmniChannel system with the Research - Application Center for Population Data and Citizen Identification (RAR center) under the Ministry of Public Security.

With the results achieved from investing in digital platforms, in 2024, ABBANK recorded significant growth on digital channels in many different important indicators, specifically:

- For the Retail segment:
  - The number of customers on digital channels increased by 11.6%
  - The total number of transactions on digital channels increased by 70%
  - The balance of online savings deposits at the end of the period increased by 95%
- For the Corporate segment:
  - The number of customers on digital channels increased by 40.9%
  - The total number of transactions on digital channels increased by 141%
  - The proportion of transactions on digital channels reached 52%, an increase of 58%
  - The number of online international money transfer transactions reached 6,000 transactions for the first time, even though it was only launched in the last 2 months of 2024.

## **5. Treasury**

In the Government bond market, ABBank is an active participant in trading and contributing to the development of the market. In 2024, ABBank successfully issued bonds with a face value of 3,000 billion VND, with a term of 2-3 years and an interest rate of 5-6% per year, in order to meet the capital demand and diversify the funding sources.

Besides, ABBANK continued to proactively review and evaluate the effectiveness of its investment and capital contribution portfolio, in alignment with the bank's strategy.

## **6. Liquidity capacity and other safety ratios**

In the first quarter of 2024, market liquidity was abundant, and interest rates in the interbank market remained low, ranging from 0% to 3%. However, under pressure

from exchange rates and increasing loan outstanding balances, interest rates surged sharply to 4%-6% from the beginning of Q2/2024 and remained around an average of 4%-4.5% until the end of the year. Regarding policy rates, the State Bank of Vietnam (SBV) continued to maintain its policy interest rates unchanged (since June 2023), in the context of global interest rates remaining high, while flexibly adjusting the OMO rate (gradually increasing from 4% to 4.5% mid-year and then reducing to 4.0% from August 2024 through the end of the year) to ensure liquidity for credit institutions, thereby enabling support for the economy. ABBANK consistently aligned with the SBV's monetary policy management and ensured a stable funding source across both markets, maintaining a liquidity coverage ratio for each currency type at ABBANK that always exceeds the SBV's regulatory requirements.

Along with this, cash flow scenarios were developed and projected on a daily basis, serving as the basis for liquidity management and capital balancing. Interest rate movements in the markets were closely monitored on a daily basis, and internal interest rates were applied according to the new mechanism and adjusted promptly.

## 7. Debt collection

Results of NPLs and problem loans collection by the end of December 31, 2024 are as follows:

*Unit: billion VND*

Cash collection		Converted assets	Other debt collections	Total
Principal collection	Interest collection			
<b>2,725</b>	<b>270</b>	<b>235</b>	<b>763</b>	<b>3,994</b>

In 2024, ABBANK successfully resolved and recovered **3,994 billion VND** in non-performing loans (NPLs) and problematic debt, marking a 34% increase compared to 2023, contributing **VND 647 billion** to total income. This very positive result also helped reduce the NPL ratio and enhance the overall business performance of ABBANK. Specifically, the on-balance-sheet NPL ratio as of December 31, 2024, was controlled at 2.48%, ensuring it remained below the 3% threshold as required by the State Bank of Vietnam.

## 8. Credit quality

Throughout 2024, ABBANK consistently maintained its non-performing loan (NPL) ratio below 3%, in compliance with the regulations of the State Bank of Vietnam. As of December 31, 2024, the NPL ratio under Circular 31/2024/TT-NHNN stood at 2.48%, an increase of 0.31% compared to December 31, 2023. Outstanding NPLs at ABBANK increased by 834 billion VND year-on-year, aligning with the industry-wide upward trend in NPLs. The increase in ABBANK's NPLs was largely influenced by broader economic factors, including fluctuations in both the global and domestic economies, the sluggish recovery of the real estate market, and the impact of

natural disasters such as Typhoon Yagi. NPLs were primarily concentrated in the Retail Banking and Small and Medium Enterprise (SME) segments, which are more vulnerable to market volatility.

Since 2024, ABBANK has been standardizing its credit approval process, streamlining its credit policy framework, and enhancing operational efficiency to improve customer service, simplify documentation, reduce processing time, and strengthen risk management. The NPL ratio for new loan disbursements in 2024 remained at a low level.

The Wholesale Banking segment demonstrated strong credit quality, with no new NPLs recorded in 2024, along with a significant growth rate.

In 2024, ABBANK fully allocated general and specific loan loss provisions in accordance with the regulations of the State Bank of Vietnam and the Government's Decree. The bank maintained the highest possible NPL coverage ratio, based on its financial capacity and prevailing conditions. Specifically:

- Provision for credit losses as of December 2024 is as follows:
  - Specific provision: 1,106.16 billion dong
  - General provision: 809.07 billion dong
  - NPL coverage ratio: 50%
- Provision used for write-off in 2023: 70.98 billion dong
- VAMC bond: 1,806.35 billion dong

## **II. Operational – organizational results**

### **1. Risk management**

ABBANK has completed the risk management framework as required by Circular 13/2018/TT-NHNN. Risk appetite, policies and regulations on key risks have been completed and reviewed and updated annually in accordance with changes in the business environment as well as the adjustment of organizational structure. The Bank clearly applies the principle of independence between lines of defense as well as applies the responsibility assignment model (RACI) to increase efficiency and quality in management work.

ABBANK continued to implement and monitor the Risk Appetite, regularly updating policies and regulations regarding key risks to ensure alignment with changes in the business environment as well as adjustments to organizational structures.

Proactive risk monitoring is emphasized to early detect and record any suspicious signs in customer transaction behavior, with enhanced risk control measures related to human factors, systems, and processes to improve risk management efficiency.

Business Continuity Planning (BCP) activities are regularly conducted through field exercises and the refinement of incident response procedures within the bank. In 2025, this activity will continue to be strengthened to better control potential risks that could impact liquidity incidents.



ABBANK has developed and prioritized inbuilding quantitative risk models to help decision-making have higher accuracy and gradually reduce decision-making based on qualitative factors. In 2024, ABBANK implemented and applied the B-score model in credit approval for existing customers, while also conducting credit risk forecasting across all SME and Retail Banking segments. In 2025, ABBANK will continue to apply the A-score model for credit approval of new customers and develop IFRS-compliant models in preparation for the adoption of IFRS financial reporting standards. At the same time, ABBANK is actively implementing key components of Basel III to gradually advance its risk management framework to a higher level.

## **2. Banking technology and Operation**

In 2024, ABBANK has continued to promote the applications of technology to serve the transformation goals, specifically:

- The system of application software at ABBANK has basically met the operational and management requirements, including developing products and services provided to customers, supporting business activities as well as risk management and finance, governance, reporting/compliance.
- In 2024, ABBANK has continued to operate and effectively exploit the group of credit supporting applications including the LOS system has integrated with retail banking customer credit scoring systems and CIC information, debt reminder application and debt management. Group of internal management solutions including E-Invoice for accounting, internal communication page on risk management at ABBANK, Identity Management – IDM, e-office, the transactions are registered using digital technology, Risk-Weighted Assets system - RWA, The Data Governance framework and the core applications ; The DevSecOps toolchain helps ABBANK automate the application integration and deployment process, contribute to bringing products and services to customers quickly and continuously; the microservices architecture and the modern ESB/API middle layer system enable the capability of Open Banking to provide financial services to customers.
- The bank has also optimized customer experience with modern and convenient journeys for retail customers on ABBANK Mobile application developed by ABBANK internal team (replaced ABDitizen); officially launched ABBANK Business to serve corporate customers; successfully upgraded the card system and implemented information security solutions such as upgrading the SIEM system and the security orchestration and automation response solution (SOAR), the database firewall system, the attack simulation and proactively preventing security breach solution, etc. At the same time continuing to develop digital banking applications, upgrading the core system (corebanking) to serve the needs of customers in line with the trends and orientations of the industry; strengthening the application of technology in operations and management, risk analysis and prevention, and investing and having appropriate solutions to ensure the security and safety of IT systems.

- ABBANK has focused on improving and streamlining processes, focusing on customer centricity, increasing productivity by applying technology, increasing automation in operations activities, specifically by each operational segment; enhancing the applications of technology to operation and management, risk analysis and prevention, investing appropriate solution to ensure the information security.

### **3. Network development**

As of December 31, 2024, ABBANK's network consisted of a total of 165 transaction points, including 35 branches and 130 transaction offices across 34 provinces/cities nationwide. In 2024, ABBANK continued renovating its infrastructure, installing signs with high quality materials and modern designs at transaction points to enhance brand recognition and provide the best experience for customers. As for the activity of network development, ABBANK focused on reviewing and enhancing efficiency of its current network system before deploying plan for new opening according to the SBV's orientation.

### **4. Branding**

In 2024, ABBANK continued strengthening its community activities, focusing on sustainable development in Environment, Education, and Healthcare. The bank launched quarterly CSR initiatives with creative forms and lasting positive impacts. The 2024 Tet An Binh campaign involved customers, the community, and employees in supporting planting 50,000 large trees, a figure equal to the total grown in the previous four years combined. The Hanh trinh van dam – Uom ngan Uoc mo campaign successfully raised funds for building key projects for children in Son La. At the same time, activities such as gift donations and support for disadvantaged communities and disaster victims were carried out promptly and responsibly.

Regarding branch channel management, in 2024, ABBANK identified and synchronized essential financial solutions and products to be implemented across business units (BU) in alignment with the new corporate identity (CI).

On the other hand, ABBANK has strengthened its owned channels, enhancing the quantity and quality of marketing and branding content across various digital platforms such as the Website, Facebook, Instagram, Zalo, and YouTube. The Facebook channel achieved a 2.3x increase in followers and a 3.4x rise in customer reach compared to 2023. Meanwhile, the website attracted nearly 1 million new visitors, marking a 5% growth compared to 2023.

Moreover, ABBANK's established digital advertising platform marks a significant advancement in the capability to engage customers by leveraging customer journey data analytics to understand their financial needs. This approach optimizes marketing costs and increases customer awareness and conversion by over 30%.

## 5. Human resource management

Human resources always been the leading decision factor for the sustainable success of the ABBANK. Therefore, in 2024, ABBANK has devoted significant efforts in order to recruiting, training, developing and retaining high skilled and experienced personnel.

- **Talent acquisition:** In addition to providing quality human resources for daily business operations, one of ABBANK's top priorities in 2024 is to expand cooperation with prestigious universities in order to develop a team of fresh and enthusiastic personnel.
- **Training and development:** 2024 marks a vibrant year of training activities with more than 600 courses and 46,000 learning turns. With the support of the online learning system first launched in the second quarter of 2024, training activities have changed significantly according to the Bank's strategy.
- **Program "Improving management and leadership capacity - ABB Excel Leadership - ABBELL":** The ABBELL Program is a strong affirmation of the commitment to building an elite and excellent leadership team and taking ABBANK further on the path to conquering new heights. The ABBELL First Program Course has been deployed with the first 50 participants from the management team at all levels, carefully selected and interviewed.
- **Human resource policy**
  - Based on ABBANK's orientation to become an efficiency-oriented organization, ABBANK's salary and bonus regimes are paid based on Bank/Division business efficiency and Employees capacity, performance, ensuring equal and fair opportunities for all employees.
  - ABBANK creates friendly, open working environment and aims for efficiency of all employees. Each employee is eligible to rotation in order to experience new job positions that are suitable for their personal capacity, providing opportunities for professional growth and development and ensuring a healthy work-life balance.

## 6. Transformation roadmap for 2024 and preparation steps for 2025

In 2024 – the second year of the 5-year Transformation Phase (2024-2028), ABBANK continued to focus on implementing strategic initiatives and projects to support business operations, internal management, and enhance technological infrastructure capabilities. Specifically:

No	Project Name	Status
<b>Technology Projects Implemented in 2024</b>		
1	Deployment of the Omni Channel Digital Platform for Retail and Corporate Customers	The ABB Business platform (Corporate Banking) has been officially launched for all customers in May 2024. The ABBANK app (Retail Banking) has been rolled out for internal customers and is expected to be launched for all customers in Q2/2025.
2	Card System Upgrade Project	Completed and officially launched in July 2024, helps to improve transaction performance and

		security while enabling product and service expansion to enhance the customer experience.
3	T24 Infrastructure Upgrade Project	Testing of upgraded and new features is complete; The system is scheduled to go live in Q2/2025.
4	Security Information and Event Management (SIEM) System & the Security Orchestration, Automation, and Response (SOAR) Solution Upgrade Project	Completed in August 2024 and now in operation, helps to enhance security, reduce risks, and ensure compliance.
5	Database Firewall System Development Project	Completed in August 2024 to ensure data security and protection at ABBANK.
6	Breach and Attack Simulation (BAS) and Proactive Security Prevention Project	Completed in December 2024 to ensure proactive threat detection and response to cybersecurity risks.

In addition, ABBANK continued to **strengthen risk management capabilities** by refining risk assessment models and developing a scorecard system to enhance control and management of business risks, ensuring sustainable growth.

The bank also proactively **reviewed and optimized the business model** while improving service quality across business units, thereby enhancing customer experience and operational efficiency. At the same time, ABBANK placed great emphasis on developing the workforce through specialized training programs aimed at improving service quality and driving business performance.

In 2024, ABBANK **focused on enhancing debt resolution capabilities**, optimizing recovery efficiency, and managing the credit portfolio to maintain credit quality and mitigate risks. Measures were also being implemented to reduce non-performing loan (NPL) ratios and optimize asset structure, ensuring financial stability and sustainable business operations.

# **BUSINESS PLAN FOR 2025**



Meeting  
Documents

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ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Hanoi, March 26, 2025

## BUSINESS PLAN FOR 2025

Vào ngày / on the date: 18-04-2025  
(To be submitted to the 2025 Annual General Meeting of Shareholders)

### I. Forecast of the macroeconomic situation in 2025

#### 1. Forecast of the macroeconomic situation in 2025

- According to the IMF's assessment, the economy is expected to remain stable, but grow at a low rate, with global inflation being effectively controlled, which allows central banks to ease monetary policies. Global growth is projected to stabilize at 3.2%-3.3% in 2025. The IMF also forecasts Vietnam's growth in 2025 to be between 6.1%-6.6%.
- The year 2025 marks the final year of Vietnam's mid-term public investment plan for 2021-2025, with a record investment of up to 791 trillion VND. The Government's focus on public investment in key national sectors such as transportation, energy, and technology will create numerous opportunities for banks to provide financial services for large-scale projects.
- In 2025, the State Bank of Vietnam expects to achieve a credit growth of 16%, while also implementing a roadmap to limit and eventually eliminate the allocation of credit limits to each bank.
- The exchange rate will remain highly challenging, as the ongoing trade war is expected to be a factor supporting the USD in the near future. Fluctuations in the USD/VND exchange rate are one of the biggest risks banks face, as a rising exchange rate puts significant pressure on foreign currency loans and financial costs for businesses. The decrease in foreign exchange reserves in 2024 also reduces the State Bank's ability to intervene in the market, increasing the exchange rate's sensitivity to international fluctuations.

#### 2. Market opportunities and new trends in 2025

The year 2025 is expected to present numerous opportunities for the banking industry, with significant growth prospects driven by economic stability and supportive macroeconomic policies.

- The main driver will come from credit growth, especially as the economy enters the recovery phase after the pandemic.
- International capital flows are also a notable bright spot. As Vietnam has expanded its role in the regional financial market, international investors have increased their investments in the banking sector through bonds and stocks. FDI

and FII flows not only strengthen financial resources but also enhance competitiveness for Vietnamese banks.

- Digital transformation will continue to drive significant changes. In 2024, over 56.8 million accounts have been biometrically verified, enabling the rapid development of digital banking platforms. Technologies such as online customer identification (eKYC), contactless payments, and artificial intelligence (AI) have supported banks in improving operational efficiency and enhancing customer experience.

## II. Business targets for the year 2025

*Unit: billion VND*

No.	Items	Actual 2024	Plan 2025	Plan 2025/Actual 2024
1	Total assets	176,619	200,000	113%
2	Customer deposits and valuable papers	109,960	115,458	105%
3	Credit loans (*)	110,099	127,810	116%
4	NPL ratio (**)	< 3%	< 3%	
5	Profit before tax	779	1,800	231%

(\*) including outstanding loans for corporates and individuals, corporate bond investments; adjusted according to the credit room allowed by the SBV for each period

(\*\*) according to Circular 11/2021/TT-NHNN dated 30/7/2021 of the SBV

## III. Key tasks

### 1. Retail banking (RB)

- Promote the development of new products and features on digital channels: family account packages, expense management wallets, tingbox (notifications speaker for balance changes), a variety of bill payment services including electricity, water, telecommunications, apartment service fees, parking fees, VETC highway tolls, EPASS, taxes on VneID, partial principal withdrawals with deposit products, online collateralized savings book loans, digitizing the post-sale journey of non-life insurance products... These innovations provide convenience for customers in accessing and using products, thereby increasing customer engagement with the bank.
- Develop real estate loan solutions suitable for the market reality, and business loan solutions tailored to the specific characteristics of each customer's industry... At the same time, improve the credit process, reduce document processing time, and enhance risk management tools through credit scoring

models (Ascore, Bscore), early warning systems (EWS), loan origination and management platforms (RLOS), credit limit management systems, collateral management systems, and management reports on T24.

- Negotiate to expand partnerships (non-life insurance products, investment products, payment gateways with partners like MasterCard, JCB) to diversify products, increase supply, and enhance business efficiency.

## **2. Small-and-medium enterprises (SME)**

Inheriting the foundation and growth momentum in 2024, responding to the "Era of national growth" and aiming for "Performance, Effectiveness, Efficiency", SME's Division orientations in 2025 include:

- Focusing on growth, cross-selling and exploiting deeply into the group of SME enterprises with revenue from 25 billion to 2,500 billion; Customers in 9 key industry groups: (1) Construction, (2) Construction materials, (3) Electricity, (4) Pharmaceuticals and Medical equipment, (5) Logistics, (6) Food and beverage, (7) Textiles, footwear, (8) Plastics, (9) Paper; Supply chain from strategic partners and corporations;
- In addition, developing specific industry groups to optimize business opportunities according to specific locations including: Rubber, Animal feed, Wood, Telecommunications & Information Technology, Automobiles and Auto Parts, Fertilizers and chemicals.
- Design and implement a fast credit granting solution based on secured assets, specifically for customers with revenue under 25 billion.
- Improve the credit process, including a set of conditions, a list of documents, forms, and cash flow management; Design and implement online Guarantee and Disbursement solutions.
- Implement preferential packages for Payment Accounts, Full Money Transfer Services; Deposit Services for Conditional Business Enterprises.
- Accelerate digital transformation, increase convenience and experience for customers through the implementation of Digital Signature Signing and Authentication services; Free registration and use of Virtual Account services;
- Streamline organizational structure, develop team capacity, and improve the operational efficiency of the Division.

## **3. Wholesale Banking**

- Increase engagement with existing strategic partners, strengthen cooperation expansion, deploy value chains with top tier enterprises in selected industry, especially focusing on import-export activities, helping to develop new customer groups for bank, as well as create strong customer base for SME and Retail Banking;



- Promote trade finance and foreign exchange transactions through structuring flexible trade finance solutions, combined with interest rate derivatives and currency swaps to optimize customer cash flow combined with risk prevention;
- Encourage digital transformation in upholding the conversion rate of transactions from offline methods to online platforms. Continuously improve and develop advanced features of digital banking: Foreign currency trading, international money transfer, disbursement, guarantee issuance, L/C issuance; User management and account management customized according to customer requirements, ... Accompanying strategic partners and large enterprises in digital transformation: electronic payment (e-payment), Open API for collection and payment

#### **4. Funding, Financial Markets & Transaction Banking**

##### **Transaction banking:**

- Focus on enhancing the development and provision of transaction banking products for SMEs and Wholesales banking;
- Focus on growing foreign exchange trading activities to serve customers (FX sales), particularly import and export customers.

##### **Capital sources and financial markets:**

- Ensure the maintenance of liquidity across the system and compliance with safety ratios as regulated by the State Bank of Vietnam (SBV).
- Leverage market opportunities to increase profitability for the Bank in foreign exchange markets and fixed income markets.
- Comply with liquidity reserve ratios and the 30-day payment capability ratio for VND and USD under Circular 22/2019/TT-NHNN.
- Coordinate with the Business Divisions to proactively develop scenarios for cash inflows/outflows, with daily cash flow projections serving as the basis for liquidity management and capital balancing, ensuring safety and limits approved by the Asset-Liability Management Committee (ALCO).
- Actively monitor daily interest rate fluctuations in the markets, optimize funding costs, and adjust internal interest rates in line with business strategy.

#### **5. Risk management**

- Strengthen NPL Control, Risk Provisioning, and Compliance with Risk Appetite and Credit risk limits:
  - Establish and monitor compliance with the 2025 Credit Orientation, Risk Appetite, and Credit Risk Limits, ensuring adherence to SBV regulations and minimizing potential losses based on ABBANK's prudent risk appetite.

- Closely monitor credit quality and risk provisioning across customer segments and business units with daily, weekly, and monthly reviews to ensure timely corrective actions for NPL control and optimal provisioning costs.
- Early warning through management of the current status, developments and risk trends of the portfolio, behavioral models/early warnings of high possibility of bad changes, monthly portfolio risk analysis.
- Strengthen debt collection to control NPLs and enhance capital recovery for banks.
- Continue to prioritize the development of risk quantitative models such as behavioral models and prediction models, apply models to the credit extension process, for helping decision-making to be more accurate, gradually reducing decision-making based on qualitative factors.
- Optimize and maximize the efficiency of the lending process.
- Improve management systems including standardizing management information and automating SBV reports.

## **6. Human resource management**

In 2025, ABBANK will continue to promote action programs aimed at improving the efficiency of human resources to serve the entire business operations, including:

- Redesign the entire organization to ensure leanness, efficiency and customer orientation.
- Increase employee productivity through performance management and performance-based compensation policies
- Ensuring high quality personnel for business operations
- Developing capability through creating and sustaining continuous learning culture
- Focusing on comprehensive employee experience
- Improving operations and human resource management through technology and data

## **7. Debt Settlement**

- Regarding human resources:
  - Currently, the human resources of the Debt Collection Division have been improved in terms of quantity and quality of personnel, ensuring resources to further promote debt collection activities
  - Reorganize the organizational structure towards professionalization, ensuring flexibility and high efficiency.
  - In 2025, the Debt Collection Division will continue to synchronously deploy many solutions to further improve the work efficiency of the Debt Collection Division's human resources.

- Regarding the direction of debt collection activities:
  - Focus on prioritizing cash collection, prioritizing important debts.
  - Coordinate with relevant units to develop many solutions to untie business units, professionalize debt collection activities
  - Coordinate with relevant units to complete policies and regulations to improve work efficiency, speed up debt collection progress, promote labor productivity.
  - Prioritize the application of information technology in debt collection.
  - Synchronously use many flexible and innovative solutions to improve debt collection efficiency
  - Control costs, avoid loss and waste.

#### **IV. Key strategic actions**

Based on the foundations established in 2023 and the results achieved in 2024, ABBANK has set out a specific development plan for 2025 with key objectives aimed at ensuring sustainable and effective growth:

##### **1. Enhance core business activities and restructure the business network with a focus on improving customer experience (Scaling)**

In 2025, ABBANK aims to promote sustainable development by deepening its understanding of the micro-market in key regions, while also gaining insights into customer needs to design tailored financial solutions that meet the requirements of each segment. The bank will strengthen initiatives to restructure its business network, considering the reorganization of areas into specialized clusters to enhance service efficiency and unlock potential in new regions. With this strategic direction, ABBANK prioritizes investment in suitable development projects, leveraging the digital transformation trend to scale up operations and establish a solid foundation for sustainable growth during the 2024-2028 period.

##### **2. Streamline and Optimize (Streamlining)**

In line with the policy of the State Bank of Vietnam and continuing the direction from 2024, ABBANK focuses on restructuring its organizational structure, improving internal operational processes to minimize costs, enhance efficiency, and meet modern development trends. The bank will intensify the application of technology in management and implement training programs to enhance skills and transform the capabilities of its workforce, adapting to modern trends. This will ensure that the staff is ready to support long-term development goals, contributing to building a streamlined, flexible, and sustainable organization.

### **3. Strengthening and Enhancing Capabilities (Strengthening)**

In 2025, ABBANK will focus on strengthening and enhancing its business capabilities, placing customers at the center of the digitalization era. The bank will optimize digital platforms such as ABB Business for businesses and ABBANK for individual customers, in combination with traditional channels, to deliver a seamless and superior service experience. By understanding the needs of customers in each segment, ABBANK will develop innovative financial solutions, drive transaction growth, increase deposit ratios, and reinforce its leading position in the context of comprehensive digital transformation.

### **4. Risk Management and Enhancing Operational Efficiency (Solidify)**

In 2025, ABBANK will solidify its financial foundation and enhance operational efficiency through strengthened risk management. The bank will refine its quantitative models and implement early warning systems to effectively control potential risks, ensuring financial stability and maintaining a robust balance sheet. This approach lays a safe foundation for sustainable credit growth, continuing the commitment from 2024 to build a reliable and efficient financial organization.

### **5. Development and Seeding Success (Seeding)**

In 2025, ABBANK will focus on sowing the seeds and nurturing sustainable development initiatives in line with ESG (Environmental, Social, Governance) standards to promote innovation. Based on its existing strengths, ABBANK prioritizes the Social (S) aspect as a key foundation in its sustainable development strategy. The bank will focus on enhancing service quality, improving employee benefits, and expanding community-focused activities, contributing to the creation of an inclusive and responsible financial environment.

With these goals in mind, 2025 will not only be a phase where ABBANK strengthens its internal capabilities but also an opportunity to affirm its focus on the sustainable development trends within the Vietnamese banking sector. We believe that with the support of shareholders, partners, and the community, ABBANK will continue to make solid progress, delivering value commensurate with its potential and expectations.

The Chief Executive Officer respectfully reports and submits to the Annual General Meeting of Shareholder.

**ON BEHALF OF AN BINH JSC BANK  
CHIEF EXECUTIVE OFFICER**

*(Signed)*

**Pham Duy Hieu**

**AUDITED FINANCIAL REPORT 2024;**  
**REPORT OF THE BOARD**  
**OF DIRECTORS ON ITS OPERATION IN 2024**  
**AND ORIENTATION FOR 2025;**



Hanoi, March 26, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18-04-2025

## REPORT OF THE BOARD OF DIRECTORS

### ABOUT ITS ACTIVITIES IN 2024

### AND OPERATION ORIENTATION FOR 2025

*(Submitted to the Annual General Meeting of Shareholders for approval)*

In 2024, although the world economic picture did not fall into recession and showed many positive signs of improvement at the end of the year, in general, the global economic recovery was slow and uneven. Trade between many countries was affected by geopolitical tensions, especially between China and the US, and between Russia and the West. Conflicts in Ukraine and the Middle East not only caused loss of life and property but also negatively affected the global supply chain.

Vietnam's economy in 2024 will maintain a positive recovery momentum with an impressive GDP growth rate (over 7%) compared to the world average (over 3%) thanks to appropriate macroeconomic policy management and joint efforts, including the positive contribution of the banking sector. However, businesses and people still have to face many difficulties and challenges; developments in the real estate market, corporate bonds, and people's concerns about high gold prices... have an impact on the operations of the banking sector.

The global and regional situation is forecast to continue to be complicated and unpredictable in 2025; the increase in US protectionism and instability in international trade relations; our country's economy is forecast to continue its positive growth momentum, with opportunities and advantages but many difficulties and challenges, especially from unfavorable external factors and internal limitations and shortcomings that have lasted for many years, and the impact of natural disasters...

The Board of Directors (BOD) would like to report to the General Meeting of Shareholders (GMS) on the activities in 2024 and the plan orientation for 2025:

## I. PERFORMANCE RESULTS IN 2024

### 1. Key business indicators of ABBANK

#### 1.1. Business indicators

- Total assets: VND 176,619 billion, up 9.04% compared to 2023, reaching 104% of the 2024 plan.

- Total customer mobilization and issuance of valuable papers: VND 109,960 billion, down 4.9% compared to 2023, reaching 97.01% of the 2024 plan.
- Total outstanding credit: VND 110,099 billion, up 7.5% compared to 2023, reaching 94.69% of the 2024 plan.
- Profit before tax: VND 779 billion, up 51.7% compared to 2023, reaching 77.9% of the 2024 plan.
- The ratio of bad debt on the balance sheet is at 2.48%, ensuring below 3% in accordance with the regulations of the State Bank.



The total assets target exceeded the planned target, the growth targets of credit balance and mobilization reached a level approaching the planned target. In particular, the profit before tax target in 2024 reached nearly 78% of the plan, but compared to the actual level in 2024, there was a high growth of 51.7%. The profit result of ABBANK in 2024 did not meet the plan set by the General Meeting of Shareholders due to many objective and subjective reasons. Among them, the increase in bad debt pushed up the cost of provisioning, which was the direct cause of the decline in profits; the operating efficiency of the apparatus was still limited; the capacity to build, organize and implement business solutions and control risks still had many shortcomings and limitations...

### **1.2. *Subsidiary's business results***

- An Binh Commercial Joint Stock Bank Debt Management and Asset Exploitation Company Limited (ABBA): achieved pre-tax profit of VND 36.32 billion reaching 92.4% of the 2024 plan.
- ABBA Security Services Company Limited (ABBAS) - A company indirectly owned by ABBANK through ABBA: achieved pre-tax profit of VND 2.84 billion, reaching 100.7% of the 2024 plan.

## **2. Audited Financial Statements of year 2024**

The BOD respectfully submits to the General Meeting of Shareholders the audited financial statements for the fiscal year ending December 31, 2024:

<i>Details of the audited financial statements are publicly available on ABBANK's website at: <a href="https://www.abbank.vn/thong-tin/bao-cai-tai-chinh.html">https://www.abbank.vn/thong-tin/bao-cai-tai-chinh.html</a> and are also shown in the 2024 Annual Report.</i>	
<i>ABBANK's 2024 Annual Report at: <a href="https://abbank.vn/thong-tin/bao-cai-thuong-nien-to-chuc.html">https://abbank.vn/thong-tin/bao-cai-thuong-nien-to-chuc.html</a></i>	

### **3. Results of implementing the Resolution of the 2024 Annual General Meeting of Shareholders**

The BOD would like to report the summary results of the implementation of the contents of the 2024 General Meeting of Shareholders' Resolution as follows:

- ***Regarding business results and implementation of profit before-tax targets:***  
The detailed content has been presented in Part 1 above.
- ***Regarding the allocation of funds and distribution of profits after-tax in 2023:***  
Pursuant to the Resolution of the 2024 Annual General Meeting of Shareholders, the BOD has issued a document to allocate from profits after-tax in 2023 to the reserve fund to supplement charter capital by 5%; financial reserve fund by 10%, welfare reward fund by 10%. The remaining profits after-tax after the allocation of funds will be retained and not distributed in accordance with the Resolution of the General Meeting of Shareholders.
- ***Regarding the selection of an organization to audit the financial statements:***  
Pursuant to the authorization of the General Meeting of Shareholders according to the Resolution of the 2024 Annual General Meeting of Shareholders, the BOD has approved KPMG Company Limited (KPMG) to audit the Financial Statements of ABBANK for the fiscal years 2024 and 2025.
- Other contents according to the decision of the General Meeting of Shareholders have been fully implemented and in accordance with the Resolution of the 2024 Annual General Meeting of Shareholders.

### **4. The Bank's Governance**

#### **4.1. Structure of the BOD, term 2023 – 2027**

At the annual meeting on April 28, 2023, the General Meeting of Shareholders elected 7 members of the BOD for the new term (including 02 independent members and all members are non-executive members). The BOD elected the Chairman and Vice Chairman positions in accordance with regulations. In 2024, the BOD operates with all 7 members.

#### **4.2. BOD' Activities**

- In 2024, ABBANK's BOD held 04 meetings. In addition, based on the Regulations on Operation of the BOD and the Regulations on Approval the BOD' Decisions, the Board members voted via email to decide on many contents under the authority of the BOD in accordance with the provisions of law, the Charter and the Bank's internal regulations.
- The BOD and its members have fully and correctly performed their functions and duties as prescribed with a high sense of responsibility. The Standing BOD has directed and supported the Bank's activities.



- The BOD has performed its responsibilities of high-level supervision and evaluated the performance of the BOD and the Board of Management (BOM) members according to corporate governance standards.
- In 2024, the BOD issued many documents and decisions on policies and governance, including important documents such as:
  - Adjusting the Organizational Structure of ABBANK and Regulations on functions, tasks and organizational structure of Divisions/Units at the Head Office
  - Regulation on the Work Architecture System and Regulations on the Remuneration Architecture System;
  - Issuing Regulation on bonus regimes at An Binh Bank;
  - Issuing Regulation on lending of An Binh Bank;
  - Issuing Regulation on customer guarantees;
  - Issuing Regulation on organization and operation of credit approval levels at ABBANK;
  - Issuing Regulations on letters of credit and other business activities related to letters of credit;
  - Issuing Regulation on factoring and other services related to factoring;
  - Issuing Risk Appetite for 2024;
  - Approving the ICAAP Report 2024;
  - Issuing the Capital Adequacy Ratio Compliance Policy; Regulate the limits and safety ratios in operations; Issue the Credit Risk Provision Policy;
  - Approving the Proposal for the Fraud Prevention Program at ABBANK; Approving the Regulations on Anti-Money Laundering, Terrorist Financing and Proliferation of Weapons of Mass Destruction;
  - Issuing Regulation on the Information System Security;
  - Approving the Proposal to open new Branches and Transaction Offices of An Binh Bank in 2024-2025;
  - Issuing Regulation on network operation management;
  - Approving transactions with insiders and related persons of insiders.

#### ***4.3. Risk Management Committee (RMC) 's Activities***

In 2024, the organizational structure and personnel of the RMC will comply with the regulations of the State Bank and the internal regulations of ABBANK. The Committee consists of 3 members, all of whom are non-executives and 01 member is an independent member of the BOD. The activities of the RMC in 2024 include the following main contents:

- The RMC has directly met 4 times with the full participation of members, the Supervisory Board, the CEO and related functional units. In addition, the RMC also directly held meetings on many topics to discuss, give opinions and make

recommendations to the BOM, which have been implemented in practice to help manage and minimize risks more proactively and effectively.

- The RMC has advised and proposed to the BOD important policies and orientations on risk management and supervised the CEO/BOM in implementing and deploying activities related to risk management and handling and overcoming existing problems and limitations in risks according to the requirements and recommendations of the Inspection and Supervision Agency - State Bank of Vietnam and the BOD.
- The RMC has commented on important documents, methodologies, construction, verification and application of credit risk models submitted by the BOM to the BOD.
- The RMC has regularly monitored risks through risk limits, risk reporting records, capital management reports, risk management reports, credit and non-credit monitoring reports, reviewing the activities of the Board of Management's councils, warning about the Bank's safety level according to the regulations of the State Bank and ABBANK; and every month, the RMC has made recommendations to the CEO/BOM to improve the activities of the BOM's councils.
- In addition, the RMC has completed other tasks according to the organization and operation regulations such as: advising the BOD on approving risk management policies, risk appetite, assessing the suitability and effectiveness of policies, regulations and models; advising the BOD on approving the policy of providing new products; Propose communication plans to strengthen/raise awareness of risk management culture across the system, contributing to improving the quality of risk management across the entire the Bank.

#### ***4.4. Human Resources Committee (HRC)'s activities***

In 2024, the HRC has 3 members, of which two-thirds (2/3) of the members are not executives. The structure and operation of the HRC are in accordance with the regulations of the State Bank and the internal regulations of ABBANK.

The main activities of the HR Committee in 2024 include:

- Consulting and advising the BOD on issues related to personnel, salary, remuneration, bonuses and other welfare policies of ABBANK. The HRC has supported evaluation, review and recommendation to the BOD to recruit, appoint, dismiss and transfer key staff of the Bank under its authority.
- Providing opinions on the organizational structure, functions and tasks of the Headquarters and business units; the compensation architecture system, the work architecture system of ABBANK... before the BOD issues it.
- Advising the BOD on training and developing human resources, building a working environment, and improving employee compensation.
- In 2024, in addition to providing direct and written consultation to the BOD, the HRC also held meetings to grasp the situation of human resources activities

and action plans of the Human Resources Management Division in the coming time to help the BOD supervise the human resources management of the entire Bank, thereby providing instructions to the BOM in activities to optimize resources, bringing efficiency to ABBANK.

- In addition, the HRC advised the BOD on other issues related to human resources management according to the functions and tasks of the Committee...

#### **4.5. *Strategy Committee (SC)'s Activities***

SC members include all members of the BOD. In 2024, the SC carried out activities, including:

- Directing, supervising related units; providing orientations, strategic goals, identifying ABBANK's strategic initiatives and implementation steps.
- Supporting the transformation of the customer-oriented business model, transforming the organizational structure of business units towards a customer-centric orientation.
- Directing the building of corporate culture through continuing to implement a series of activities in the Cultural Journey.
- The members of the SC who are Standing BOD Members regularly participate in meetings of the BOM and Project Committees to implement the Bank's Projects such as: Omni Channel Project to promote digital transformation, build a risk management model, ... and provide timely guidance to help the Projects deploy in the right direction and achieve the set goals...
- Monitor, support the BOM in implementing the Strategic Plan and strategic initiatives and implementing the Bank's transformation.

#### **4.6. *The Transformation and Digital Banking Committee (TDC)'s Activities***

The activities of the TDC in 2024 focus on key areas to support the Bank's transformation strategy:

- The TDC has advised the BOD and made proposals and recommendations as well as worked with the BOM on plans to understand customer segments, thereby building appropriate solutions and products, optimizing sales models, improving human resources capacity, monitoring the implementation of business plans, strengthening risk management, debt settlement activities, and improving service quality, focusing on activities to enhance customer experience, enhancing proactive communication activities to enhance brand reputation with the goal of ensuring that the Bank's activities are implemented in line with the customer-centric strategic orientation, towards the goal of sustainable development.
- The TDC supports the BOD, Divisions/Units in building the foundation for the development of projects related to digital transformation, IT projects, incident handling procedures... and provides timely guidance and recommendations to promote the transformation activities and safe and effective business operations

of the Bank. In particular, TDC supported and accompanied and closely directed the OmniChannel Project Management Office, helping ABBANK for the first time launching digital banking application built and developed by its own internal resources with different experiences on a modern, safe digital platform for corporate customers (ABBANK Business application from July 2024) and individual customers (ABBANK application from December 2024).

The TDC ceased to operate from January 15, 2025 and was replaced by the ESG Sustainable Development Strategy Committee with a more comprehensive goal and role related to the orientation of building, implementing and monitoring the sustainable development strategy; activities; programs and initiatives related to the environment, society and governance (Environmental, Social, & Governance - ESG) of ABBANK and closely supporting the orientation to focus on the Bank's core activities, growth on a sustainable foundation and prioritizing support for retail development.

## **5. Transactions with related parties**

In 2024, transactions between ABBANK and related parties were submitted to the BOD for approval under the authority in accordance with the provisions of law and ABBANK's Charter. The summary of transactions with related parties is shown in the 2024 Audited Financial Report and is published on ABBANK's website: [www.abbank.vn](http://www.abbank.vn).

## **6. Results of supervision of the CEO and the BOM**

- The BOD supervises the BOM through daily, monthly, quarterly business activity reports and other reports/proposals arising from the BOM;
- During the year, the BOD has provided instructions, orientations and set out key tasks for each period, thereby helping the BOM take specific actions, operate business activities closely following the goals, strengthen control of the asset portfolio structure to ensure harmony between the goals of financial efficiency and operational safety, increase profits with risk control, expand credit with bad debt control, etc.
- The BOD's supervision over the BOM is also carried out through the supervision function of the BOD's Committees in each field of operation in accordance with the functions and tasks of each Committee.
- For activities under the authority of the BOD to review and decide, the CEO reports and submits to the BOD for consideration. On that basis, the BOD will make decisions for the CEO to implement.
- In addition, based on the Reports of the Internal Audit (IA) under the Supervisory Board, the BOD has given instructions to the BOM on specific issues recommended by the IA, promptly overcoming existing problems,

consolidating and improving the effectiveness of governance, risk management and comprehensive supervision of the Bank's operations.

## **II. OPERATION ORIENTATION FOR 2025**

### **1. Business targets for 2025**

- Total assets reach VND 200,000 billion, up 13% compared to 2024.
- Mobilization from customers and issuance of valuable papers reach VND 115,458 billion, up 5% compared to 2024.
- Outstanding credit balance reaches VND 127,810 billion, up 16% compared to 2024 (adjusted according to the credit growth management mechanism of the State Bank).
- Profit-before-tax reaches VND 1,800 billion, up 131% compared to 2024.

### **2. Some key points on management capacity enhancement**

In 2025, the BOD will focus on directing, supervising and supporting the implementation of the business plan according to the following orientations and priorities:

- 2.1. To focus on promoting strong business right from the first months and quarters of the year, regaining a good growth rate for ABBANK with the close supervision, direction and support of the BOD and the ESG Sustainable Development Strategy Committee in the direction of focusing on the Bank's core activities, growing on a sustainable foundation.
- 2.2. Based on macroeconomic policies and directions of the Government and the State Bank, take full advantage of favorable and positive economic conditions and business opportunities, proactively and quickly exploit the potential of existing customers, expand new customers, increase asset size, increase credit balance from the beginning of the year, increase revenue from monetary and credit services, and banking-related services; deploy solutions to exploit customers in the low-risk production and business sectors, serving the Government's economic development programs, FDI, public investment; assign specific and clear business targets to each HO Division/Unit, and Business Units to promote implementation.
- 2.3. Deploy and complete the review and arrangement of the Headquarters organizational structure, ensuring:
  - a) Streamlining, efficiency, effectiveness and efficiency based on rearranging the functions/functional groups of current Divisions; effectively arranging and reducing personnel.

- b) Reducing the number of Headquarters focal points and reducing intermediate levels from the Headquarters to the Business Units.
  - c) Linking the responsibility of the Headquarters Units to the business results of ABBANK and the joint responsibility of the Units, operating and supporting Divisions for business results when evaluating, paying income and remuneration to enhance the support and control of the Headquarters Units to practically contribute to business results.
- 2.4. To reorganize the sales network model to suit the reality of ABBANK, overcome current weaknesses, limitations and shortcomings. The reorganization of Business Units will be implemented according to the following orientations:
- a) Strengthen the direct sales force at business units in conjunction with the assigned profit target
  - b) Improve efficiency and ensure smooth direction and management from the CEO directly to the Business Units. Heads of Business Units receive business targets and are responsible to the CEO and the CEO is responsible for business results to the BOD.
  - c) Liberate the sales capacity of Business Units. Business Units conduct comprehensive sales of customer segments according to their capacity; enhance autonomy, clarify the responsibilities of each Business Unit and support each other in clusters of Business Units.
  - d) Business Units are given more initiative in exploiting customer services and organizing sales; At the same time, strengthen the supervisory role of the Headquarters Divisions and the support responsibility of the focal Branches at each Business Unit cluster.
  - e) Review, arrange, and streamline the levels and intermediary positions with limited roles in promoting and supporting business to improve efficiency and clarify the responsibilities. Competent intermediary personnel must receive business targets and conduct assessments based on business results as the basis for income payment, ensuring fairness according to actual contributions.
- 2.5. Improve the capacity and quality of credit assessment, appraisal and approval to promptly detect and handle risks, problems, violations of the law, and violations of internal regulations in credit granting activities. Review, strictly, fully and correctly implement legal regulations, comply with procedures related to valuation, mortgage acceptance and management of collateral of borrowers, regularly monitor the status of collateral to promptly detect changes and fluctuations, thereby having appropriate solutions for collateral management and loan management; regularly check,

- supervise and evaluate the use of loans, customers' ability to repay debts, and strictly control credit granting to areas with potential risks. Resolutely implement solutions to minimize the occurrence of new group 2 debts and bad debts.
- 2.6. Continue to implement actively and proactively risk management; ensure compliance with capital safety ratios and limits; consolidate and enhance the effectiveness and efficiency of risk defense lines.
  - 2.7. Strengthen the organization, prioritize resources and improve efficiency in controlling, urging, collecting debts and handling bad debts; resolutely, by all means, have specific plans to handle each bad debt to achieve the targets set out in the Restructuring Plan associated with handling bad debts for the period 2020-2025; consider assigning specific collection targets to each employee in charge of bad debt collection.
  - 2.8. Review and streamline personnel throughout the system to improve operational efficiency, arrange personnel in accordance with the streamlined organizational structure; at the same time, ensure sufficient human resources for business development.
  - 2.9. Implement practical actions and solutions in assigning targets, evaluating in conjunction with implementing income and incentive policies to ensure fairness according to results, actual contributions, dedication and responsibility of employees, bringing trust, encouragement and dedication of employees; replace employees with low working efficiency and actual contributions; focus on building a learning environment, internal training activities, improving employee capacity; improve the quality of communication work; continue to build corporate culture associated with ABBANK's core values.
  - 2.10. Continue to implement the orientation of promoting digital transformation, doing business on digital platforms and expanding the digital ecosystem, developing payment services on mobile devices, utility tools connecting digital banks and businesses; deploying applications of software platforms applying smart technology to optimize management and operation processes; saving costs and optimizing resources; expanding markets, customers, personalizing the user experience of banking services, improving the ability to detect fraud, forecast risks, and enhance security and confidentiality. In addition, assess the trends and opportunities of applying information technology in leading business in the banking sector, assess the leading and driving impacts of information technology in reshaping business models and restructuring resources, thereby building a master plan for applying innovative and creative information technology in line with the

Bank's development strategy, ensuring practical priorities to promote business activities, improve operational efficiency in accordance with the Bank's actual resource conditions; at the same time, gradually create a solid, correct and synchronous technology foundation for sustainable development, keep up with technology development trends, and create breakthroughs for development.

- 2.11. Ensure smooth and continuous operations. Strengthen periodic and unscheduled self-inspections of compliance with treasury safety regulations of branches and transaction offices in the system; promptly rectify and overcome shortcomings and perfect internal processes and regulations.
- 2.12. Review strategic goals and initiatives to consider adjusting and developing action plans to suit reality and harmonize short-term, medium-term and long-term goals.

In addition to the above key tasks, the BOD also focuses on directing and supervising the full and serious implementation of the State Bank's instructions in Directive 01/CT-NHNN dated January 20, 2025 on key tasks of the banking sector in 2025.

The BOD requests the CEO to develop a specific action plan to implement the annual business plan and the above key tasks on a quarterly and monthly basis to ensure feasibility and serve as a basis for the BOD to direct and supervise the implementation.

The BOD assigns the ESG Sustainable Development Strategy Committee to assist the BOD in directing, supervising and regularly urging all aspects of the BOM in organizing the implementation of the 2025 Business Plan. At the same time, the BOD performs a high-level supervisory role over the CEO in implementing the Business Plan as well as organizing the implementation of other Resolutions of the General Meeting of Shareholders and the BOD to ensure safe and sustainable development in accordance with the general strategic direction and regain good growth momentum as well as complete the planned goals set for 2025 in particular.

### **III. PROPOSAL**

1. The BOD respectfully requests the General Meeting of Shareholders to approve the audited Financial Statements of ABBANK for 2024; The BOD's Report on 2024 activities and orientations for 2025 as presented above.
2. In order to proactively resolve issues that arise (if any) during the period between two General Meetings of Shareholders, the BOD respectfully submits to the General



Meeting of Shareholders through authorization for the BOD to decide on the following contents:

- a) Decision to add additional business lines in accordance with ABBANK's retail business strategic orientation; carry out procedures and documents to update and supplement business lines according to the provisions of law.
- b) Review and adjust business plans to suit the actual situation and direction of state management agencies.

The BOD respectfully reports and propose the General Meeting of Shareholders to approve.

**ON BEHALF OF THE BOD  
CHAIRMAN**

*(Signed)*

**Dao Manh Khang**

**REPORT OF THE SUPERVISORY BOARD  
ON FINANCIAL APPRAISAL;  
ITS OPERATION IN 2024 AND PLAN FOR 2025;**





Hanoi, March 26, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18-04-2025

## REPORT

### ACTIVITIES OF THE BOARD OF SUPERVISORS

#### AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

*(Submit to the 2025 Annual General Meeting of Shareholders)*

- Pursuant to Article 52 of the Law on Credit Institutions 2024 on the duties and powers of the Board of Supervisors;
- Pursuant to the Charter of An Binh Commercial Joint Stock Bank (ABBANK);
- Based on the performance of ABBANK, the Report of the Board of Directors, the Board of Management and the performance of the Board of Supervisors in 2024.

The Board of Supervisors of An Binh Commercial Joint Stock Bank hereby submits the 2024 performance report to the General Meeting of Shareholders as follows:

#### **I. RESULTS OF ACTIVITIES OF THE BOARD OF SUPERVISORS (SB) IN 2024**

- The Board of Supervisors of An Binh Commercial Joint Stock Bank (ABBANK) consists of 03 (three) members: Ms. Nguyen Thi Hanh Tam - Head of the Board of Supervisors and two members: Mr. Nguyen Hong Quang (full-time member) and Ms. Nguyen Thi Thanh Thai (non-full-time member). Under the Board of Supervisors is the Internal Audit with 33 employees.
- In 2024, the Board of Supervisors has fully performed the functions and tasks of the Board of Supervisors as prescribed in the ABBANK Charter and the Regulations on the organization and operation of the Board of Supervisors. The main contents implemented in 2024 include: Supervising compliance with the provisions of the Law and the Bank's Charter in governance and management; Supervising the implementation of the Resolution of the General Meeting of Shareholders; Supervising the implementation of the recommendations of the SBV Inspectorate, closely following the implementation of the SBV's directives and documents; conducting financial statement appraisals; ...
- Perform the supervisory function of senior management over Internal Audit (IA). Supervise the Internal Audit to fully perform audits and audit contents according to the 2024 plan approved by the Head of the Board of Supervisors and reported to the

State Bank. The 2024 audit plan is built on the principle of risk assessment considering many aspects to ensure coverage of key risks in the Bank's key operations, departments and processes.

- Regular meetings of the Board of Supervisors are convened by the Head of the Board of Supervisors, with the full attendance of the Board of Supervisors members. Minutes of the Board of Supervisors meetings are prepared and kept in full accordance with regulations. In addition, the Board of Supervisors also regularly exchanges and discusses issues arising during its operations.
- Based on the results of the activities, the Board of Supervisors has provided opinions and recommendations to the Board of Directors and the Board of Management on measures to strengthen control, minimize risks, ensure compliance with the provisions of the Law, ABBANK Charter and other internal regulations by methods such as giving opinions and recommendations directly at SB meetings/Meetings/Other meetings attended by the Board of Supervisors; sending recommendation letters, issuing quarterly reports, contributing to improving the quality, operational efficiency and safe and sustainable growth of ABBANK.
- The members of the Board of Supervisors have fulfilled their assigned duties and tasks; fully attended regular and extraordinary meetings of the Board of Supervisors, participated in discussions and voted on issues and contents within the functions and tasks of the Board of Supervisors.
- Specific monitoring activities:

#### **1. Monitoring the implementation of the Resolution of the General Meeting of Shareholders**

The results of monitoring and auditing show that in 2024, the Board of Directors and the Board of Management proactively proposed solutions to respond to the practical situation, drastically implementing measures to promote business in a difficult, unstable and unpredictable economic environment. The results of the achieved business targets are as follows: total assets completed 104% of the plan, customer deposits and securities issuance reached 97% of the plan, loans reached 90% of the plan, pre-tax profit reached 78% of the plan, so the 2024 business plan approved by the General Meeting of Shareholders has not been completed.

#### **2. Monitor compliance with legal regulations and the Bank's Charter in the management and operation activities of the Board of Directors and Board of Management:**

The Board of Directors has issued Resolutions and documents directing, orienting the goals, business plans for 2024 and key tasks in the operation of ABBANK. In 2024, the

Board of Directors issued 41 decisions and documents on policies and governance such as:

<b>No.</b>	<b>Number of Document</b>	<b>Title</b>	<b>Date of issue</b>
1	431/QĐ-HĐQT.24	Decision on promulgating the Regulations on Network Operation Management	31/12/2024
2	425/QĐ-HĐQT.24	Decision on promulgating the Guarantee Regulations for customers	30/12/2024
3	424/QĐ-HĐQT.24	Decision on promulgating the Information System Security Regulations	24/12/2024
4	409/QĐ-HĐQT.24	Decision on promulgating the lending regulations of An Binh Commercial Joint Stock Bank for customers	11/12/2024
5	393/QĐ-HĐQT.24	Decision on promulgating the Regulations on preventing money laundering, terrorist financing and financing the proliferation of weapons of mass destruction at An Binh Commercial Joint Stock Bank	28/11/2024
6	387/QĐ-HĐQT.24	Decision on Promulgating the Regulations on Salary and Allowances at An Binh Commercial Joint Stock Bank	22/11/2024
7	388/QĐ-HĐQT.24	Decision on Issuing Bonus Regulations at An Binh Commercial Joint Stock Bank	22/11/2024
8	386/QĐ-HĐQT.24	Decision on amending Decision No. 287/QĐ-HĐQT.24 dated August 21, 2024 on promulgating the Regulation on functions, tasks and organizational structure of the General Department	19/11/2024
9	381/QĐ-HĐQT.24	Decision on appointing personnel to join the Credit Committee	04/11/2024
10	03/CT-HĐQT.24	Directive of the Chairman of the Board of Directors on Promoting Growth by the End of 2024	23/10/2024
11	360/QĐ-HĐQT.24	Decision on Termination of Operation of Specialized Credit Council and Application Council TT02/2023/TT-NHNN	23/10/2024
12	356/QĐ-HĐQT.24	Decision on promulgating the Regulation on factoring and other services related to factoring	22/10/2024
13	341/QĐ-HĐQT.24	Decision on promulgating the Regulations on letters of credit and other business activities related to letters of credit	27/09/2024
14	334/QĐ-HĐQT.24	Decision on Issuing Regulations on functions, tasks and organizational structure of Human Resources Management Block	23/09/2024
15	335/QĐ-HĐQT.24	Decision on appointing personnel to participate in the Debt Settlement Council	23/09/2024

16	336/QĐ-HĐQT.24	Decision on appointing personnel to participate in the Risk Management Council	23/09/2024
17	02/CT-HĐQT.24	Directive of the Chairman of the Board of Directors on Rectifying and Strengthening the Prevention and Combating of Money Laundering and Terrorist Financing	23/09/2024
18	303/QĐ-HĐQT.24	Decision on Amending and supplementing a number of contents of the Regulations on Buying and Selling Corporate Bonds issued together with Decision No. 124/QĐ-HĐQT.23 dated June 13, 2023	06/09/2024
19	292/QĐ-HĐQT.24	Decision on Issuing Credit Risk Provision Policy	29/08/2024
20	290/QĐ-HĐQT.24	Decision on Regulations on limits and safety ratios in operations at ABBANK	26/08/2024
21	288/QĐ-HĐQT.24	Decision to promulgate Regulations on functions, tasks and organizational structure of the Conversion Office - An Binh Commercial Joint Stock Bank	21/08/2024
22	247/QĐ-HĐQT.24	Decision on Issuing Project Management Regulations at An Binh Commercial Joint Stock Bank	26/07/2024
23	244/QĐ-HĐQT.24	Decision on Promulgating Regulations on functions, tasks and organizational structure of Digital Banking and Data Division - An Binh Commercial Joint Stock Bank	22/07/2024
24	240-1/QĐ-HĐQT.24	Decision on Amending and supplementing a number of contents of the Regulations on Capital Contribution to Purchase Shares at An Binh Commercial Joint Stock Bank issued together with Decision No. 232/QĐ-HĐQT.21	17/07/2024
25	229/QĐ-HĐQT.24	Decision on sending personnel to participate in the Credit Council	10/07/2024
26	220/QĐ-HĐQT.24	Decision on Issuing the Policy on Compliance with Capital Adequacy Ratio at ABBANK	01/07/2024
27	218/QĐ-HĐQT.24	Decision on amending the Regulation on exemption and reduction of loan interest for customers issued together with Decision No. 03/QĐ-HĐQT.17	28/06/2024
28	218-1/QĐ-HĐQT.24	Decision on updating the Brand Identity of An Binh Commercial Joint Stock Bank	28/06/2024
29	185/QĐ-HĐQT.24	Decision on sending personnel to participate in the program "Improving management and leadership capacity - ABB Excel	28/05/2024

		Leadership" at An Binh Commercial Joint Stock Bank	
30	153/QĐ-HĐQT.24	Decision on promulgating the Regulations on the system of remuneration architecture for officers and employees of An Binh Commercial Joint Stock Bank	24/04/2024
31	152/QĐ-HĐQT.24	Decision on Issuing Regulations on Work Architecture System at An Binh Commercial Joint Stock Bank	24/04/2024
32	118/QĐ-HĐQT.24	Decision on Approval of the profile scorecard model - scorecard A (Application Score Card) and implementation of the model in business operations for SMEs and commercial banks	27/03/2024
33	102/QĐ-HĐQT.24	Decision on approving the use of quantitative risk model – Card B Behavior Model – in internal credit scoring and rating for the SME and Wholesale Banking segments at ABBank	12/03/2024
34	80/QĐ-HĐQT.24	Decision on Issuing Risk Appetite for 2024	05/02/2024
35	09/QĐ-HĐQT.24	Decision on Establishment of Finance - Accounting Division of An Binh Commercial Joint Stock Bank	12/01/2024
36	11/QĐ-HĐQT.24	Decision on Establishment of Conversion Office – An Binh Commercial Joint Stock Bank	12/01/2024
37	06/QĐ-HĐQT.24	Decision on promulgating the Regulation on discounting transfer instruments and other valuable papers for customers	11/01/2024
38	05/QĐ-HĐQT.24	Decision on approving the use of quantitative risk models in scoring customer behavior to propose pre-limit credit card issuance for the Individual Customer segment at ABBANK	11/01/2024
39	01/QĐ-HĐQT.24	Decision on Establishing the Marketing Division and promulgating Regulations on functions, tasks and organizational structure of the Marketing Division - An Binh Commercial Joint Stock Bank	05/01/2024
40	287/QĐ-HĐQT.24	Decision on Promulgating Regulations on functions, tasks and organizational structure of the General Block	21/08/2024
41	217/QĐ-HĐQT.24	Decision on promulgating the Regulation on organization and operation of credit approval levels at ABBANK	28/06/2024

The Board of Management has issued internal regulations for business operations,

ensuring that there are internal control, audit, and risk management mechanisms associated with each business process. ABBANK has maintained the limits and safety ratios in banking operations in accordance with the regulations of the State Bank (including the minimum capital adequacy ratio, solvency ratio, capital utilization ratio/mobilized capital, capital contribution limit, share purchase limit, credit limit, etc.) ; Continue to restructure and rearrange the operating apparatus in accordance with the actual situation with the aim of optimizing operational efficiency and improving the quality of risk management; Continue to implement projects to upgrade the technology system to improve the quality of banking services and provide timely, complete, and accurate management information, supporting the bank's digital transformation process.

### **3. Coordination of activities between the Board of Supervisors, the Board of Directors, the Board of Management and shareholders**

According to the Internal Governance Regulations, the Head of the Board of Supervisors has fully participated in the regular meetings of the Board of Directors and all the briefings. The members of the Board of Supervisors have received all the conclusions and resolutions of the Board of Directors and have received all the monthly briefings and business operation instructions of the Board of Management. The members of the Board of Supervisors have direct and specific work exchanges with the units in the bank as well as with the Board of Management and the Board of Directors.

The Board of Directors and the Board of Management have directed the units to strictly implement and periodically report the results of implementing the recommendations of the State Bank Inspectorate and the Board of Supervisors. The coordination between the Board of Supervisors and the Board of Directors and the Board of Management is carried out in accordance with the provisions of law, ABBANK Charter and ABBANK's internal regulations.

The Board of Supervisors has fully reported the results of supervision to shareholders at the annual General Meeting of Shareholders as prescribed in the ABBANK Charter. In 2024, no shareholder or group of shareholders requested the Board of Supervisors to conduct an inspection, review accounting books, documents or request an inspection related to the business activities and management of ABBANK.

### **4. Establish, maintain and update the list of related persons of members of the Board of Directors, members of the Board of Supervisors, General Director, shareholders owning at least 1% of charter capital or more of ABBANK according to the Law on Credit Institutions 2024:**

In 2024, the Board of Directors was approved by the General Meeting of Shareholders with 7 members and the Board of Supervisors with 3 members. The elected members



remained unchanged.

The Deputy General Director assigned to perform the duties and powers of the General Director has changed and has been fully updated.

The Board of Supervisors regularly monitors and promptly updates the list of shareholders owning at least 1% of ABBANK's charter capital according to the Law on Credit Institutions 2024, members of the Board of Directors, members of the Board of Supervisors, General Director, executives and Chief Accountant and related persons according to regulations.

**5. Evaluation of transactions between the Bank, Subsidiaries and Board Members, General Director, other executives of ABBANK and related persons**

In 2024, transactions between ABBANK and related parties were submitted to the Board of Directors for approval under the authority in accordance with the provisions of law and ABBANK's Charter. The summary of transactions with related parties is shown in the 2024 Audited Financial Report and is published on ABBANK's website: [www.abbank.vn](http://www.abbank.vn).

**6. Credit facilities for subjects specified in Article 135 of the Law on Credit Institutions 2024**

ABBANK complies with regulations on granting credit to subjects with restricted credit provision as prescribed in Article 135 of the Law on Credit Institutions 2024.

**7. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets; contracts and other transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors in Article 52 of the Law on Credit Institutions 2024**

ABBANK ensures compliance with regulations and the Board of Supervisors has fully supervised according to Article 52 of the Law on Credit Institutions 2024.

**8. Provide senior management oversight of internal audit (IA)**

**8.1. Supervising IA to deploy tasks according to the 2024 plan**

- As of December 31, 2024, KTNB has completed 100% of the annual plan.
- Through the audit activities, the Internal Audit has issued a report to the Board of Management and related Blocks and units. The Board of Management/ Headquarters/ Business Units have noted the recommendations and proposed remedial measures. The Board of Supervisors also monitors the implementation of the Board of Supervisors's recommendations to the Internal Audit Department.
- The Internal Audit has independently and objectively reviewed and assessed the suitability, completeness, effectiveness and efficiency of the internal control

system, pointed out necessary changes to the internal control system to handle and overcome existing problems; well organized the work of monitoring the implementation of recommendations and reporting the results of implementing recommendations, ensuring that existing problems and errors are fully and promptly resolved.

- The Board of Supervisors supervises the Internal Audit agency in accordance with the provisions of Circular 13/2018/TT-NHNN, ABBANK Charter, and the Regulations on the organization and operation of the Board of Supervisors; approves the annual Internal Audit plan, and supervises the implementation of the audit plan approved by the Board of Supervisors.
- The Board of Supervisors regularly organizes meetings with leaders of the IA to assess issues recorded through audit activities, identify key risk issues; direct and orient internal audit work; require internal audit staff to comply with professional ethics standards and internal audit procedures; grasp difficulties and obstacles to promptly resolve them; periodically evaluate the activities of the IA to continuously improve the quality and effectiveness of internal audit activities, ensuring comprehensiveness and professionalism in internal audit activities.
- The work of perfecting the personnel and improving the quality of Internal Audit activities has always been focused on by the Board of Supervisors. In 2024, the IA has been perfected and supplemented with personnel.
- Professional training at IA is maintained regularly with training forms suitable to the actual situation; Board of Supervisors has directed internal audit to deploy and widely apply software to manage inspection and auditing activities, increase the use of modern auditing tools and techniques; accelerate the digital transformation process in internal audit activities, in order to improve the quality and efficiency of internal audit work, towards meeting the requirements of modern risk management models.
- Continuously improve internal IA policies and regulations to meet legal requirements and internal governance goals of ABBank.
- The annual audit plan ensures the risk-oriented and comprehensive principles; all activities, processes and departments of ABBANK must be audited; Critical units and processes or those with high risk levels must be audited at least once a year; Review the risk update of the IA during the year and adjust the plan to suit the Bank's actual operations and legal requirements and regulatory agencies from time to time.

**8.2. Report to the State Bank and monitor the handling and overcoming of shortcomings and limitations of the Board of Supervisors and Internal Audit according to recommendations of competent authorities.**

In 2024, under the direction of the Board of Supervisors, the Internal Audit has complied with and promptly submitted periodic reports, and coordinated with Units within ABBank to report to the State Bank each time upon request.

**8.3. Conduct financial statement audit and monitor financial results**

The Board of Supervisors has audited ABBANK's financial statements (independently audited) and confirmed the following results:

- The 2024 consolidated financial statements fully reflect the business performance and financial situation of ABBANK and its subsidiaries, presented according to the reporting forms prescribed by the State Bank on the financial reporting regime for credit institutions, in accordance with Vietnamese Accounting Standards and current regulations of the State.
- The 2024 consolidated financial statements have honestly and reasonably reflected in all material aspects the financial situation of ABBANK and its subsidiaries as of December 31, 2024.
- The basic indicators of capital and assets as of December 31, 2024 and the business performance results of ABBANK in 2024 have been independently audited by KPMG Vietnam Co., Ltd., as follows:

1. Total assets:	176.619 billion VND
2. Equity:	13.936 billion VND
3. Total profit before tax:	779 billion VND
4. Corporate income tax:	151 billion VND
5. Profit after tax of the Bank	627 billion VND

**II. ORIENTATION AND ACTIVITY PLAN OF THE BOARD OF SUPERVISION IN 2025.**

With the Bank's strong operating situation and digital transformation trend, the Board of Supervisors' operating orientation in 2025:

- Strengthen supervision of the organization and implementation of directives of the Government, Prime Minister, and State Bank of Vietnam on key tasks of the banking sector in 2025.
- Continue to monitor and supervise the implementation of the Bank restructuring project associated with bad debt settlement for the period 2021-2025, ensuring the

achievement of the set goals.

- Strictly implement the direction of the State Bank to the Board of Supervisors and Internal Audit, ensuring compliance with the regulations and instructions of the State Bank.
- Strengthen internal inspection and audit work to promptly and comprehensively identify and control key risks in banking operations, especially risks related to network security and information security.
- Ensure the implementation of recommendations of inspection, examination and audit teams to overcome existing problems and errors, ensuring safe and effective bank operations.
- Invest in technology and process innovation to improve the efficiency of monitoring and auditing work, meeting the Bank's digital transformation requirements.

Based on the functions and tasks prescribed by the Law, the Charter, the Regulations on organization and operation of the Board of Supervisors and the business plan of the Bank, the Board of Supervisors reports the 2025 operating plan as follows:

- Report to the General Meeting of Shareholders for approval of the Board of Supervisors' operating regulations according to the Law on Credit Institutions 2024, ensuring compliance with the law and the State Bank of Vietnam.
- Perform internal supervision functions in the Bank's management and operations, ensuring compliance with the provisions of the Law and the Bank's Charter.
- Perform the function of supervising senior management of internal audit, ensuring efficiency and effectiveness in internal audit work.
- Monitor the implementation of the 2025 Shareholders' Meeting Resolution, ensuring that goals and tasks are effectively implemented.
- Review periodic financial reports of the bank, ensuring accuracy, honesty and compliance with legal regulations.
- Effectively implement the 2025 Audit Plan, ensuring risks are controlled and plan objectives are achieved.
- Perform other tasks as prescribed by law, banking regulations and requirements of the State Bank.

### **III. SUGGESTIONS AND RECOMMENDATIONS OF THE SUPERVISION BOARD**

#### **1. To the Board of Directors and the Board of Management**

Based on monitoring activities and in order for ABBank to meet the target of stable growth, the Board of Supervisors recommends to the Board of Directors and the Board of Management some key contents as follows:

- The Board of Directors and the Board of Management need to continue to direct the promotion of credit growth according to the direction of the Government and

the State Bank to contribute to economic growth on the basis of controlling credit quality.

- Research and adjust credit processes to simplify procedures, shorten loan processing time for customers and at the same time ensure risk control.
- Strengthen bad debt collection by all means to minimize risks and ensure financial safety for banking operations.
- Speed up the implementation progress and closely monitor information technology development projects to ensure safety and security; at the same time, enhance the application of information technology in providing banking services, operations, management, analysis and risk prevention; strengthen anti-money laundering measures.
- Further strengthen propaganda and training work to continue to improve culture and awareness of compliance with regulations and professional ethics.
- Continue to transform to create momentum for effective and sustainable retail banking development, meeting customer needs and contributing to the development of the economy.

## **2. The Board of Supervisors proposes to recommend the General Meeting of Shareholders to approve**

2.1. Through the 2024 financial report of ABBANK, which was independently audited by KPMG Vietnam Co., Ltd. and reviewed by the Board of Supervisors.

2.2. Propose that the General Meeting of Shareholders authorize the Board of Directors to select one of four prestigious international auditing companies (Big 4) including: PWC Auditing Company; Deloitte Vietnam Company; Ernst & Young Vietnam Company Limited or KPMG Vietnam Company Limited as the independent auditing company to audit the 2026 Financial Statements for ABBANK.

Respectfully submit to the General Meeting of Shareholders for approval.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF THE BOARD OF SUPERVISORS**

*(Signed)*

**NGUYEN THI HANH TAM**

**REPORT**  
**ON THE ALLOCATION OF FUNDS**  
**AND PROFIT DISTRIBUTION**  
**FROM 2024 PROFIT AFTER TAX;**





ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18-04-2025

Hanoi, March 26, 2025

**SUBMISSION**

**Submission on funds allocation and 2024 profit after tax distribution**

(To be submitted to the Annual General Meeting of Shareholders 2025 for approval)

Based on the business performance in 2024, the Board of Directors (BOD) of An Binh Commercial Joint Stock Bank would like to submit to the General Meeting of Shareholders for approval of the funds allocation and profits distribution as follows:

Unit: VND

No.	Item	Ratio	Amount
1	Profit after tax of 2024		627,225,451,441
2	Total funds allocation		156,806,362,860
2.1.	Charter capital reserve fund	10% (*)	62,722,545,144
2.2.	Financial reserve fund	10%	62,722,545,144
2.3.	Reward and welfare fund	5%	31,361,272,572
3	Remaining profit of 2024		470,419,088,581
4	Unused profit of 2024 years		1,840,674,996,904
5	Total remaining undistributed profit		2,311,094,085,485

(\*) Accordingly the provisions of Point a, Clause 2, Article 148 of the Law on Credit Institutions 2024

The BOD would like to submit to the General Meeting of Shareholders for approval on:

- Funds allocation as above presentation.
- Retaining/undistribution remaining profits after tax of 2024 after deduction to reserve funds according to regulations to supplement capital to implement the strategic plan, create internal accumulation to increase Charter capital in the future.

Respectfully.

**ON BEHALF OF THE BOD  
CHAIRMAN**

(Signed)

**Dao Manh Khang**

**REPORT ON REMUNERATION  
OF THE BOARD OF DIRECTORS,  
SUPERVISORY BOARD IN 2024  
AND PROPOSAL FOR 2025;**







Hanoi, March 26, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date **18-04-2025**

**REPORT ON REMUNERATION AND OPERATION COSTS  
OF THE BOARD OF DIRECTORS AND SUPERVISORY BOARD IN 2024  
AND PROPOSED FOR 2025**

*(To be submitted to the Annual General Meeting of Shareholders 2025 for approval)*

The Board of Directors of An Binh Commercial Joint Stock Bank (ABBANK) would like to submit to the General Meeting of Shareholders for approval on the remuneration of the Board of Directors (BOD) and the Supervisory Board (SB) as follows:

**1. Report on remuneration spent in 2024**

ABBANK's Annual General Meeting of Shareholders on April 5, 2024 approved the budget plan for remuneration of the BOD and Supervisory Board (SB) in 2024 of VND 35 billion. However, because ABBANK's 2024 profit did not meet the plan, the total remuneration and concurrent remuneration for the BOD and SB paid in 2024 is VND25,375 billion, equal to 72.43% of the total remuneration approved by the General Meeting of Shareholders.

Content	Spent in 2024 (VND billion)
1. Remuneration for BOD, SB members:	23.100
- BOD Members	18.000
- SB Members	5.100
2. Part-time remuneration for members of the Board of Directors to participate in the Committees	2.250
Total (1 + 2)	25.350

Other operation costs, travel expenses, etc. of the BOD, the SB are implemented in accordance with the internal spending regulations of the Bank.

## **2. Proposal for 2025**

With the increasingly stringent requirements of the State Bank of Vietnam in particular and the law in general, as stipulated in the Law on Credit Institutions 2024, the Law on Securities 2029 (as amended and supplemented), and the Law on Enterprise 2020 (as amended and supplemented), regarding the roles and responsibilities of the BOD and the SB in corporate governance and banking supervision; the BOD's responsibility for high-level oversight of the management and operations of the Chief Executive Officer and other executives of ABBANK;... Therefore, it is necessary to further enhance the role of the BOD and SB in directing, managing, and supervising banking activities, ensuring ABBANK operates safely and stably, creating a foundation for future development.

Basing on the the remuneration and reward mechanism associated with assigned tasks and ensuring the management and control of the Bank's operations are carried out with the highest sense of responsibility, the BOD would like to submit to the General Meeting of Shareholders for approval:

a) The total amount of remuneration and part-time remuneration for members of the BOD, members of the SB in 2025 is VND35 billion (remain the same as the 2024 plan).

b) In the case the Bank's 2025 realized profit-before-tax exceeds the target set by the General Meeting of Shareholders, the bonus fund for members of the BOD and SB will be 2% of the excess profit.

Respectfull.

**ON BEHALF OF THE BOD  
CHAIRMAN**

*(Signed)*

**Dao Manh Khang**

# **ABBANK CHARTER** (AMENDED)



Meeting  
Documents

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*Hanoi, March 27, 2025*

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18-04-2025

**SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS  
ON ABBANK'S CHARTER (AMENDED)**

**To: The General Meeting of Shareholders  
of An Binh Commercial Joint Stock Bank (ABBANK).**

**I. THE NECESSITY OF ISSUING THE CHARTER (AMENDED)**

1. The current ABBANK Charter was re-issued in 2021 (Charter 2021) on the basis of two new laws promulgated at that time, namely the Law on Securities dated November 26, 2019 (Law on Securities 2019) and the Law on Enterprise dated June 17, 2020 (Law on Enterprise 2020), both effective on January 1, 2021, replacing the Law on Securities 2006 (amended in 2010) and the Law on Enterprise 2014. At the same time, the Charter 2021 has also been updated with many provisions from documents guiding the implementation of these two Laws applicable to the organization and operation of ABBANK as a large-scale public company with shares registered for centralized trading on the UPCOM floor in accordance with the provisions of the laws on securities and the stock market and standardizing the required structure and contents according to the Model Charter of a public company.
2. Next, based on the results of the offering and issuance of shares to increase ABBANK's charter capital, the business registration authority has issued an amended Business Registration Certificate, and the State Bank has issued an amended and supplemented license. Based on the content of the above-mentioned amended license, and at the same time to update the amended and supplemented provisions of the Enterprise Law, in 2022 and 2023, the 2021 Charter will continue to be adjusted, specifically:
  - a) In 2022, ABBANK's Charter was amended and supplemented:
    - To update the new charter capital and number of shares according to the results of the stock offering to existing shareholders, issuing shares under the ABBANK Employee Stock Option Program and issuing shares from equity sources (bonus shares) to existing shareholders in 2022 (ABBANK's charter capital has increased from VND 5,713,113,550,000 to VND 9,409,470,820,000).
    - To supplement the provisions in the Charter to limit the total share ownership of foreign investors at ABBANK.

- To update the provisions on the Minutes of the Board of Directors' meetings according to the provisions amending the Enterprise Law dated January 11, 2022.
- b) In 2023, ABBANK's Charter was amended and supplemented:
- To update the charter capital and number of shares according to the results of the share issuance to pay dividends to shareholders in 2023 (ABBANK's charter capital has increased from VND 9,409,470,820,000 to VND 10,350,367,620,000).
3. On January 18, 2024, the new Law on Credit Institutions (Law on Credit Institutions 2024) was passed with a fairly comprehensive scope of amendments and supplements in both structure and content with many new provisions. The Law on Credit Institutions 2024 takes effect from July 1, 2024, replacing the Law on Credit Institutions 2010 (amended and supplemented in 2017). On April 4, 2024, the State Bank of Vietnam issued Notice No. 124/TB-NHNN on the conclusion of the Governor of the State Bank at the online conference to disseminate the Law on Credit Institutions 2024, requiring credit institutions to *"urgently review the Charter and the system of internal regulations to amend, supplement, and replace them to ensure compliance with the provisions of the Law on Credit Institutions 2024"*.

Based on the above context and to ensure compliance and consistency with the provisions of the Law on Credit Institutions 2024, it is necessary to review and amend the Charter of ABBANK to submit to the General Meeting of Shareholders for approval at the annual meeting in 2025.

The Board of Directors respectfully submits to the General Meeting of Shareholders the draft of ABBANK's Charter which has been developed and revised after internal consultations.

## **II. DRAFTING PRINCIPLES**

The drafting of the Charter is carried out on the following principles:

1. Simultaneously ensuring compliance with the requirements of 3 legal documents directly related to ABBANK's operations: Law on Credit Institutions 2024, Law on Securities 2019 and Law on Enterprises 2020 as well as documents guiding the implementation of these Laws. In particular, identifying and updating according to specific provisions of the Law on Credit Institutions 2024 on issues related to the management organization and operations of ABBANK.

2. Referring to the structure and contents of the Model Charter of a public company according to Circular No. 116/2020/TT-BTC to meet the orientation of charter standards applicable to listed companies and corporate governance according to good practices.
3. Inheriting the foundation and specific provisions, suitable for the actual operations of ABBANK in the current Charter; At the same time, continue to review and eliminate unnecessary and no longer appropriate regulations.

### **III. STRUCTURE AND CONTENT OF THE DRAFT CHARTER**

The Draft Charter (amended) retains the same structure as the current Charter, consisting of 6 chapters with a total of 86 Articles with some main contents amended and supplemented to update the provisions of the Law on Credit Institutions, including:

#### ***1. Chapter I: General provisions (from Article 1 to Article 9)***

The main amendments to this Chapter include:

- Expanding the scope of Related Persons (Article 1.1(l)) in compliance with Article 4.24 of the Law on Credit Institutions 2024.
- Change the legal representative from Chairman of the Board of Directors to General Director to be proactive in work and suitable to the actual situation of ABBANK (Article 3).
- Adding 1 article (Article 6) on promulgating internal regulations on business operations and participation in the controlled testing mechanism with content consistent with the new regulations in Article 101 and Article 106 of the Law on Credit Institutions 2024.
- Adding requirements to ensure data security and ensure continuous operation (Article 8).
- Adding regulations on limiting capital contribution and share purchase to prevent cross-ownership (Article 9.10).

#### ***2. Chapter II: Charter capital, shares and stocks (from Article 10 to Article 19), including 2 Sections:***

- a) Section 1 - Charter capital (Article 10 and Article 11): Basic contents as prescribed in the current Charter and in accordance with the License issued by the State Bank.
- b) Section 2 – Shares and stocks (from Article 12 to Article 19): The important amendment is:
  - Tightening the limit on share ownership (Articles 12.2 and 12.3) to comply with the provisions of the Law on Credit Institutions 2024, specifically:
    - An individual shareholder can only own a maximum of 5%, an organization shareholder can only own a maximum of 10% of ABBANK's charter capital.

- A shareholder and related persons of that shareholder can own a maximum of 15% of ABBANK's charter capital.

From July 1, 2024 (the effective date of the Law on Credit Institutions), shareholders, shareholders and related persons owning shares exceeding the share ownership ratio may continue to maintain their shares but may not increase their shares until they comply with the provisions on share ownership ratio as prescribed in this Charter, except in the case of receiving dividends in the form of shares.

- Adjusting the maximum limit of total foreign investors' share ownership at ABBANK from 24.6% to 16.5% (current actual level) to proactively reserve room for major foreign shareholders/strategic shareholders when needed.
- In addition, the draft Charter removes the requirement that major shareholders must obtain approval from the State Bank before transferring shares (Article 15.3) because the Law on Credit Institutions 2024 only requires cases of receiving transfers to become major shareholders to have prior approval from the State Bank.

### ***3. Chapter III: ABBANK's management organization (from Article 19 to Article 69), including 7 Sections:***

- a) Section 1 - General provisions (from Article 20 to Article 32): Main amendments and supplements:
  - Carrying out audits of the internal control system as required by the State Bank and the application of technology in the control (Article 21.3 and Article 21.4).
  - In particular, new regulations were added in Article 24 about not concurrently holding positions. Accordingly, members of the Board of Directors (not only the Chairman of the Board of Directors as currently) cannot concurrently be managers (members of the Board of Directors, General Director, Deputy General Director...) of other credit institutions or other enterprises... Stricter regulations on not concurrently holding positions for members of the Board of Supervisors and General Director have also been updated. These amendments are to comply with the provisions of Article 43 of the Law on Credit Institutions 2024.
  - Another noteworthy point is the amendment to Article 29 with stricter requirements on the obligation to fully declare information about related persons of shareholders owning 1% or more of ABBANK's share capital in addition to the group of subjects: Members of the Board of Directors, members of the Board of Supervisors, General Director, Deputy General Director as prescribed in current regulations. The provision of information in writing is carried out for the first time and each time there is a change within 07 working days from the date of occurrence or change of

information. Annually, ABBANK must report to the General Meeting of Shareholders information on:

- Organizations with interests related to managers, members of the Board of Supervisors of ABBANK (other organizations that themselves or together with related persons own 5% or more of capital or are managers, Supervisors/members of the Board of Supervisors or organizations that are related parties of them).
- Information on the number and percentage of shares owned by shareholders and related persons for shareholders owning 1% or more of ABBANK's charter capital (in addition to being published on the ABBANK website).
- Credit granting to subjects with credit restrictions as prescribed in Clause 1, Article 135 of the Law on Credit Institutions 2024.

In addition, Article 29.6 of the draft Charter stipulates that ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations, transactions with other organizations and individuals that may conflict with ABBANK's interests and may only participate in such transactions when approved by the Board of Directors. The entities providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete and timely and must be responsible for providing and publicly disclosing such information.

- Removing the separate provisions on the requirement for transactions with Related Persons to be approved by the General Meeting of Shareholders and the Board of Directors to avoid duplication because these contents have been specifically regulated in Articles: 38.16, 38.17 and Articles 52.6, 52.7, 52.8 of the draft Charter on the authority to approve contracts and transactions of the General Meeting of Shareholders and the Board of Directors, including contracts and transactions with Related Persons in accordance with the content regulated in Article 67.3(q)(r) and Articles 70.8, 70.9 of the Law on Credit Institutions 2024.
- b) Section 2 - Shareholders and General Meeting of Shareholders (from Article 33 to Article 49): Important amendments include:
  - Adjusting the provisions on the rights of major shareholders/groups of shareholders in Articles 34.3 and 34.4 based on the specific provisions of the Law on Credit Institutions 2024 (Articles 61.9 and 67.2(d)). Accordingly, Shareholders or groups of shareholders owning 5% or more of the total number of common shares have the right to nominate people to the Board of Directors, the Board of Supervisors and Shareholders or groups of shareholders owning more than 10% of the total number of common shares



have the right to request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders.

- Adjusting and rearranging a number of provisions on the duties and powers of the General Meeting of Shareholders (Article 38), on the General Meeting of Shareholders (Article 39) to comply with the provisions of Article 67 of the Law on Credit Institutions 2024 as well as current practices.
- Amending and supplementing the provisions in Article 46 and Article 47 of the Charter on the procedures and conditions for passing decisions of the General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions. This is a specific provision of the Law on Credit Institutions 2024, different from the Law on Enterprises 2020. Accordingly, the Decision of the General Meeting of Shareholders must be passed by voting at the General Meeting of Shareholders, including 4 contents:
  - Approving the development orientation of ABBANK;
  - Deciding on the number of members of the Board of Directors and the Board of Supervisors; electing, dismissing, removing, electing additional members, and replacing members of the Board of Directors and the Board of Supervisors;
  - Considering and handling, within its authority, violations by the Board of Directors and the Board of Supervisors that cause damage to ABBANK and its shareholders;
  - Deciding on division, separation, consolidation, merger, conversion of legal form, dissolution or requesting the Court to open bankruptcy proceedings.

(Other issues can be approved by obtaining shareholders' opinions)

The conditions for approval by the number of shareholders representing over 65% when passing a resolution of the General Meeting of Shareholders are applied in 3 cases:

- Approval of the plan to change the charter capital level; the plan to offer and issue shares, including the type of shares and the number of new shares to be offered;
- Approval of the decision to invest, purchase, or sell fixed assets of ABBANK in which the investment level, expected purchase price or original price in the case of selling fixed assets has a value of 20% or more of ABBANK's charter capital stated in the most recent audited financial statements;
- Decision on division, separation, consolidation, merger, conversion of legal form, dissolution or request for the Court to open bankruptcy proceedings for ABBANK.

(Other issues, the required ratio is over 50%).

- c) Section 3 - Board of Directors (from Article 50 to Article 58): Compared to the current Charter, the following contents have been updated:
  - Amending and supplementing the requirements on the structure of the Board of Directors including at least 2 independent members and at least 2/3 of the total number of members being independent, non-executive members (Article 50).
  - Reviewing, amending, supplementing and rearranging the regulations on standards and conditions for Board of Directors members (Article 51); duties of the Board of Directors (Article 52), rights and obligations of the Chairperson of the Board of Directors (Article 53), rights and obligations of Board of Directors members (Article 54) based on relevant provisions of the Law on Credit Institutions 2024.
  - Unanimously applying the principle of the Board of Directors passing decisions based on the majority members of the Board of Directors voting in favor in Article 55.2 of the draft Charter, in accordance with the provisions of Article 157 of the Law on Enterprises 2020.
- d) Section 4 - Board of Supervisors (from Article 59 to Article 64): The amended contents include:
  - Increasing the minimum number of members of the Board of Supervisors (Article 59.2) to 5 people (current regulation is 3 people) to comply with the provisions in Article 51.2 of the Law on Credit Institutions 2024.
  - Reviewing, amending, supplementing, and rearranging the regulations on standards and conditions for members of the Board of Supervisors (Article 59); promoting the role, tasks, and powers of the Board of Supervisors (Article 60) in accordance to provisions of Law on Credit Institutions.
- e) Section 5 - General Director (from Article 65 to Article 67): Review, amend, supplement, and rearrange the provisions of the current Charter based on relevant provisions of the Law on Credit Institutions 2024.
- c) Section 6 - Right to inspect company books and records (Article 68): Basic content remains the same as current regulations and is consistent with the Model Charter of a public company.
- d) Section 7 - Employees and Trade Unions: (Article 69): The basic content remains the same as current regulations and is consistent with the Model Charter of a public company.

#### **4. Chapter IV: Financial, Accounting and Reporting Information Regulations (from Article 70 to Article 79):**

This chapter consists of 3 sections: Section 1 - Financial, Accounting Regulations (from Article 70 to Article 74); Section 2 - Fund Allocation and Profit Distribution (Article 75 and Article 76); Section 3 - Information Reporting Regulations (from Article 77 to Article 79).

In general, the content of this Chapter was reviewed, revised and supplemented to comply with relevant provisions of the Law on Credit Institutions 2024.

**5. *Chapter V: Dispute resolution, reorganization, dissolution, bankruptcy (from Article 80 to Article 84):***

The contents of this Chapter were reviewed and rearranged for brevity, mainly by referring to relevant provisions of the Law on Credit Institutions 2024.

**6. *Chapter VI: Implementation provisions (Articles 85 and 86):***

The basic content remains the same as the current regulations.

During the drafting process, the contents of draft Charter were consulted with and revised based on comments from the Board of Supervisors, Internal Audit and legally reviewed by the Legal and Compliance Division before reporting to the Board of Directors for submission to the General Meeting of Shareholders.

**IV. RECOMMENDATION**

Respectfully submit to the General Meeting of Shareholders for approval of ABBANK Charter according to the attached draft.

Sincerely,

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN  
(Signed)**

**Dao Manh Khang**



ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18 -04- 2025

# CHARTER OF AN BINH COMMERCIAL JOINT STOCK BANK

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**CHAPTER I:  
GENERAL PROVISIONS**

**Article 1. Definition**

1. The following terms in this Charter shall have the meanings set out below, unless otherwise specified in the context:
  - a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
  - b) *Law on Credit Institutions*: means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and taking effect on July 01, 2024.
  - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021, which was amended and supplemented on January 11, 2022, the amended and supplemented contents take effect from March 1, 2022.
  - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021, which was amended and supplemented on November 29, 2024, the amended and supplemented contents take effect from January 1, 2025.
  - e) *State Bank or SBV*: means the State Bank of Vietnam.
  - f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
  - g) *Shareholder*: means any individual or organization who owns one or more shares of ABBANK.
  - h) *Major Shareholder*: means a shareholder directly or indirectly owning 05% (five percent) or more of the voting share capital of ABBANK, including the number of shares that shareholder owns indirectly.
  - i) *Share Certificate*: means the certificate issued by ABBANK or accounting book entry or electronic data certifying the ownership over one or more shares of ABBANK.
  - j) *Executive(s) of ABBANK (Executive(s))*: comprises General Director (or the Chief Executive Officer), Deputy General Directors, Member of Executive Board/Board of Management), the Chief Accountant, Branch Director of ABBANK<sup>1</sup> (The title of Member of Executive Board/Board of Management is not

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<sup>1</sup> Article 4.32 Law on Credit Institution.



equivalent to the title of Deputy General Director).

- k) *Manager(s) of ABBANK (Manager(s))*: comprises the Chairperson, Deputy Chairperson and other members of the Board of Directors; General Director.<sup>2</sup>
- l) *Related Person*: is an organization or individual that has a direct or indirect relationship with another organization or individual (including ABBANK) if it falls into one of the following cases:
  - (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, supervisors, members of the Board of Supervisors of the parent company or of the credit institution, individuals or organizations with the authority to appoint these persons with the subsidiary and vice versa;
  - (ii). A company or credit institution with the manager, controller, Member of the Board of Supervisors of that company or credit institution or with the company or organization with the authority to appoint those people and vice versa;
  - (iii). A company or credit institution with an organization or individual owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
  - (iv). An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of a wife or husband; daughter-in-law, son-in-law; full siblings; half siblings; siblings of spouse; brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles and paternal nieces and nephews;
  - (v). A company or credit institution with an individual having a relationship as prescribed in section (iv) above with a manager, supervisor, Member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;

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<sup>2</sup> Article 4.1 Law on Credit Institution.

- (vi). An individual authorized to represent the capital contribution for an organization or individual specified in sections (i) to (v) above in relationship with the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization together;
- (vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the State Bank through inspection and supervision activities.

The definition of “Related person” in this point applies to the contents of management organization, reorganization, dissolution and related activities according to the provisions of the Law on Credit Institutions. For the issue of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises<sup>3</sup> shall apply in accordance with the principle of law application.

- m) *Internal Person*: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, Members of Board of Directors; The Legal Representative; the General Director, Deputy General Directors; the Financial Director; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and Members of the Board of Supervisors; the Head and Members of the Internal Audit; the Company Secretary, the Person In-charge of Corporate Governance, the Person(s) Authorized to Disclose Information.<sup>4</sup>
2. In this Charter, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time. Where due to any changes to the regulatory provisions or any reason that result in the inconsistency of this Charter with regulatory provisions on a specific matter, then the regulatory provisions shall prevail.
  3. The headings of Chapters, Sections, or Articles of this Charter are used for convenience only and do not affect its interpretation.
  4. Terms, definitions or expressions which are not defined in this Charter shall have

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<sup>3</sup> Article 4.24 Law on Credit Institutions; Article 3 and Article 4.23 of the Law on Enterprises; Article 4.46 of the Law on Securities

<sup>4</sup> Article 4.45 Law on Securities

the meaning prescribed in relevant laws.

**Article 2. Name, corporate model, corporate seal, head office address, network and operational duration**

1. An Binh Commercial Joint Stock Bank has been established and operating under License for establishment and operation No. 0031/NH-GP initially issued on April 15, 1993, replaced by the License No. 120/GP-NHNN dated December 12, 2018 of the State Bank and the Decisions of the State Bank on amending and supplementing License No. 120/GP-NHNN (referred to as the License).
  - a) Full name in Vietnamese: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN AN BÌNH;
  - b) Full name in English: AN BINH COMMERCIAL JOINT STOCK BANK;
  - c) Short name in Vietnamese: Ngân hàng An Bình;
  - d) Abbreviation in English: ABBANK.
  - e) Stock symbol: ABB
2. ABBANK is a commercial bank under the model of joint stock company, having the legal entity status in accordance with Vietnamese laws.
3. Head office address: Floor 1, 2, 3 GELEXIMCO Building, No. 36 Hoang Cau, O Cho Dua Ward, Dong Da District, Ha Noi City.

Phone number: 84-24-3761 2888 Fax: 84-24-3519 0416 Website: [www.abbank.vn](http://www.abbank.vn)
4. Operational duration: ninety-nine (99) years from April 15, 1993 and can be extended in accordance with the Laws.
5. The seal of ABBANK includes the seal made at the stamp engraved establishment or the seal in the form of a digital signature in accordance with the provisions of laws on electronic transactions.

The Board of Directors decides on the seal type, quantity, form and content of the seals of ABBANK and the seals of ABBANK's branches, sub-branches and representative offices (if any). The management and use of corporate seal of ABBANK shall be conducted in accordance with relevant Laws and internal regulations of ABBANK.
6. ABBANK opens accounts at the State Bank and credit institutions, foreign bank branches in Vietnam and abroad according to the provisions of Laws.

7. ABBANK may establish domestic or offshore subsidiaries, branches, transaction offices, representative offices, non-business units, and other forms of commercial presence to perform its operational objectives as decided by the Board of Directors and in accordance with the granted Licence by SBV and provisions of Laws.

### **Article 3. The Legal Representative<sup>5</sup>**

1. ABBANK has one Legal Representative who is the General Director. In case the position of General Director is vacant and the appointment of another person to replace him/her has not been completed, the Chairman of the Board of Directors shall be the Legal Representative of ABBANK. The legal representative shall represent ABBANK to exercise the rights and perform the obligations arising out of transactions of ABBANK, represent ABBANK to act as the party requesting the settlement of a civil matter, plaintiff, defendant or person with related interests and obligations before the arbitration and courts and to exercise other rights and perform other obligations in accordance with laws.
2. The legal representative of ABBANK has the following responsibilities:
  - a) To exercise the delegated rights and perform assigned obligations honestly and prudently and to his or her best ability in order to assure the legitimate interests of ABBANK;
  - b) To be loyal to the interests of ABBANK; not to abuse his or her position and power, not to use information, know-how or business opportunities or other assets of ABBANK for his or her personal benefit or for benefit other organizations or individuals;
  - c) To notify ABBANK in a timely, complete and accurate manner that he or she and a person related to him or her is the owner or holds shares or share of capital contribution in accordance with laws; and
  - d) Other obligations in accordance with laws and this Charter.
3. The legal representative of ABBANK must reside in Vietnam, and in case of absence in Vietnam, he or she must authorize in writing another person who is managerial or executive officer residing in Vietnam to exercise the rights and perform the obligations of the legal representative.
4. ABBANK must notify the State Bank of ABBANK's legal representative within 10 (ten) days from the date of election of the legal representative as prescribed in this Charter or change of legal representative.

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<sup>5</sup> Article 11 Law on Credit Institutions, Article 12 Law on Enterprises; Article 3 Model Charter according to Circular 116/2020/TT-BTC

**Article 4. Objectives, fields and scope of business**

1. Objective of ABBANK is to become a leading retail commercial joint stock bank in Vietnam, to bring the best experience and service quality to the customers, to maximize profits for shareholders, to develop the professional and ethical staff, to ensure benefits of the employees, to contribute to the economic and social development of the country and communities.
2. ABBANK mainly operates in banking, deposit receipt, credit extension, payment service supply, treasury and other activities nationwide and in foreign countries in accordance with the License issued by the SBV and the provisions of laws.
3. ABBANK has autonomy in business operations and is self-responsible for its business results. Neither organization nor individual is allowed to illegally intervene in the business activities of ABBANK<sup>6</sup>.

**Article 5. Detail scope of operation<sup>7</sup>**

1. Receipt of on-call deposit, fixed term deposit and savings deposit and other types of deposit;
2. Issuing certificates of deposit.
3. Extending the credit under form of lending; discounting, rediscounting negotiable instruments and other valuable papers; bank guarantees; issuing credit cards; domestic factoring; international factoring; letters of credit; debt trading; other forms of credit provision as prescribed by the Governor of the State Bank.
4. Opening payment accounts for customers;
5. Providing payment facilities.
6. Providing payment services via accounts: Providing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection and payment services; Providing international payment services after receiving written approval from the State Bank; other payment services as prescribed by the Governor of the State Bank.
7. Borrow capital from the State Bank in the form of refinancing and trading of valuable papers with the State Bank in accordance with the provisions of the Law

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<sup>6</sup> Article 7.1 Law on Credit Institutions

<sup>7</sup> Article 11 Law on Credit Institutions, Article 12 Law on Enterprises; Article 3 Model Charter according to Circular 116/2020/TT-BTC

on the State Bank of Vietnam; lend, borrow, deposit, receive deposits, and trade valuable papers for a term with credit institutions and foreign bank branches in accordance with the provisions of the State Bank; borrow foreign loans in accordance with the provisions of laws.

8. Opening account at SBV; open a payment account at a credit institution that provides payment services through accounts; open a payment account abroad in accordance with the provisions of laws on foreign exchange.
9. Internal payment, participation in national interbank payment system; participate in the international payment system when meeting the conditions prescribed by the Government and approved in writing by the State Bank.
10. Contribute capital and purchase shares in accordance with the provisions of law.
11. Trading and providing foreign exchange services in the domestic and international markets according to the provisions of the law on foreign exchange, other relevant laws and regulations of the State Bank.
12. Entrusting, accepting entrustment, acting as an agent in banking activities, assigning payment agents according to the regulations of the Governor of the State Bank; performing insurance agency activities according to the provisions of law and regulations of the Governor of the State Bank.
13. Provide the following services as prescribed by the Governor of the State Bank: Cash management services; treasury services; asset preservation services, safe deposit box and safe deposit box rental; provision of money transfer, collection, payment and other non-account payment services; purchase and sale of State Bank bills, corporate bonds; purchase and sale of other valuable papers; currency brokerage; other services related to factoring, letters of credit; consultancy on banking activities and other business activities according to the License.
14. Buying and selling government debt instruments, government-guaranteed bonds, local government bonds; issuing bonds; securities depository; banking supervision; collateral management agency in accordance with relevant laws and regulations of the Governor of the State Bank.
15. E-wallet.
16. Other activities after being approved by the State Bank.

The specific operations of ABBANK in each period are based on the granted License, in accordance with the Law on Credit Institutions, other relevant laws and regulations of the State Bank.

#### **Article 6. Issuance of internal regulations on business operations and participation**

**in the controlled testing mechanism<sup>8</sup>**

1. Based on the provisions of Law on Credit Institutions, the provisions of the Governor of the State Bank and other relevant legal provisions, ABBANK must develop and issue internal regulations on ABBANK's business operations, including the implementation of business operations by electronic means, ensuring that there is a control mechanism, internal audit, risk management associated with each business process, and emergency response plan.
2. ABBANK must issue internal regulations on the following contents:
  - a) Credit granting, credit management;
  - b) Asset classification, provisioning and use of risk reserves;
  - c) Assessment of asset quality and compliance with the minimum capital adequacy ratio;
  - d) Liquidity management, including procedures and limits for liquidity management;
  - e) Internal control and internal audit are appropriate to the nature and scale of ABBANK's operations;
  - f) Internal credit rating system for credit institutions must establish an internal credit rating system in accordance with the provisions of the Law on Credit Institutions;
  - g) Risk management in the operations of credit institutions;
  - h) Anti-money laundering;
  - i) Emergency handling plan.
3. ABBANK must submit to the State Bank the internal regulations specified in Clause 2 of this Article within 10 days from the date of issuance.
4. The controlled experimental mechanism in the banking sector is an environment for testing the application of technology and the implementation of new products, services, and business models in the banking sector with limitations in scope, space, and implementation time. ABBANK's participation in the controlled testing mechanism in the banking sector is decided by the Board of Directors, unless otherwise provided by law, on the basis of meeting the conditions and criteria for approval of participation and subject to supervision by competent state agencies as prescribed in Article 106 of the Law on Credit Institutions and detailed regulations of the Government.

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<sup>8</sup> Article 101 and Article 106 of the Law on Credit Institutions

**Article 7. Interest rate and fees in business activities of ABBANK<sup>9</sup>**

1. ABBANK has the right to determine and shall publish its interest rates for raising capital, fee rate for providing services during its business operation in accordance with the Laws.
2. ABBANK has the right to negotiate with customers on interest rates and service fees in accordance with the provisions of law on credit institutions.
3. ABBANK must comply with the regulations of the Governor of the State Bank on the mechanism for determining interest rates and fees in the business activities of credit institutions in case of unusual developments in banking activities to ensure the safety of the credit institution system.

**Article 8. E-banking operation, data security and business continuity<sup>10</sup>**

1. ABBANK's business activities using electronic facilities are conducted in accordance with the regulations of the Governor of the State Bank and the provisions of laws on electronic transactions, ensuring safety and security.
2. ABBANK must ensure the safety of its information system, data security and continuous operation in accordance with the regulations of the Governor of the State Bank and other relevant legal provisions.

**Article 9. Capital contribution, purchase of share, real estate business<sup>11</sup>**

1. ABBANK shall only be permitted to use their charter capital and other reserve funds to contribute capital and purchase shares in accordance with the provisions of clauses 2, 3, 4 and 6 of this Article.
2. ABBANK shall establish or acquire subsidiary companies or affiliated companies to carry out the following business activities:
  - a) Underwrite securities issues, securities brokerage; manage and distribute securities investment fund certificates; manage securities investment portfolios and shares trading;
  - b) Finance leasing;
  - c) Insurance.
3. ABBANK can establish or acquire subsidiary companies or affiliated companies to operate in the sectors of management of debts and exploitation of assets, remittances service, trading of foreign exchange or gold, factoring, issuance of

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<sup>9</sup> Article 100 Law on Credit Institutions

<sup>10</sup> Article 14, Article 105 and Article 140 of the Law on Credit Institutions

<sup>11</sup> Article 111, Article 137, Article 139, Article 142 and Article 144.3 of the Law on Credit Institutions



credit cards, consumer credit, and services of payment intermediary and credit information.

4. ABBANK can contribute capital to or purchase shares in enterprises operating in the following sectors:
  - a) Insurance, securities, remittances, trading of foreign exchange or gold, factoring, issuance of credit cards, consumer credit, services of payment intermediary and credit information;
  - b) Sectors other than those prescribed in sub-clause (a) above after being approved in writing by the State Bank.
5. ABBANK establishes, acquires subsidiaries and affiliated companies in accordance with the provisions of Clause 2 and Clause 3 of this Article after receiving written approval from the State Bank.
6. Conditions, documents and procedures for approving the establishment, acquisition of subsidiaries and affiliated companies and capital contribution and share purchase of ABBANK; conditions for increasing capital at subsidiaries and affiliated companies of ABBANK and operations of subsidiaries and affiliated companies of ABBANK in the field of debt management and asset exploitation shall comply with the regulations of the Governor of the State Bank.
7. ABBANK establishes subsidiaries and affiliated companies in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
8. ABBANK, and its subsidiary companies can purchase and hold shares in other credit institutions on the conditions and within the limitations stipulated by the SBV.
9. The level of capital contribution to or purchased shares in any one enterprise operating in the sectors specified in clause 4 of this Article by ABBANK and its subsidiary companies and affiliated companies shall not exceed 11% (eleven percent) of the charter capital of the enterprise receiving such capital contribution.

The level of capital contribution to or purchased shares does not include those capital contributed by or shares purchased by a fund management company being the subsidiary or affiliated company of ABBANK in an enterprise from the funds managed by such fund management company.

The total capital contribution and share purchase of ABBANK in enterprises, credit institutions, including subsidiaries and affiliated companies of ABBANK as prescribed in Clauses 2, 3, 4 and 8 of this Article must not exceed 40% (forty percent) of the charter capital and reserve funds of ABBANK.

10. ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares in the following cases:
- a) ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of enterprises and credit institutions that are shareholders of ABBANK;
  - b) ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of other enterprises and credit institutions that are related parties of major shareholders of ABBANK.
  - c) Subsidiaries and affiliated companies of ABBANK are not allowed to purchase shares of ABBANK;
  - d) ABBANK that is a subsidiary or affiliated company of a controlling company is not allowed to contribute capital or purchase shares of a controlling company, other subsidiaries or affiliated companies of that controlling company, except in cases where an approved compulsory transfer plan is implemented.
11. ABBANK shall not conduct real estate business, except for the following cases:
- a) Purchase, invest in, and own real estate to use as business headquarters, workplaces, or warehouses to directly serve ABBANK's business operations;
  - b) Leasing out an unused part of head office owned by ABBANK;
  - c) Holding real estate due to debt settlement. Within 05 years from the date of the decision to settle the secured property being real estate, ABBANK must sell, transfer or repurchase this real estate. In case of repurchasing real estate, it must ensure the purpose of use specified in Point a of this Clause and ensure that the investment ratio in fixed assets (calculated according to the remaining value of fixed assets) does not exceed 50% of the charter capital and the reserve fund to supplement charter capital recorded in ABBANK's accounting books.

## **CHAPTER II: CHARTER CAPITAL, SHARE AND SHARE CERTIFICATE**

### **Section 1: CHARTER CAPITAL**

#### **Article 10. Charter capital**

1. The Charter capital of ABBANK is VND The charter capital of ABBANK is: VND 10,350,367,620,000 (ten thousand three hundred fifty billion, three hundred sixty-

seven million, six hundred and twenty thousand Dong).

2. ABBANK's charter capital is recorded in Vietnamese Dong (VND).
3. ABBANK must maintain the actual value of the charter capital at least equal to the legal capital.

**Article 11. Changes in charter capital**

1. Any changes to the charter capital (increase or reduction) of ABBANK must be conducted based on decision of the General Meeting of Shareholders and upon the prior approval in writing by the SBV.
2. The ABBANK's charter capital can be increases from the following resources:
  - a) Reserve fund for charter capital supplement; share premium fund; retained earnings and other funds in accordance with the Laws;
  - b) Additional share offering (to existing shareholders and other public offering, private placement);
  - c) Conversion from convertible bonds into shares;
  - d) Other resources approved by the General Meeting of Shareholders in accordance with laws.
3. Forms of charter capital reduction of ABBANK:
  - a) ABBANK redeems and cancels a number of issued shares with the aggregate par value thereof equal to the amount of capital proposed to be reduced;
  - b) ABBANK withdraws and cancels a number of issued share certificates with the aggregate par value thereof equal to the amount of capital proposed to be reduced;
  - c) Other forms approved by the General Meeting of Shareholders in accordance with laws.
4. Conditions, sequences, procedures, and application dossiers to adjust the charter capital shall be implemented in accordance with relevant laws and SBV's guidance.
5. The Board of Directors is responsible for examining the application dossiers, procedures, conditions for adjustment of ABBANK's charter capital in accordance with the Laws and this Charter.
6. ABBANK must perform the business registration with the business registration authority regarding the new charter capital, report to the SBV and implement information disclosure in accordance with the law, and update relevant information in ABBANK's Charter according to the change of charter capital.

**Section 2:**  
**SHARES AND SHARE CERTIFICATE**

**Article 12. Shares**

1. The charter capital of ABBANK is divided into 1,035,036,762 (one thousand rezo hundred thirty-five million, rezo hundred thirty-six thousand, seven hundred and sixty-two) shares. Each ABBANK share has a par value of VND 10,000 (ten thousand Dong).
2. At the time of this Charter is passed, the entire shares of ABBANK are the ordinary shares; all the shareholders of ABBANK are the ordinary shareholders.
3. When it deems necessary, ABBANK can issue different classes of shares in accordance with the Laws.
4. Each share of the same class shall entitle its holder to the same rights, obligations and interests.

**Article 13. Limits of share ownership<sup>12</sup>**

1. A shareholder being individual shall not own more than 05% (five percent) of the charter capital of ABBANK, including indirect ownership shares.
2. A shareholder being an organization shall not own more than 10% (ten percent) of the charter capital of ABBANK, including indirect ownership shares.
3. A shareholder and Related Persons of such shareholder are not permitted to own more than 15% (fifteen percent) of the charter capital of ABBANK. A Major Shareholder of ABBANK and Related Persons of such shareholder are not permitted to own 05% (five percent) or more of the charter capital of any other credit institutions. The share ownership ratio specified in this Clause includes shares that shareholders authorize other organizations or individuals to purchase shares and does not include share ownership of Related Persons who are subsidiaries of that shareholder as prescribed in Point a, Clause 9, Article 4 of the Law on Credit Institutions.
4. The provisions of Clause 2 and Clause 3 of this Article shall not apply to the following cases:
  - a) Owning shares in subsidiaries and affiliated companies that are credit institutions as prescribed in Clause 2 and Clause 3, Article 111 of the Law on Credit Institutions;
  - b) Owning shares of foreign investors as prescribed in Clause 5 of this Article;

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<sup>12</sup> Article 55 Law on Credit Institutions

- c) Special cases when the State Bank applies early intervention measures, special control, merger, consolidation, and compulsory transfer as prescribed in Point b, Clause 1, Article 159, Point h, Clause 1, Article 171, Clause 2, Article 177, and Point b, Clause 1, Article 185 of the Law on Credit Institutions;
  - d) From July 1, 2024 (the effective date of the Law on Credit Institutions), shareholders, shareholders and Related Persons owning shares exceeding the share ownership ratio prescribed in this Article shall continue to maintain their shares but shall not increase their shares until they comply with the provisions on share ownership ratio as prescribed in this Charter, except in the case of receiving dividends in shares<sup>13</sup>.
5. For foreign investors: Total share ownership of all foreign investors in ABBANK is 16.5% of ABBANK's charter capital. The maximum shareholding ratio of a foreign investor being an organization, the maximum shareholding ratio of a foreign investor and Related Persons of that investor at ABBANK; the conditions and procedures for foreign investors to purchase shares of ABBANK shall comply with the general regulations of the Government.
  6. In case organizations and individuals hold convertible bonds, they must comply with the share ownership limit according to current regulations at the time of conversion and can only do so after the SBV approves the increase charter capital.<sup>14</sup>

**Article 14. Shares issuing and offering<sup>15</sup>**

1. The shares issuing, offering shall be conducted in accordance with laws and this Charter.
2. The ordinary shares will be offered to existing shareholders with priority in accordance with current shares proportion owned by the shareholders in ABBANK, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not buy will be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions that are not more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders has approved. The offering and issuance of shares must ensure compliance with the share ownership limit prescribed in Article 12 of this Charter.
3. Shares shall be deemed to have been sold when such shares have been paid up and information of full name, address, nationality, number of identification card/citizen's identification card/Passport number for foreigners (hereinafter referred to as ownership registration number) in respect of the subscribers being individual; name, head office address, nationality, enterprise code/establishment

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<sup>13</sup> Article 210.11 Law on Credit Institutions

<sup>14</sup> Article 13 Circular 01/2021/TT-NHNN

<sup>15</sup> Article 56 Law on Credit Institutions; Law on Securities, Decree 155/NĐ-CP (shares issuing and offering)

decision number (hereinafter referred to as ownership registration number) of the subscribers being organizations, number of shares of each category; date of share registration recorded in the shareholder register; from that time, the buyer of shares is the shareholder owning the purchased shares.

**Article 15. Shares transfer<sup>16</sup>**

1. Shares may be freely transferred, except otherwise stipulated in this Charter and laws. The transfer of shares shall be conducted in accordance with regulations of this Charter and relevant laws. In case ABBANK shares are listed or registered for trading on the Stock Exchange, the transfer of shares complies with the legal regulations on securities and stock market.
2. The shares which have not yet been paid up shall not be transferable nor entitled to related benefit such as right to receive dividend distribution, right to receive shares issued to increase share capital from equity, right to purchase newly offered shares and other benefits as stipulated by laws.
3. In case of purchasing or receiving transfer of shares leading to becoming a major shareholder of ABBANK, it must be approved in writing by the SBV before implementation.
4. Shareholders being individual who are, or shareholders being organizations with their representatives being the members of the Board of Directors or members of Board of Supervisors or General Director of ABBANK shall not transfer their shares during their incumbency.
5. During the remedy of consequences caused by personal responsibility under the resolution of General Meeting of Shareholders or the SBV's decision, members of the Board of Directors or members of Board of Supervisors or the General Director shall not transfer their shares, except following cases:
  - a) They act as authorized representatives of shareholder being an organization which are merged, consolidated, divided, and split-up, dissolved or bankrupt under regulations of laws;
  - b) They are ordered to transfer their shares according to a court judgment or decision that has come into legal effect;
  - c) They transfer their shares to other investors to implement recovery plan, entirely contributed capital transferring plan, compulsory transferring plan, which were approved.

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<sup>16</sup> Article 37, 64 Law on Credit Institutions; Article 127 Law on Enterprise; Article 9 Model Charter according to Circular 116/2020/TT-BTC

**Article 16. Redemption of share<sup>17</sup>**

1. The redemption of shares by ABBANK upon demand by shareholders or pursuant to the decision of ABBANK must comply with applicable regulations of the Law on Credit Institutions, Law on Securities and Law on Enterprises.
2. ABBANK is only entitled to redeem shares of shareholders if, after full payment for such redeemed shares, ABBANK will still ensure the prudential ratio in a banking operation and the actual value of its charter capital will not be lower than the level of ABBANK's legal capital.
3. After the share redemption is paid in full, if the total value of assets recorded in the accounting books of ABBANK is reduced by more than 10% (ten percent), then ABBANK must notify to all creditors within 15 (fifteen) days from the date on which the redeemed shares are paid in full.<sup>18</sup>

**Article 17. Inheritance, gift of shares**

1. Inheritance, gift of shares, use of shares for debt settlement shall be conducted in accordance with this Charter and relevant legal regulations.
2. After fulfilling all the inheritance procedure and presenting the documents proving the lawful status for inheritance, the heir shall conduct procedure to register inherited shares and become shareholder of ABBANK, and be entitled to rights and obligations of shareholders for the total inherited shares in accordance with this Charter and relevant regulations.
3. The heir, receiver of gift or debt payment by shares of shareholders being Member of Board of Directors, Board of Supervisors, General Director and other management positions of ABBANK shall not be entitled automatically to hold such positions.

**Article 18. Stock certificates<sup>19</sup>**

1. Stock certificate is a type of securities corresponding to the share of a shareholder in ABBANK. Shareholders of ABBANK were granted stock certificate corresponding to the number and type of shares owned. Stock certificate is registered in the form of book entry or electronic data. ABBANK stock certificate must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

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<sup>17</sup> Article 65 Law on Credit Institutions; Article 36, 37 Law on Securities; Article 132, 133 and 134 Law on Enterprises

<sup>18</sup> Article 134.3 and 134.4 Law on Enterprises

<sup>19</sup> Article 121 Law on Enterprises; Article 58 Law on Credit Institutions

2. Within 30 (thirty) days from the date of completion of the offering, issuing or other specific period as stipulated in the terms of the offering, issuing the shares, shareholders will be issued with stock certificates.
3. A share certificate which is lost, torn, fired or destroyed or damaged under any kinds can be handled as follows:

ABBANK re-issues the share certificate to the shareholder upon request of such shareholder. The request of shareholder contains the following information:

- a) Information about the stock certificate has been lost, damaged or otherwise destroyed;
- b) Undertaking to be responsible for disputes arising from re-issuance of share certificate.

#### **Article 19. Issue of bonds, other securities**

The issuance of bonds, convertible bonds and other securities certificates of ABBANK shall comply with the relevant provisions of laws and this Charter.

### **CHAPTER III: ORGANIZATION GOVERNANCE OF ABBANK**

#### **Section 1: GENERAL PROVISIONS**

#### **Article 20. Governance structure<sup>20</sup>**

ABBANK's organizational structure of management, administration and supervision comprises of:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Board of Supervisors;
- d) General Director.

#### **Article 21. Internal control system**

1. Internal control system is the system of internal mechanisms, policies, procedures, regulations and organizational structure of ABBANK which are established and implemented to ensure the risk prevention, detection and timely treatment.

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<sup>20</sup> Article 12, 13 Law on Enterprise; Article 11 Model Charter according to Circular 116/2020/TT-BTC



2. ABBANK shall establish the internal control system to ensure the following requirements:
  - a) Efficiency and safety in the operation; protection, management, safe and effective usage of assets and resources;
  - b) The financial and managerial information system must be honest, reasonable, complete and timely;
  - c) To comply with laws and internal procedures and regulations.
3. When deemed necessary, the State Bank has the right to request and ABBANK must hire an independent auditing organization to evaluate part or all of the internal control system<sup>21</sup>.
4. ABBANK builds an internal control system and deploys technology applications in internal control activities according to regulations of the Governor of the SBV.

**Article 22. Internal audit<sup>22</sup>**

1. ABBANK must establish Internal Audit under the Board of Supervisors to implement internal audit ABBANK.
2. The Internal Audit shall objectively and independently review and assess on the suitability and compliance with ABBANK's internal mechanisms, policies, procedures and regulations; give recommendations in order to increase the effectiveness of systems, processes and regulations, with the aim to contribute to ensure safe, efficient and lawful operations of ABBANK.
3. The result of internal auditing must be reported to the Board of Supervisors and sent to the Board of Directors, General Director of ABBANK.
4. The Board of Supervisors shall provide detail regulation on the organization and operation of Internal Audit.

**Article 23. Cases banned from holding positions<sup>23</sup>**

1. The following persons are not permitted to be Chief accountant, Director of a Branch, or Director of a Subsidiary of ABBANK:
  - a) Those who are minors; those with difficulty in cognition and behavior control; those with restricted civil act capacity or having lost civil act capacity;

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<sup>21</sup> Article 57.3 Law on Credit Institutions

<sup>22</sup> Article 58.3 Law on Credit Institutions

<sup>23</sup> Article 42 Law on Credit Institutions

- b) Those who are currently are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; or who are prohibited by the Court from holding a position, practicing a profession or doing certain work;
  - c) Those who were once convicted of a crime from the serious level upwards;
  - d) Those who were once convicted of a crime of infringement of ownership and the conviction has not been removed from the record;
  - e) Government officials, employees, managers at the divisional or higher level in enterprises of which 50% (fifty percent) or more of the charter capital is held by the State, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK or assigned, designated, appointed to participate in the management, operation, and control of ABBANK according to task requirements;
  - f) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and noncommissioned officers of bodies and units of the Vietnamese People's Public Security, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK;
2. A parent, spouse, child or sibling of a Member of the Board of Directors or of the General Director and the spouse of such person is not permitted to be Chief Accountant or the person in charge of finance of ABBANK;
3. The following persons are not permitted to be a Member of the Board of Directors or Board of Supervisors, or the General Director or Deputy General Director or hold an equivalent position in ABBANK:
- a) Those within the category stipulated in clause 1 of This Article;
  - b) Those within the category not permitted to participate in management or executive operation pursuant to the legal regulations on Government officials, employees and on anti-corruption;
  - c) Those who used to be the owner of a private enterprise, partner of a partnership, (General) Director, Member of the Board of Directors or Board of Members or Board of Supervisors, Supervisors of enterprises or the Chairperson and Members of the Board of Directors of a co-operative at the time when such enterprise or co-operative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the

management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

- d) Those who has been suspended from the position of Chairperson or other Member of the Board of Directors; Chairperson or other Member of the Board of Members; Head or other Member of the Supervisor Board; (General) Director of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License;
- e) A Related Person of a Member of the Board of Directors or of the General Director of ABBANK, except for the case specified in Clause 3, Article 50 of this Charter;
- f) Those who takes responsibility for the issues pursuant to an inspection conclusion resulting in the fact that a credit institution or foreign bank branch is punished a penalty for an administrative violation in the currency and banking sector at the highest level of punishment frame applied for the violation behaviors relating to the licenses, management, executive operation, shares, share certificates, capital contribution, shares acquisition, credit granting, purchase of enterprise bonds and prudential ratios in accordance with laws on dealing with administrative violation in the currency and banking sector.

**Article 24. Cases banned from concurrently holding different positions<sup>24</sup>**

- 1. The Chairperson of the Board of Directors of ABBANK:
  - a) Must not concurrently be an Executive of ABBANK, a Member of the Board of Supervisors of ABBANK and of another credit institutions;
  - b) Must not concurrently be a manager of another enterprise.
- 2. A Member of the Board of Directors who is not an independent member:
  - a) Must not concurrently be an Executive of ABBANK, except for the case of being the General Director of ABBANK;
  - b) Must not concurrently be an executive or manager of another credit institution or a manager of another enterprise, except in the case of being an executive or manager of a subsidiary of ABBANK or in the case of implementing an approved compulsory transfer plan;
  - c) Must not concurrently be a Supervisor or Member of the Board of Supervisors of another credit institution or other enterprise.

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<sup>24</sup> Article 34 Law on Credit Institutions

3. Independent members of the Board of Directors of ABBANK:
  - a) Must not concurrently be an Executive of ABBANK;
  - b) Must not concurrently be a manager or executive of another credit institution; manager of more than 02 other enterprises;
  - c) Must not concurrently be a Supervisor or a Member of the Board of Supervisors of another credit institution or other enterprise.
4. A Member of the Board of Supervisors of ABBANK shall not concurrently hold one of the following positions, except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to an approved compulsory transfer plan:
  - a) Manager or Executive of ABBANK, another credit institution or another enterprise; an employee of ABBANK or a subsidiary of ABBANK;
  - b) Employee of an enterprise in which a Member of the Board of Directors of ABBANK is a Member of the Board of Directors, an executive or a major shareholder of that enterprise.
5. The General Director, Deputy General Director is not permitted to concurrently be a manager, executive, supervisor, Member of the Board of Supervisors of another credit institution, except in the case where the Deputy General Director of ABBANK is the manager or executive of a subsidiary of ABBANK.

**Article 25. Automatic loss of status<sup>25</sup>**

1. Cases of automatic loss of status as a Member of the Board of Directors, Member of the Board of Supervisors and General Director:
  - a) Belonging to one of the cases where he/she is not allowed to hold the position specified in Article 22 of this Charter;
  - b) Being the representative of the capital contribution of an organization that is a shareholder of ABBANK when that organization ceases to exist;
  - c) No longer being the representative of the capital contribution authorized by the shareholder that is an organization;
  - d) Being expelled from the territory of the Socialist Republic of Vietnam;
  - e) When ABBANK has its Establishment and Operation License revoked;

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<sup>25</sup> Article 45 Law on Credit Institutions

- f) The contract to hire the General Director expires;
  - g) Death.
2. Within 5 business days from the date of determination that the such person has automatically lost status in accordance with provision in Points a, b, c, d, f and g Clause 1 of this Article, the Board of Directors of ABBANK shall send a written report enclosed with substantiating documents to the SBV and shall be liable for the accuracy and truthfulness of such report; and shall carry out procedures in accordance with laws to elect or appoint a person to the vacant position.
  3. After automatically loss of status, members of the Board of Directors, members of the Board of Supervisors, and General Director of ABBANK shall remain liable for his or her decisions made during their incumbency.

**Article 26. Removal and dismissal<sup>26</sup>**

1. Except for the case of automatic loss of status as prescribed in Clause 1, Article 24 of this Charter, the Chairperson and other members of the Board of Directors, the Head and other members of the Board of Supervisors, and the General Director of ABBANK shall be dismissed or removed from office in one of the following cases:
  - a) Dismissed when a resignation letter is sent to the Board of Directors and the Board of Supervisors of ABBANK;
  - b) Removed when the Chairperson and other members of the Board of Directors, the Head and other members of the Board of Supervisors do not participate in the activities of the Board of Directors, the Board of Supervisors for 06 consecutive months, except in cases of force majeure;
  - c) Removed when failing to satisfy the standards and conditions for members of the Board of Directors, members of the Board of Supervisors, and the General Director as prescribed in Article 51; Clause 6, Article 59; Clause 4, Article 65 of this Charter;
  - d) When the competent authority for election and appointment deems it necessary.
2. The Chairperson or Member of the Board of Directors or of the Board of Supervisors or the General Director of ABBANK who has been removed or dismissed from their position shall remain liable for his or her decisions made during their incumbency.
3. The Board of Directors of ABBANK shall, within ten (10) business days from the date of passing the decision on removal or dismissal of any person prescribed in

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<sup>26</sup> Article 46 Law on Credit Institutions

Clause 1 of this Article, submit a written report accompanied by relevant documents to the SBV.

**Article 27. Suspension and temporary suspension<sup>27</sup>**

1. The Chairperson man, other members of the Board of Directors; Head, other members of the Board of Supervisors; and Executives of ABBANK may be suspended or temporarily suspended from performing their duties and exercising their powers according to the decision of the SBV or the Special Board of Supervisors (in case the Bank is under special control) if deemed necessary according to the provisions of Clause 1 and Clause 2, Article 47 of the Law on Credit Institutions.
2. The person whose rights and obligations are suspended or temporarily suspended from being exercised as prescribed in Clause 1 of this Article must participate in handling the existing problems and violations related to personal responsibility when requested by the SBV, the Board of Directors, the Board of Supervisors of ABBANK or the Special Board of Supervisors.

**Article 28. Election or appointment**

1. The election, or appointment of members of the Board of Directors, members of the Board of Supervisors, and General Director of ABBANK shall be implemented as follows:
  - a) The list of nominees for the election of members of the Board of Directors, members of the Board of Supervisors and General Director of ABBANK shall be approved in writing by the SBV before these nominees are elected or appointed. Elected and appointed persons for these positions must be on the list approved by the SBV. The sequence, procedure, and application for approval shall be conducted in accordance with regulations of SBV.
  - b) ABBANK shall notify the SBV of the list of elected and appointed persons of these positions in accordance with Point a, Clause 1 this Article within 10 business days since date of such election and appointment.<sup>28</sup>
2. The nomination and candidacy for members of the Board of Directors, members of the Board of Supervisors comply with relevant laws, this Charter, the Regulation on Operation of the Board of Directors, the Regulation on Operation of the Board of Supervisors.
3. Shareholders, or group of shareholders who nominate candidates to the Board of Directors, the Board of Supervisors and the nominated candidates must complete

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<sup>27</sup> Article 47 Law on Credit Institutions

<sup>28</sup> Article 44 Law on Credit Institutions

the documents and procedures upon the Board of Directors' notice to submit to the SBV for approval according to legal regulations.

4. In case the candidates for the Board of Directors or Board of Supervisors are approved by the SBV for election, ABBANK must publish information related to the candidate on the ABBANK's website so that shareholders can study about these candidates before voting. Published information relating to the candidate includes: full name, date of birth; professional qualifications working experience; other managerial positions (including positions at other companies); benefits related to ABBANK and other related parties of ABBANK; other relevant information in accordance with the SBV's regulations.
5. The appointment, removal, dismissal of Deputy General Director, Chief Accountant, Branch Director, Directors of subsidiaries and other equivalent positions must be implemented in accordance with internal regulations of ABBANK and relevant laws.
6. ABBANK must publish information related to the election, appointment of these positions stipulated in this Article in accordance with the regulations on the disclosure of information in the security market.

**Article 29. Disclosure of related interests <sup>29</sup>**

1. A Member of the Board of Directors, Member of Board of Supervisors or the General Director, Deputy General Director of ABBANK shall disclose the following information:
  - a) Name, enterprise code, head office address of enterprises or economic organizations in which he/she or he/she and his/ her Related Persons owns/own a capital share or shares from 5% (five percent) or more of its charter capital, including contribution capital, share that he/she authorizes/authorize or entrusts/entrust for other organizations and individuals to own;
  - b) Name, enterprise code, head office address of the enterprises or economic organizations of which he/she and his/her Related Persons is/are a Member of the Board of Directors, Board of Members, Supervisor, Board of Supervisors or the (General) Director.
  - c) Information about the Related Person who is an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider.

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<sup>29</sup> Article 48.7, Article 49 Law on Credit Institutions, Article 164.2 Law on Enterprises; Article 291.3 and Article 299 of Decree 155/2020 / ND-CP.

- d) Information about the Related Person which is an organization, including: name, enterprise code or equivalent legal document, head office address of the enterprise; legal representative, relationship with the information provider
  - e) Other cases stipulated in Clause 2, Article 164 of the Law on Enterprises, Clause 3 of Article 291 and Article 299 of Decree 155/2020/NĐ-CP stipulating a certain provision of the Law on Securities.
2. Shareholders owning 01% (one percent) or more of the charter capital at ABBANK must provide ABBANK with the following information:
- a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; enterprise code or equivalent legal document of organization shareholder; date of issue, place of issue of this document;
  - b) Information on Related Persons as prescribed in Points c and d, Clause 1 of this Article;
  - c) Number and percentage of their shares owned at ABBANK;
  - d) Number and percentage of their shares owned by their Related Persons at ABBANK.
3. The persons specified in Clause 1 and Clause 2 of this Article must send ABBANK written information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information.
- For information in Point c and Point d, Clause 2 of this Article, shareholder must only provide information to ABBANK when there is a change in their share ownership ratio, their share ownership ratio and that of Related Persons from 01% or more of charter capital at ABBANK compared to the previous provision.
4. ABBANK must keep the information specified in Clause 1 and Clause 2 of this Article at ABBANK's head office and send a written report to the SBV within 07 working days from the date ABBANK receives the information provided. Annually, ABBANK shall disclose the information specified in Points a, b, d Clause 1 and Points a, c, d Clause 2 of this Article to the ABBANK General Meeting of Shareholders.
5. ABBANK must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of the charter capital at ABBANK and the information specified in Point c and Point d, Clause 2 of this Article on ABBANK's electronic information page within 07 working days from the date ABBANK receives the information provided.
6. ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations, transactions with other



organizations and individuals that may conflict with ABBANK's interests and may only participate in such transactions when approved by the Board of Directors.<sup>30</sup>

7. The granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions must be made public in ABBANK<sup>31</sup>. ABBANK must report on the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions to the General Meeting of Shareholders and the SBV in accordance with the regulations of the SBV.<sup>32</sup>
8. The persons providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information.

**Article 30. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supervisors, and Executives of ABBANK<sup>33</sup>**

Member of the Board of Directors, Member of Board of Supervisors, the General Director, the Deputy General Director of ABBANK have the following obligations:

1. Comply with laws, this Charter, resolutions and decisions of the General Meeting of Shareholders.
2. Be responsible for complying with restrictive regulations to ensure safety in ABBANK's banking operations according to the provisions of the Law on Credit Institutions.
3. To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBANK, and shareholders of ABBANK.
4. To be loyal to the interests of ABBANK; only use information obtained from their positions to serve the benefit of ABBANK. Not to use information, know-how, business opportunities of ABBANK gained from their position nor abuse his or her position, role or misuse assets of ABBANK for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits of ABBANK and its shareholders.
5. Ensure the storage of ABBANK's records to provide data for management, operation, and supervision of all ABBANK activities, and inspection, supervision, and inspection activities of the SBV.

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<sup>30</sup> Article 48.7 Law on credit institutions.

<sup>31</sup> Article 135.3 Law on credit institutions.

<sup>32</sup> Article 13.3 Circular 22/2019/TT-NHNN (amended and supplemented by Circular 09/2024/TT-NHNN).

<sup>33</sup> Article 48 Law on Credit Institutions; Article 165 Law on Enterprises; Article 291.2 and 291.5 of Decree 155/2020/ND-CP.

6. Understand categories of risks in ABBANK's operations.
7. ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations and transactions with other organizations and individuals that may cause conflicts with ABBANK's interests as prescribed in Clause 6, Article 28 of this Charter.
8. Not to create conditions whereby they themselves or any Related Person borrows from or use other service of ABBANK on conditions more favorable or more preferential than the general conditions stipulated by ABBANK.
9. Not to have their salary or remuneration increased or to be paid bonuses when ABBANK suffers losses.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests from the SBV regarding matters under the authority of the SBV. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on handling of inspections.
11. Other obligations stipulated in this Charter and laws.

**Article 31. Responsibility and compensation**

1. Responsibility: Members of Board of Directors, members of Board of Supervisors, General Director and other Executives of ABBANK shall comply with laws, this Charter and internal regulations of ABBANK in the implementation of its duties and be responsible for the damage caused by their breaches of obligations.
2. ABBANK shall compensate for damages in accordance with relevant laws related to the works under the responsibility assigned by the leaders and employees of ABBANK.
3. ABBANK may purchase the liability insurances for the Managers, the Executives of ABBANK. These insurances do not cover damages related to violations of laws and ABBANK Charter.<sup>34</sup>

**Article 32. Remuneration, salary and other benefits of members of Board of Directors, members of Board of Supervisors and General Director and other Executives<sup>35</sup>**

1. Remuneration, salary, rewards and other benefits to members of the Board of Directors; members of Board of Supervisors shall be paid based on the

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<sup>34</sup> Article 28.6 Model Charter according to Circular 116/2020/TT-BTC.

<sup>35</sup> Article 163 Law on Enterprises

ABBANK's requirements on performance of their duties, work schedule, the time required to complete the tasks, actual status, and business result, efficiency. The total remuneration and bonus mechanism of the Board of Directors and the Board of Supervisors shall be decided by the General Meeting of Shareholders at the annual meeting. The Chairperson of the Board of Directors announces the level of remuneration, rewards and ensures the payment of remuneration and other benefits of members of the Board of Directors, members of the Board of Supervisors in accordance with this Charter, resolutions of General Meeting of Shareholders and relevant regulations issued by the Board of Directors.

2. Salary, bonuses and other benefits of the General Director and other Executives shall be determined in accordance with the provisions of law, ABBANK's internal regulations promulgated by the Board of Directors on the basis of principles associated with assigned responsibilities, work performance of each individual and business results of ABBANK.
3. Remuneration of members of the Board of Directors, the Board of Supervisors, the General Director shall be included in business expenses of ABBANK in accordance with provisions of laws on corporate income tax; is shown as a separate item in ABBANK's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors and members of Board of Supervisors shall be reimbursed expenses of accommodation and travel expenses, expenses for independent consultancy service at reasonable rate and other reasonable expenses in accordance with regulations of ABBANK when performance of their assigned duties.

## **Section 2:**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 33. Shareholders**

1. Shareholders are the owners of the shares ABBANK and shall have the rights and obligations corresponding to the number and classes of shares owned by them. ABBANK must have at least 100 (one hundred) shareholders or more without limitation of number of shareholders, except the case that ABBANK is put under special control and is implementing the compulsory transfer plan in accordance with Law on Credit Institutions.
2. Shareholders shall be officially recognized only when making full payment for subscribing the shares and their identification information is recorded in the ABBANK's shareholders' register.
3. Appointment of authorized representative by a shareholder being an organization at ABBANK shall be conducted in accordance with the following

provisions and other relevant laws (if any): <sup>36</sup>

- a) The authorized representative of a shareholder being an organization must be an individual who is authorized in writing to exercise the rights and perform the obligations stipulated in the Law on Enterprises and this Charter in the name of such shareholder.
- b) A shareholder being an organization holding at least 10% (ten percent) of the total ordinary shares may authorize up to 03 (three) representatives. In case of having more than 01 (one) authorized representative, it is required to define the specific number of shares allocated to each authorized representative. If the shareholder fails to define the number of shares allocated to each of its authorized representative, then the number of shares shall be equally allocated to all the authorized representatives (in case of fractional shares, the fractional shares shall not be counted). The appointment, termination or change of an authorized representative must be notified in writing to ABBANK and shall only be effective in respect of ABBANK as from the date of receipt of the notice by ABBANK. The power of attorney must contain the following particulars:
  - (i) Name, registration number/enterprise code, head office of shareholder;
  - (ii) The number of authorized representatives and numbers of shares/percentage of shares allocated to each authorized representative;
  - (iii) Full name, contact address, nationality, number of identification/citizen's identification card or passport or other lawful personal identification of each authorized representative;
  - (iv) Authorization period. If no period is specified, the authorization is effective from the time ABBANK receives the authorization document until the time ABBANK receives the authorization termination document.
  - (v) Full names and signatures of the legal representative of the shareholder and of the authorized representative.
- c) An authorized representative of a shareholder being an organization must satisfy the following criteria and conditions:
  - (i) Has full civil act capacity;
  - (ii) Not be prohibited from establishment and management of enterprise in Vietnam under clause 2 Article 17 of the Law on Enterprises;

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<sup>36</sup> Article 14 Law on Enterprises

- (iii) A shareholder being the State-Owned Enterprise as defined under point b, Clause 1, Article 88 of the Law on Enterprises is not permitted to appoint a person who has family relationship with a manager, or a person having power to appoint a manager of that company, to be the authorized representative at ABBANK.

**Article 34. Rights of shareholders<sup>37</sup>**

1. Shareholders have the rights and obligations corresponding to the number of shares they own. The ordinary shareholders have the following rights:
  - a) To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through authorized representatives or in other forms stipulated in the Laws. Each ordinary share shall carry one vote;
  - b) To receive dividends in accordance with the resolutions of the General Meeting of Shareholders;
  - c) To be given priority in subscribing new offered shares in proportion to the number of ordinary shares each shareholder holds in ABBANK on the basis of ensuring compliance with the regulations on share ownership limits prescribed in Article 12 of this Charter;
  - d) Transfer shares and rights to purchase shares to other shareholders of ABBANK or other organizations and individuals in accordance with the provisions of the Law on Credit Institutions, other relevant laws and this Charter;
  - e) To sight, look up and make an extract of information on name, contact address on the list of shareholders with voting rights; to request for correcting any inaccurate information;
  - f) To sight, look up or make an copy of the Charter of ABBANK, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g) To receive a part of the remaining assets in proportion to their ratio of ownership of shares in ABBANK upon dissolution or bankruptcy of ABBANK;
  - h) To authorize in writing for others to exercise their rights and obligations; the authorized representatives are not entitled to nominate themselves in their name;
  - i) To self-elect, or nominate candidate to the Board of Directors, Board of Supervisors in accordance with this Charter, Regulations on the Operation of the Board of Directors, Regulations on the Operation of the ABBANK Board

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<sup>37</sup> Article 61 Law on Credit Institutions.

of Supervisors;

- j) To be treated equally; to have full access to periodic and extraordinary information disclosed by ABBANK in accordance with laws; to be protected their legitimate rights and interests according to the provisions of laws.<sup>38</sup>
  - k) Other rights in accordance with this Charter, Law on Credit Institutions and other applicable laws.
2. Shareholder or group of shareholders holding 05% (five percent) or more of the total ordinary shares has the right to self-nominate or nominate candidate to the Board of Directors, and the Board of Supervisors; other rights in accordance with this Charter, Law on Credit Institutions and other applicable laws.

**Article 35. Obligations of shareholders<sup>39</sup>**

1. Shareholders have obligations corresponding to the number of shares owned. ABBANK ordinary shareholders have the following obligations:
- a) To pay in full and on time for the shares undertaken to be subscribed within period as provided by ABBANK; to be liable for debts and other property obligations of ABBANK to the extent of the capital amount contributed to ABBANK;
  - b) Not to withdraw the contributed share capital from ABBANK in any form leading to the reduction of ABBANK's charter capital, except where shares are redeemed by ABBANK in accordance with Article 65 of Law on Credit Institutions;
  - c) To be responsible for the lawfulness of the resource of contributed capital, purchase or acquisition of shares in ABBANK; not to use the credit capital funded by credit institutions or branches of foreign bank, not to use capital raised by issuing corporate bonds to purchase or acquire ABBANK's shares; not to contribute capital or purchase shares of ABBANK in the name of other individual or organization in any forms, except via a trust in accordance with laws;
  - d) To comply with this Charter and other internal regulations of ABBANK;
  - e) To observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
  - f) To bear personal liability when performing any actions in contravention of the law, conducting any business or other transactions for the personal

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<sup>38</sup> Article 41.1 of the Securities Law; Article 12 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>39</sup> Article 62 Law on Credit Institutions; Article 119 Law on Enterprises

- interests or for interest of other individuals and organizations in the name of ABBANK under any forms;
- g) To keep information disclosed under this Charter and laws by ABBANK confidential; to use disclosed information for implementation and protection of their legitimate rights and interests only; to be prohibited from spreading, duplicating or sending the information disclosed by ABBANK to other individuals and organizations;
  - h) Major Shareholders are not allowed to abuse their advantage to affect ABBANK's and other shareholders' rights and interests in accordance with the Laws and this Charter; to have obligation to make disclosure of information in accordance with the Laws;
  - i) Other obligations in accordance with this Charter, Law on Credit Institutions and other applicable laws.
2. Any shareholder who invests in shares as trustee of other individuals and organizations must disclose to ABBANK the information about the beneficial owner(s) of the shares in ABBANK for which such shareholder invests as trustee; ABBANK is entitled to suspend the shareholder's rights of such shareholder if it discovers that the shareholder failed to provide the truthful information about the beneficial owner(s) of such shares.

**Article 36. Shareholders' register and establishing the list of shareholders**

1. Shareholders' register:
- a) ABBANK establishes and maintains a shareholders' register from the date of issuance of the enterprise registration certificate. The shareholders' register may be in the form of a written document or an electronic file, or both, to record the information of ownership of shares of shareholders. The register of shareholders must contain the main contents as provided for in Clause 2, Article 122 of the Law on Enterprises.
  - b) The shareholders' register shall be stored at the head office of ABBANK or at the Vietnam Securities Depository and Clearing Corporation when the shares of ABBANK are registered and deposited centrally at Vietnam Securities Depository and Clearing Corporation. ABBANK shall report to the SBV the list of shareholders, update the changes in the quantity of shares owned by shareholders and other relevant information in accordance with regulations of the SBV. The shareholders have the right to inspect, look up, extract or duplicate the name and contact address of shareholders in the shareholders' register during business hours.

- c) Where a shareholder changes his or her contact address, such shareholder must promptly notify ABBANK of such change in order for updating the shareholders' register. ABBANK takes no responsibility for failure to contact with the shareholder due to the fact that ABBANK is not notified the change of shareholder's contact address.
2. Establishing the list of shareholders to carry out the rights of the shareholders:
    - a) The establishment the list of shareholders to carry out the rights of the shareholders is conducted under a decision of the Board of Directors.
    - b) Shareholder named in the list of shareholders at the time of establishment is the person entitled to the rights and interests of shareholders.

### **Article 37. Role of General Meeting of Shareholders**

1. The General Meeting of Shareholders shall include all shareholders entitled to vote and shall be the highest decision-making authority of ABBANK, carry out the specific rights and duties as provided in the Article 38 of this Charter.
2. The shareholder being an organization has right to authorize one or more authorized representatives to exercise the right of shareholder in accordance with laws and in compliance with Article 33 of this Charter.

### **Article 38. Duties and powers of General Meeting of Shareholders<sup>40</sup>**

The General Meeting of Shareholders of ABBANK has the following duties and powers:

1. To approve the development orientation of ABBANK.
2. To approve Charter and decision on amendments and supplement to the Charter of ABBANK.
3. To approve ABBANK's regulation on internal corporate governance; regulation on operation of the Board of Directors; regulation on operation of the Board of Supervisors.
4. To decide on the number of members of the Board of Directors and Board of Supervisors in each term of office; to elect, remove, dismiss, elect additional member or replace members of the Board of Directors, Board of Supervisors pursuant to the criteria and conditions specified in this Charter and other relevant laws.
5. To decide on total annual remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors and on operating budgets of the Board of

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<sup>40</sup> Article 67.3 Law on Credit Institutions.



Directors and Board of Supervisors.

6. To consider and handle with violations of the Board of Directors or Board of Supervisors which cause damage to ABBANK and its shareholders.
7. To decide on the management structure of ABBANK.
8. To approve the plan to change the charter capital level; approve the plan to offer and issue shares, including the type of shares and the number of new shares to be offered and issued.
9. To approve the redemption of issued shares.
10. To approve the plan on issue of convertible bonds.
11. To approve the plan prescribed in Article 143 of the Law on Credit Institutions.
12. To approve the annual financial statement; profit distribution plan after fulfillment of tax and other financial obligations of ABBANK.
13. To pass reports of the Board of Directors and of the Board of Supervisors on performance of their assigned tasks and powers.
14. To decide to establish or convert legal forms of commercial presence abroad, subsidiaries of ABBANK.
15. To approve the plans on contribution of capital, purchase or sell shares, capital at other enterprises or credit institutions which account for 20% (twenty percent) or more of the ABBANK's charter capital indicated in the latest audited financial statement.
16. To approve decisions on investment, purchase and sale of fixed assets of ABBANK, where the investment level, expected purchase price or original price in case of sale of fixed assets is worth 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements.
17. To approve the contract and other transaction with a value of 20% or more of ABBANK's charter capital indicated in the most recent audited financial statements between ABBANK and a Member of the Board of Directors, a Member of the Board of Supervisors, the General Director, a major shareholder of ABBANK; a Related Person of a Manager, a Members of the Board of Supervisors, a major shareholder of ABBANK; a subsidiary, an affiliated company of ABBANK, except in the case where ABBANK is implementing a compulsory transfer plan.
18. To decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open bankruptcy proceedings for ABBANK.

19. To decide on the selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions.
20. Decide on solutions to overcome major financial fluctuations of ABBANK.

**Article 39. Meeting of General Meeting of Shareholders<sup>41</sup>**

1. The annual meetings of General Meeting of Shareholders shall be held annually once a year within 04 months from the end of the fiscal year.
2. The location of the General Meeting of Shareholders is determined to be the place where the Chairperson attends the meeting and must be in the territory of Vietnam.
3. The Annual General Meeting of Shareholders discusses and approves the following issues:
  - a) Audited annual financial statements;
  - b) Annual business performance reports and business plans;
  - c) Reports of the Board of Directors and the Board of Supervisors on the implementation of assigned tasks and powers;
  - d) Proposal for setting up funds and distributing after-tax profits;
  - e) Report on remuneration of members of the Board of Directors and the Board of Supervisors that has been implemented and proposed for the next planning year;
  - f) Selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions;
  - g) Other matters within the authority of the General Meeting of Shareholders.
4. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 (ninety) days<sup>42</sup> from the date of receipt of the request or the date of occurrence of one of the following cases:
  - a) The Board of Directors deems it necessary for the benefit of ABBANK;
  - b) The number of remaining members of the Board of Directors is less than the minimum number of members prescribed in Clause 1, Article 69 of the Law

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<sup>41</sup> Articles 67.1, 67.2 Law on Credit Institutions; Article 139 Law on Enterprises; Article 18 Model Charter according to Circular 116/2020/TT-BTC

<sup>42</sup> Article 50.2, Article 51.6 Law on Credit Institutions.

on Credit Institutions;

- c) The number of remaining members of the Board of Supervisors is less than the minimum number of members prescribed in Clause 2, Article 51 of the Law on Credit Institutions;
- d) Upon request of a shareholder or group of shareholders owning more than 10% of the total number of common shares at ABBANK<sup>43</sup> in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority<sup>44</sup>;
- e) Upon request of the Board of Supervisors;
- f) To decide on the content upon request of the State Bank when an event occurs affecting the operational safety of the credit institution.

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in clause 4 of this Article, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.

If the Board of Supervisors fails to convene a meeting as above stipulated, the Board of Supervisors must be responsible before the law and must indemnify for any loss to ABBANK.

- 6. Where the Board of Supervisors fails to convene a meeting as stipulated in Clause 5 of this Article, within the next 30 (thirty) days thereafter, the shareholder or group of shareholders stipulated in point d Clause 4 of this Article has the right to, in place of Board of Directors, Board of Supervisors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.
- 7. The convenor must carry out the following work to hold a meeting of the General Meeting of Shareholders:
  - a) To determine the time and venue of the meeting;
  - b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;

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<sup>43</sup> Article 67.2(d) Law on Credit Institutions

<sup>44</sup> Article 115.3(a) Law on Enterprises

- c) To prepare the program and agenda of the meeting;
  - d) To prepare documents for the meeting;
  - e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of members of the Board of Directors or of the Board of Supervisors;
  - f) To send the invitation notice of the meeting to shareholders being entitled to attend the meeting;
  - g) Other works and responsibility serving the meeting in accordance with laws and this Charter.
8. The reasonable expenses for convening and conducting a meeting of the General Meeting of Shareholders as stipulated in this Article shall be paid, reimbursed by ABBANK. These expenses do not include accommodation and travel expenses and expenses incurred by shareholders when attending the General Meeting of Shareholders.
9. The meeting of the General Meeting of Shareholders can be conducted under form of physical meeting at one or more locations connected by video conference system or a selected software application. An annual or extraordinary General Meeting of Shareholders may be held in the form of an online meeting, electronic voting (hereinafter referred to as an online meeting) or a combination of a face-to-face meeting at one or more different locations and an online meeting. The conduct of an online General Meeting of Shareholders or a combination of online meeting shall be decided by the Board of Directors and shall be in accordance with the following principles:
- a) The registration, attendance online meeting of the shareholders are identified and authenticated by the suitable method and software application.
  - b) When the application software system for organizing the meeting identifies the log-in and authentication accounts of the shareholders used to register, attend the meeting online and vote electronically, the shareholders shall be deemed to attend the meeting and vote at the online meeting of General Meeting of Shareholders.
  - c) The shareholders shall self-equip their personal computer/mobile device, internet connection to establish the registration, attend an online meeting;
  - d) Each attending shareholder can hear others expressing their opinions at the meeting and can express their opinions to all other attending shareholders concurrently;

- e) The time and venue of an online or combined online meeting is determined to be the location and time at which the Chairman attends the meeting and must be within the territory of Vietnam;
- f) Decisions to be passed at an online or combined online meeting in accordance with this Clause shall take effect and have validity as the decision passed at a physical meeting.
- g) Right to attend the meeting of shareholders, preparation of list of shareholders attending the meeting, agenda, documents, meeting invitation, conditions, method of conducting the meeting and approval by voting, minutes of an online or combined online meeting of the General Meeting of Shareholders shall be applied similarly in accordance with provisions of Articles 40 to 46 of this Charter.
- h) Data on registration and voting of shareholders attending an online meeting is part of the data and documents of the General Meeting of Shareholders;
- i) The Board of Directors publishes on ABBANK's website instructions for registration and attendance at an online or combined online meeting when announcing the notice convening the General Meeting of Shareholders.

**Article 40. Attend, authorize for General Meeting of Shareholders<sup>45</sup>**

1. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following case:
  - a) The shareholder being an individual or the representative managing the capital contribution of a shareholder being an organization, the legal representative of shareholder being an organization (in case this shareholder being an organization do not assign or assign insufficient authorized representative for whole shares in ABBANK) attends and votes in person at the meeting;
  - b) The shareholder authorizes other person or organization to attend and vote at the meeting;
  - c) The shareholder attends and votes via an online conference, or by electronic vote or by other electronic forms;
  - d) The shareholder sends his or her voting slips to the meeting by mail, by fax or email.
2. A shareholder appointing multiple authorized representatives must specifically determine the number of shares of each representative. If the shareholder being an organization authorizes in writing for the representative managing its capital

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<sup>45</sup> Article 144 Law on Enterprises

- contribution as stipulated in Article 33 of this Charter, this person is automatically the authorized representative to attend and vote at the meeting of General Meeting of Shareholders.
3. Except the case that the representative managing of the capital of a shareholder being an organization is automatically authorized representative attending and voting at the General Meeting of the Shareholders in accordance with Clause 2 of this Article, the authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing on the form in accordance with the law, has full information of shareholders, authorized persons, number of authorized shares and must have signatures according to the following regulations:
- a) In case the individual shareholder is the principal, the authorization letter must be signed by that shareholder and the authorized person;
  - b) In case the representative managing the capital contribution of an shareholder being an organization is the principal, the authorization letter must be signed by the representative managing the capital contribution of the shareholder and the authorized person to attend the meeting;
  - c) In case the shareholder being an organization has not appointed or has not appointed enough representatives to manage the entire capital contribution at ABBANK, the authorization letter must be signed by the legal representative of the shareholder and the authorized person to attend the meeting;
  - d) In case the lawyer or the authorized person signs the document appointing a representative to attend the meeting on behalf of the principal, the appointment in this case will only be considered valid if the document appointing the representative is presented together with the authorization letter for the lawyer or the authorized person (if not previously registered with ABBANK) which includes the content of re-authorization or re-appointment to another person.
4. When registering to attend a meeting of the General Meeting of Shareholders, the person authorized to attend the meeting must present the written power of attorney prior to entering the meeting room.
5. Except for the case that ABBANK received the notice of one of the following events before the opening of the General Meeting of Shareholders, votes of the authorized person attending the meeting and voting at the meeting of General Meeting of Shareholders within the scope of authorization are still valid when one of the following occurs:
- a) The authorizing party was dead or restricted or lost the capacity for civil acts;

- b) The authorizing party was suspended the authorization;
- c) The authorizing party has rescinded the authority of the authorized person.

**Article 41. List of shareholders entitled to attend meeting of General Meeting of Shareholders<sup>46</sup>**

1. The convenor of the General Meeting of Shareholders must disclose information on the ABBANK website, the information disclosure system of the State Securities Commission and the Stock Exchange on the last registration date to exercise the right to attend the meeting (date of closing the list of shareholders) at least 20 (twenty) days prior to the expected closing date. At the same time, the convenor of the General Meeting of Shareholders must send a written notice to the Vietnam Securities Depository and Clearing Corporation about the closing of the shareholder list to prepare the shareholder list.
2. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
3. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall be prepared based on the shareholders' register of ABBANK. During the time ABBANK shares are centrally registered at the Vietnam Securities Depository and Clearing Corporation, the list of shareholders at the date of closing provided by the Vietnam Securities Depository and Clearing Corporation is the basis for determining the rights of shareholders related to that General Meeting of Shareholders.
4. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall contains information on full name, contact address, nationality, and ownership registration number in respect of shareholders being individuals; name, ownership registration number, head office address in respect of shareholders being organizations; and number of shares of each type, number and date of shareholder registration of each shareholder.
5. Shareholders are entitled to inspect, look up, extract and duplicate the name and contact address of shareholders entitled to attend a meeting of the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of shareholders entitled to attend a meeting of the General Meeting of Shareholders.

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<sup>46</sup> Article 141 Law on Enterprises

**Article 42. Agenda and contents of meeting of General Meeting of Shareholders<sup>47</sup>**

1. The convenor of a meeting of the General Meeting of Shareholders must prepare the agenda, contents of the meeting.
2. A shareholder or group of shareholders holding at least 05% (five percent) of the total ordinary shares of ABBANK may recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to ABBANK no later than three (03) business days prior to the date of opening. The recommendation must specify the name, ownership registration number of shareholder(s), the number of shares of each type of shareholder(s), and the content(s) recommended to be included in the agenda.
3. If the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation specified in Clause 2 this Article, then no later than 02 business days before the date of opening of the meeting of General Meeting of Shareholders, he/she shall so notify in writing with the reason for refusal. The convenor of a meeting of the General Meeting of Shareholders may refuse the recommendation only in the following cases:
  - a) The recommendation is delivered in contravention of provisions of Clause 2 this Article;
  - b) The recommended items do not fall within the decision-making authority of the General Meeting of Shareholders;
  - c) There is not sufficient time to prepare the documentation for, procedure for, or to deal with, the recommended items in accordance with the law and this Charter;
  - d) The recommendation does not have sufficient grounds and necessary evidences or is not for the common benefits of ABBANK.
4. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in Clause 2 of this Article into the planned program and agenda of the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so approves.

**Article 43. The notice to convene the General Meeting of Shareholders<sup>48</sup>**

1. The notice to convene the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting and be disclosed

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<sup>47</sup> Article 142 Law on Enterprises

<sup>48</sup> Article 143 Law on Enterprises



on the ABBANK website and announcement system information of the State Securities Commission and the Stock Exchange, ensuring the following requirements:

- a) The deadline is not later than 21 days before the opening of the meeting (counting from the date the notice is successfully sent by email or handover to mail service providers or from the date that information is published);
  - b) The notice is sent to shareholders by a method guaranteed to reach the shareholder contact address (including email address if shareholder registered); the contents of the name, address of the head office, and enterprise code of ABBANK are available here; name, registration number of the ownership of the shareholder; time, location of the meeting and other requirements for meeting attendees;
  - c) Clearly state the path to all documents of the General Meeting of Shareholders.
2. Documents of the General Meeting of Shareholders published on ABBANK's website must be updated with the amended and supplemented contents (if any) and include<sup>49</sup>:
- a) The agenda, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors, Supervisors;
  - c) Voting slips;
  - d) Draft resolution on each issue on the agenda;
  - e) Sample form of appointment of authorized representative to attend the meeting.
3. The Board of Directors must send a letter inviting the representative of the auditing organization which has audited the annual financial statements of ABBANK to attend the annual General Meeting of Shareholders in the case the audited annual financial statements of ABBANK contains material exceptions, contrary audit opinions or rejections, the representative of the approved auditing organization mentioned above is responsible for attending the annual General Meeting of Shareholders of ABBANK.

**Article 44. Conditions for conducting meeting of General Meeting of<sup>50</sup>**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% (fifty percent) of the voting shares.

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<sup>49</sup> Article 18.3 Model Charter according to Circular 116/2020/TT-BTC

<sup>50</sup> Article 145 Law on Enterprises.

2. Where a firstly convened meeting is not able to be held due to failure of the quorum stipulated in Clause 1 of this Article, then the meeting must be secondly convened within 30 (thirty) days from the intended date of the firstly convened meeting. The secondly convened meeting of General Meeting of Shareholders shall be conducted if number of attending shareholders accounts for at least 33% of the voting shares;
3. Where the secondly convened meeting is unable to be held due to failure of quorum stipulated in Clause 2 of this Article, then it may be convened for a third time within 20 (twenty) days from the date of the intended opening of the secondly convened meeting. In this case, a meeting of the General Meeting of Shareholders shall be convened irrespective of the total number of attending shareholders or ratio of voting shares of shareholders attending the meeting.
4. Only the General Meeting of Shareholders may make decision on change of the agenda accompanying to the notice of invitation to the meeting as stipulated in Article 43 of this Charter.

**Article 45. Procedures for conducting and voting at a meeting of General Meeting of Shareholders<sup>51</sup>**

1. Register for attending:
  - a) Prior to the time of opening of a meeting, shareholders, person authorized to attend the meeting must present at the venue on time as specified in the notice of invitation to carry out the procedure for registration for attending. Time for registration shall be carried out in accordance with the notice of invitation;
  - b) The person who registers to attend the meeting, after completing the registration procedures, shall be issued with voting card and voting slips, voting ballots (if the meeting includes the election of members of the Board of Directors and/or the Board of Supervisors), including the registration number, names of the shareholder and the number of votes corresponding to the number of shares with voting rights of that shareholder;
  - c) When the time for registration is over, if the quorum to hold the meeting has satisfied, the Chairperson can start the meeting to ensure progress, without requirement to wait for presence of all shareholders entitled to attend the meeting;
  - d) Shareholders or authorized persons arriving after the open of the meeting are still allowed to register and have the right to participate in voting the issues immediately after registration. In this case, the validity of previously voted

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<sup>51</sup> Article 146 Law on Enterprises

matters shall not be affected.

2. Chairperson, secretary and vote-counting committee of a meeting are stipulated as follows:
  - a) The Chairperson of the Board of Directors or the Member of Board of Directors authorized by the Chairperson shall act as Chairperson of all meetings which are convened by the Board of Directors; if the Chairperson is absent or is not temporarily incapable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on a majority basis. If they cannot elect a person to act as Chairperson, the head of the Board of Supervisors shall preside the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
  - b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall preside the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
  - c) The Chairperson may appoint some more persons who are members of Board of Director, General Director/Deputy General Director to assist the Chairperson in presiding the meeting;
  - d) The Chairperson appoints one or more persons to act as secretary of the meeting;
  - e) The General Meeting of Shareholders shall elect members of vote-counting committee as proposed by the Chairperson of the meeting. The General Meeting of Shareholders may elect one or more persons responsible for monitoring the counting of votes when necessary as proposed by the Chairperson of the meeting.
3. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the duration applicable to each content in the agenda for the meeting. For the contents specified at Points a, b, c, d, e and f Clause 3, Article 39 of this Charter that are required to be considered by the annual General Meeting of Shareholders in accordance with the law, those contents will be automatically approved, unless 100% of the attending shareholders vote disagree. All issues agreed to be included in the agenda of the meeting must be discussed and voted at the General Meeting of Shareholders.
4. The Chairperson has the right to take necessary and reasonable measures to preside the meeting in a reasonably and orderly manner, and in accordance with the program as passed, and so that it reflects the wishes of the majority of

attendees:

- a) Arrange seats at the meeting place of the General Meeting of Shareholders;
- b) Ensure safety for everyone present at the meeting venues;
- c) Create conditions for shareholders to attend (or continue to attend) the meeting.

The person who convenes the General Meeting of Shareholders has the right to change the above measures and apply all necessary measures. The applied measures may be the issuance of admission permits or use of other options.

- 5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda for the meeting. For each issue to be voted, shareholders have right to choose one of three options of agree, disagree, and abstentions. The results of the voting counts will be announced immediately prior to the closing of the meeting unless otherwise decided by the General Meeting of Shareholders. The form of voting is as follows:
  - a) For the main contents on the agenda, shareholders vote by writing one of the three voting options: agree, disagree or have no opinion in the vote slips;
  - b) For the election of members of the Board of Directors, the Board of Supervisors, shareholders vote by ballot using cumulative voting method;
  - c) For matters of the meeting formality such as approving the composition of the Vote Counting Committee, voting rules, agenda, minutes of the meeting, and other issues, shareholders vote by raising the voting card or other simple form of voting according to one of the three options: agree, disagree or no opinion.
- 6. Prior to and during the meeting, the Chairperson, the convenor of a meeting of the General Meeting of Shareholders has the following rights:
  - a) To require all persons attending the meeting to be security or medical quarantine checked or to apply necessary and reasonable measures to ensure security, safety and disease prevention;
  - b) To request a competent agency to maintain order during the meeting; to expel from a meeting of the General Meeting of Shareholders any person who fails to comply with the presiding right of the Chairperson, who disrupts the order or intentionally prevents normal progress of the meeting or who fails to comply with a request for security or disease prevention;
- 7. The Chairperson has the right to delay a meeting of the General Meeting of Shareholders with sufficient quorum for no more than 3 (three) business days from the intended opening date, and shall be entitled to delay the meeting or

change the venue of the meeting only in the following cases:

- a) The venue for the meeting does not have sufficient suitable seats for all of the attendees;
  - b) The communication means at the meeting venue do not ensure for the attending shareholders to participate, discuss and vote at the meeting;
  - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and lawfully;
8. If the Chairperson delay or suspends a meeting of the General Meeting of Shareholders in contravention of the provisions in this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairperson in presiding the meeting until its completion; and all resolutions passed at such meeting shall be effective.
9. In case that is deemed necessary, the General Meeting of Shareholders may approve another formality of conducting and voting at the meeting that is different from those provided in this Article.

**Article 46. Passing of resolutions of General Meeting of Shareholders<sup>52</sup>**

1. The General Meeting of Shareholders shall pass decisions which fall within its power by way of voting at a meeting or collecting written opinions except for the case that must be passed by voting at the meeting specified in Clause 2 of this Article.
2. A resolution of the General Meeting of Shareholders on the contents specified in Clauses 1, 4, 6 and 18, Article 38 of this Charter must be approved by voting at the General Meeting of Shareholders, specifically including:
  - a) To approve the development orientation of ABBANK;
  - b) To decide on the number of members of the Board of Directors, the Board of Supervisors; electing, dismissing, removing, electing additional members, replacing members of the Board of Directors, members of the Board of Supervisors;
  - c) To consider and handle according to the authority violations of the Board of Directors, the Board of Supervisors causing damage to ABBANK and ABBANK's shareholders;
  - d) To decide on the division, separation, consolidation, merger, conversion of legal form, dissolution or requesting the Court to open bankruptcy proceedings for ABBANK.
3. A resolution of the General Meeting of Shareholders at the meeting shall be

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<sup>52</sup> Article 67.4 Law on Credit Institutions; Article 147.2 Law on Enterprises.

adopted in accordance with the following provisions:

- a) Except for the cases specified in Points b and c, Clause 3 and Clause 5 of this Article, the resolutions of the General Meeting of Shareholders shall be adopted when approved by the number of shareholders representing more than 50% (fifty percent) of the total number of votes of all shareholders attending the meeting.
- b) The resolution of the General Meeting of Shareholders shall be passed when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders attending the meeting for the contents specified in Clauses 8, 16 and 18, Article 38 of this Charter or when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders in the case of obtaining written opinions for the contents specified in Clauses 8 and 16, Article 38 of this Charter, specifically including the following contents:
  - (i) Approval of the plan to change the charter capital level; plan to offer and issue shares, including the type of shares and the number of new shares to be offered;
  - (ii) Approving decisions on investment, purchase and sale of fixed assets of ABBANK, with the investment level, expected purchase price or original price in case of sale of fixed assets having a value of 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements;
  - (iii) Deciding on division, separation, consolidation, merger, conversion of legal form, dissolution or requesting the Court to open bankruptcy proceedings of ABBANK at the General Meeting of Shareholders.
- c) The election of members of the Board of Directors, the Board of Supervisors is carried out by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares with voting rights multiplied by the number of elected members of the Board of Directors, the Board of Supervisors. Shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient. In case there are 2 (two) or more candidates with the same number of votes for the final Member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria decided by the General Meeting of Shareholders or stipulated in the election regulations.<sup>53</sup>

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<sup>53</sup> Article 148.3 Law on Enterprises; Article 67.4(d) Law on Credit Institutions.

4. The resolutions approved at the meeting of the General Meeting of Shareholders by the shareholders attending the meeting in person or by proxy accounting for 100% (one hundred percent) of the total voting shares shall be valid and effective even if the sequence and procedures for convening the meeting, agenda and program of the meeting or formality conducting the meeting fails to be implemented in accordance with the law and this Charter.<sup>54</sup>
5. Resolution of the General Meeting of Shareholders changing or canceling special rights associated with a type of preference shares is effective when shareholders represent 65% or more of the total number of votes of all shares attending the meeting agreed. In case the content of the Resolution of the General Meeting of Shareholders changes in the direction of detrimental to the rights and obligations of the preference shareholders, it shall only be approved if at least 75 % (seventy-five) of the total number of preferred shares of that type attending the meeting approved.<sup>55</sup>

**Article 47. Authority and procedures for collection of shareholders' opinions<sup>56</sup>**

1. Other than the circumstances that are compulsorily approved by voting at the meeting of General Meeting of Shareholder as specified in Clause 2 Article 46 of this Charter, the Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders at any time where is deemed necessary for the interests of ABBANK.
2. The Board of Directors must ensure to disclose information according to regulations, prepare a list of shareholders, prepare for General Meeting of Shareholders' opinion polls, draft resolutions of the General Meeting of Shareholders, support documents and send to Shareholders' contact addresses at least 10 (ten) days before the deadline of return via secured method and posted on ABBANK's website.
3. The written opinion form must contain the following basic details:
  - a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collecting written opinions;
  - c) Full name, contact address, nationality and number of ownership registration in respect of a shareholder being an individual; and the name, number of ownership registration, head office address of a shareholder being an organization; and the number of shares of each type and number of votes of the

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<sup>54</sup> Article 152.2 Law on Enterprise

<sup>55</sup> Article 148.6 Law on Enterprises; Clause 1 of Article 17 of the model Charter according to Circular 116/2020/TT-BTC

<sup>56</sup> Article 149 Law on Enterprises

- shareholder;
- d) Contents which are sought the opinions in order to pass a decision;
  - e) Voting options comprising agreement, non-agreement or abstention;
  - f) Time-limit within which the completed written opinion form must be returned to ABBANK;
  - g) Full name and signature of the Chairperson of the Board of Directors.
4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.
5. The shareholders may return their written opinion form to ABBANK by post, fax, or e-mail in accordance with the following regulations:
- a) In case of mailing, the opinion form must be contained in a sealed envelope, and no one is allowed to open it before counting votes;
  - b) In case of fax or email, written opinion form sent to ABBANK must be kept confidential until the time of vote counting;
  - c) The written opinion forms sent to ABBANK after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email is invalid. The opinion form which is not returned is considered as a non-voting vote.
6. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Board of Supervisors or of a shareholder not holding a managerial position in ABBANK. The minutes of vote-counting shall contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collection of written opinions and contents which are sought opinion in order to pass the resolution;
  - c) Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;
  - d) Total number of votes in favor of, against and abstentions on each issue voted on;



- e) Contents which have been passed and the corresponding voting ratio;
  - f) Full name and signature of the Chairperson of the Board of Directors and of the person who supervised the vote-counting and the vote counter.
7. The members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.
8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed if:
- a) It is approved by shareholders representing more than 50% of the total number of votes of all shareholders, except for the case specified in Point b of this Clause;
  - b) It is approved by shareholders representing more than 65% of the total number of votes of all shareholders for the contents specified in Clauses 8 and 16, Article 38 of this Charter, specifically including the following contents:
    - (i) Approval of the plan to change the charter capital level; the plan to offer and issue shares, including the type of shares and the number of new shares to be offered;
    - (ii) Approval of the decision to invest, purchase, or sell fixed assets of ABBANK, where the investment level, expected purchase price or original price in the case of selling fixed assets is worth 20% or more of ABBANK's charter capital recorded in the most recent audited financial statements that reaches the affirmative votes threshold to pass such resolution as stipulated in the point a or b, Clause 3, Clause 5 Article 46 of this Charter (subject to kind of issue to be voted). A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.
9. Within 15 days from the end of the vote counting, all resolutions and decisions must be sent to the SBV and ABBANK shareholders and disclosed information in accordance with current legal regulations. The sending of resolutions and minutes of counting of votes for the General Meeting of Shareholders to shareholders can be replaced by posting on the ABBANK's website.
10. The collection of shareholders' opinions can be done in the form of electronic voting by the Board of Directors' decisions according to the following provisions:
- a) Ensuring the principles specified at points a, b, c, f, g, h Clause 9, Article 39 of

this Charter;

- b) Ensure similar requests for shareholders' written opinions as prescribed in Clauses 1, 2, 3, 6, 7, 8 and 9 of this Article;
- c) The collection of shareholders' opinions by means of electronic voting as prescribed in this Clause is as valid as collecting written opinions of shareholders. Resolutions of the General Meeting of Shareholders passed in the form of electronic voting is as valid as passed at the meeting of the General Meeting of Shareholders.
- d) The Board of Directors publishes on the website of ABBANK instruction and guideline the implementation of voting by electronic voting at the same time of announcement of collection of shareholders' opinions.

**Article 48. Minutes of meeting of General Meeting of Shareholders<sup>57</sup>**

1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must contain the following main details:
  - a) Name, head office address, and enterprise code of ABBANK;
  - b) Time and venue of the meeting of General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of Chairperson and secretary;
  - e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each content set out in the meeting agenda;
  - f) Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
  - g) Total number of votes for each issue voted on, which specify the method of voting, the number of valid or invalid votes, the number of votes in favor of, against, and abstentions an issue; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
  - h) Contents which were passed and corresponding percentage of affirmative votes of such passing;

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<sup>57</sup> Article 150 Law on Enterprises

- i) Full name and signatures of the Chairperson and secretary.

In the case that the Chairperson or secretary refuses to sign the meeting minutes, this minute shall be effective if signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the Chairperson, secretary refused to sign the meeting minutes.

2. Minutes must be prepared in Vietnamese and could also be in English. In the case of any difference in the contents of the minutes between the Vietnamese text and the English text, the contents in the Vietnamese text shall prevail.
3. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
4. The Chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
5. The minutes and resolutions of a meeting of the General Meeting of Shareholders must be sent to SBV and all ABBANK's shareholders within fifteen (15) days from the date of the closing of the meeting; and is disclosed within 24 hours from the time the Minutes and Resolution are passed. The sending of resolutions and minutes of the meeting to shareholders is replaced by posting on the ABBANK's website.

In case the General Meeting of Shareholders approves the election, dismissal or removal of members of the Board of Directors or members of the Board of Supervisors, ABBANK must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.

**Article 49. Demand for cancellation of resolutions of General Meeting of Shareholders<sup>58</sup>**

1. A resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective time stated in that resolution.
2. Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of shareholders, a shareholder or group of shareholders holding from 05% (five percent) of the total ordinary shares have the right to request the court or arbitrator to consider and overturn a decision of the General Meeting of Shareholders in the following cases:
  - a) The sequence and procedures for convening the meeting of the General

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<sup>58</sup> Article 151 Law on Enterprises.

Meeting of Shareholders, for obtaining written opinions from shareholders or for issuing the decision of the General Meeting of Shareholders materially breach the Law on Enterprises and this Charter, except in the case set out in Clause 4 Article 46 of this Charter;

- b) The content of the resolution violating laws or this Charter.

### **Section 3: BOARD OF DIRECTORS**

#### **Article 50. Powers, term and the number of members of Board of Directors<sup>59</sup>**

1. The Board of Directors is the body managing ABBANK and shall have full authority to make decisions in the name of ABBANK and to exercise the rights and perform the obligations of ABBANK which do not fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall consist of at least 05 (five) members and not more than 11 (eleven) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 independent members; 2/3 (two-thirds) of the total number of members must be independent members and non-executives members.
3. Individuals and Related Persons of such individuals or people being capital contribution representatives of a shareholder being an organization and the Related Persons of such persons shall be permitted to participate in the Board of Directors but must not exceed 02 (two) members of ABBANK Board of Directors, except in the case of representatives of State capital contributions or the mandatory transferee.
4. The term of the Board of Directors shall be 05 (five) years. The term of members of the Board of Directors shall be in line with term of the Board of Directors. Members of the Board of Directors may be re-elected or re-appointed with unlimited number of terms, except for independent members of the Board of Directors may not be elected in 02 consecutive terms to comply Point e Clause 2 Article 51 of this Charter. The term of office of an additional member or of a replacement for a member shall be the remaining period of the term of office of the Board of Directors. The Board of Directors of the recently terminated term shall continue its operation until the Board of Directors of the new term takes over.

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<sup>59</sup> Articles 50, 69 Law on Credit Institutions; Article 41.3(b) Law on Securities; Article 276.4 of Decree 155/2020/ND-CP and Article 26.3 of Model Charter according to Circular 116/2020/TT-BTC.

5. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 2 of this Article, within 90 (ninety) days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
6. The Board of Directors uses ABBANK's seal, apparatus and means of the Bank; and may hire external consulting services (including foreign experts) for the purpose of organising the implementation its duties in accordance with the provisions of law and the Bank's internal regulations.
7. The staff that directly advises and assists the Board of Directors includes the Board of Directors Office, the positions of Company Secretary and the Person in charge of corporate governance as prescribed by laws. The functions and tasks of the staff that advises and assists the Board of Directors are determined by the Board of Directors.
8. The Board of Directors set up Committees to perform its duties and powers, specifically as follows:
  - a) The Board of Directors must establish a Risk Management Committee and a Personnel Committee. The Board of Directors shall decide on the duties and powers of these two Committees in accordance with the regulations of the Governor of the State Bank;<sup>60</sup>
  - b) Depending on the actual requirements in each period, the Board of Directors shall establish and promulgate the Regulations on the organization and operation of other Committee(s) or Council(s) under the Board of Directors in addition to the 02 Committees specified in Point a of this Clause.

**Article 51. Criteria and conditions for acting as Member of Board of Directors<sup>61</sup>**

1. A Member of the Board of Directors must satisfy the following criteria and conditions:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter;
  - b) Having professional ethics as prescribed by the Governor of the State Bank;<sup>62</sup>
  - c) Having a university degree or higher;
  - d) Having one of the following conditions: Having at least 03 (three) years as a

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<sup>60</sup> Article 9.1 Circular 13/2018/TT-NHNN

<sup>61</sup> Article 50 Law on Credit Institutions

<sup>62</sup> Circular 22/2018/TT-NHNN (amended and supplemented by Circular No. 10/2024/TT-NHNN).

manager or operator of a credit institution; having at least 05 (five) years as a manager of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with minimum equity capital equal to ABBANK's legal capital; having at least 05 (five) years working directly in the professional department of a credit institution or foreign bank branch; At least 05 years of direct working experience in finance, banking, accounting, auditing divisions.

2. For the independent Board of Directors members, in addition to the criteria stipulated in Clause 1 of this Article and the following standards and conditions:
  - a) Not being a person currently working for ABBANK or any its subsidiary; or not being a person used to work for ABBANK or any its subsidiary at any time within 03 (three) preceding years;
  - b) Not being the person who is receiving the regular salary or remuneration of ABBANK in addition to the remuneration and allowances paid to the members of the Board of Directors as prescribed;
  - c) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK, Manager or Member of the Board of Supervisors of ABBANK; Manager or supervisor, Member of the Board of Supervisors of ABBANK's subsidiary;
  - d) Not being a representative of ownership of shares at ABBANK; not owning or together with a Related Person directly, indirectly owning 01% (one percent) or more of the charter capital or voting shares of ABBANK;
  - e) Not being a Manager or Member of Board of Supervisors of ABBANK at any time within 05 (five) preceding years.
3. Members of the Board of Directors must comply with the provisions on not concurrently holding positions prescribed in Clauses 1, 2 and 3, Article 24 of this Charter.

#### **Article 52. Duties and powers of Board of Directors<sup>63</sup>**

The Board of Directors has the following duties and powers:

1. To submit to the General Meeting of Shareholders for decision and approval of the contents within the duties and powers of the General Meeting of Shareholders as stipulated in Article 38 of this Charter.
2. To decide on the organizational structure of ABBANK, the establishment, closure, termination of operations, change of operations of branches, transaction

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<sup>63</sup> Article 70 Law on Credit Institutions; Article 153.Law on Enterprises.

offices, representative offices, and public service units of ABBANK.

3. To appoint, dismiss, discipline, suspend, and decide on salary, bonus, and other benefits for the General Director, Deputy General Director, and other Executives or other positions under the authority of the Board of Directors according to the internal regulations of the Board of Directors.
4. To appoint a representative of ABBANK's capital contribution at other enterprises and credit institutions.
5. Approve the plan for capital contribution, purchase, and sale of shares and capital contributions of ABBANK at other enterprises and credit institutions where the capital contribution value, expected purchase price, or book value in the case of selling shares and capital contributions is less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent audited financial statements.
6. To decision on investment, purchase and sale of fixed assets of ABBANK with the investment level, expected purchase price or original price in case of sale of fixed assets with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements, except for investment, purchase and sale of fixed assets under the decision-making authority of the General Meeting of Shareholders in the cases specified in Clause 1, Article 31 and Clauses 16 and 17, Article 38 of this Charter; to regulate the decentralization and authorization of approval to subordinates for investment, purchase and sale transactions of fixed assets with a value of less than 10% (ten percent) of ABBANK's charter capital recorded in the most recent audited financial statements.
7. To approve the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions in accordance with the provisions of Clause 3, Article 135 of the Law on Credit Institutions and relevant regulations of the Governor of the State Bank<sup>64</sup>; To decide on the amount of credit granted in accordance with the provisions of Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders; To regulate the decentralization and delegation of credit approval authority of approval levels at ABBANK, except for transactions under the decision-making authority of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of laws and this Charter.
8. To approve contracts and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent

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<sup>64</sup> Article 135.3 Law on Credit Institutions.

audited financial statements between ABBANK and members of the Board of Directors, members of the Board of Supervisors, General Director, and major shareholders of ABBANK; Related Persons of Managers, members of the Board of Supervisors, major shareholders of ABBANK; subsidiaries, affiliated companies of ABBANK.

9. To approval of contracts and other transactions with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in ABBANK's most recent audited financial statements; To approval of the issuance of bonds (except for convertible bonds); To decide on ABBANK's borrowing transactions (except for interbank borrowing transactions) with a value of 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent financial statements and regulations on decentralization and delegation of authority to subordinates to decide on borrowing transactions and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent financial statements.
10. To inspect, supervision, and give direction for the General Director in performing assigned tasks; To conduct annual assessment on the General Director's work performance.
11. To develop the internal regulations on ABBANK governance, the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders<sup>65</sup>; Issue internal regulations related to the organization, governance, and operations of ABBANK in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders.
12. To decide on risk management policies and supervise the implementation of risk prevention measures of ABBANK.
13. To review and approve the annual report of ABBANK.
14. To decide on the offering of new shares within the scope of the number of shares authorized for offering.
15. To decide on the offering price of shares and convertible bonds of ABBANK.
16. To decide to repurchase ABBANK shares according to the approved plan.
17. To propose the plan for profit distribution, dividend payment level; decide on the time limit and procedures for dividend payment or handling of losses arising during the business process.

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<sup>65</sup> Article 270.2, Article 278.4 & 287.6 Decree 155/2020/NĐ-CP; Article 27.2(q) Model Charter according to Circular 116/2020/TT-BTC.



18. To prepare relevant contents and documents to submit to the General Meeting of Shareholders for decision on matters under the authority of the General Meeting of Shareholders, except for matters under the functions and duties of the Board of Supervisors.
19. To approve the program and operation plan of the Board of Directors; program, contents, documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders.
20. To organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
21. To notify promptly the State Bank of information that negatively affects the qualifications of members of the Board of Directors, the Board of Supervisors, and the General Director.
22. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
23. Other duties and powers as prescribed by laws and this Charter<sup>66</sup>.

**Article 53. Duties and powers of the Chairperson of Board of Director<sup>67</sup>**

1. The Chairperson of Board of Directors shall be elected, removed, dismissed by Board of Directors among members of the Board of Directors which have been elected by the General Meeting of Shareholders.
2. The Chairperson of the Board of Directors has the following rights and obligations:
  - a) To prepare working plans and programs of the Board of Directors; be responsible for the performance of his/her's rights and obligations;
  - b) To convene and preside the meetings of the Board of Directors;
  - c) To sign documents under the authority of the Board of Directors on behalf of the Board of Directors;
  - d) To organize for resolutions, decisions of the Board of Directors to be passed;
  - e) To monitor, to organize monitoring the implementation of resolutions,

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<sup>66</sup> Article 153 of the Law on Enterprises, Articles 278.8, 278.9 and Article 280 of Decree No. 155/2020/ND-CP; Article 27.3 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>67</sup> Article 71 Law on Credit Institutions Article 156 Law on Enterprises; Article 29 Model Charter according to Circular 116/2020/TT-BTC.

- decisions of the Board of Directors;
- f) To chair meetings of the General Meetings of Shareholders;
  - g) To ensure that members of the Board of Directors receive complete, objective and accurate information have enough time to discuss on matters which the Board of Directors shall consider;
  - h) To allocate detail tasks to each Member of the Board of Directors;
  - i) To supervise members of the Board of Directors in performance of rights, duties and works assigned;
  - j) May only authorize another Member of the Board of Directors to exercise the rights and obligations of the Chairperson of the Board of Directors during absence or inability to perform duties;
  - k) Annually, to evaluate the performance of each Member of the Board of Directors and the Councils, Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation;
  - l) Other rights and obligations in accordance with law and this Charter.
3. Where the Chairperson of the Board of Directors is absent, he or she shall authorize in writing a Deputy Chairperson of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. If the Deputy Chairperson of the Board of Directors is also absent, the Chairperson of the Board of Directors shall authorize other Member of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where no person is authorized or the Chairperson of the Board of Directors is unable to exercise the duties and obligations in accordance with Clause 4 Article 156 Law on Enterprises, the remaining members shall select one of them to temporarily hold the position of the Chairperson of the Board of Directors on the basis of majority until having new decision of the Board of Directors.
  4. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) working days from the date of receipt of the resignation or dismissal application.

**Article 54. Duties and rights of the members of Board of Director<sup>68</sup>**

1. Together with other members of the Board of Directors, to manage ABBANK in accordance with laws and this Charter.
2. To perform the duties and rights of a Member of the Board of Directors in accordance with the internal regulations of the Board of Directors and the

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<sup>68</sup> Article 72 Law on Credit Institutions; Article 41.5 of the Law on Securities and Article 159 Law on Enterprises.

assignment of the Chairperson of the Board of Directors honestly and carefully, for the benefit of ABBANK and ABBANK shareholders; promote the independence of independent members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations.

3. To review the audit report of financial statement prepared by the independent auditor, give opinions or request ABBANK's Executives, independent auditors and internal auditors to explain and clarify issues related to the report.
4. Request the General Director, Deputy General Director, and other managers of ABBANK to provide information and documents on the financial situation and business activities of the Bank and related units in the Bank to perform the assigned duties of a member of the Board of Directors, in accordance with the regulations of the Board of Directors.
5. To propose the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors;
6. To attend all meetings of the Board of Directors, discuss and vote on the contents of the Board of Directors' duties and powers as prescribed by laws and this Charter. Be responsible before the law, the General Meeting of Shareholders and the Board of Directors for their decisions. In case the voting content has a conflict of interest with any member, that member shall not participate in the vote.
7. Board of Directors members are not allowed to authorize others to attend Board of Directors meetings to decide on the contents specified in Clauses 1, 3, 5, 6, 7, 8, 9, 11, 12, 13 and 17, Article 52 of this Charter; for other contents, Board of Directors members are allowed to authorize others to attend meetings and vote if approved by the majority of Board of Directors members<sup>69</sup>.
8. To implement the decisions of the General Meeting of Shareholders and the Board of Directors;
9. To provide explanation, when so requested, to the General Meeting of Shareholders and to the Board of Directors on performance of duties assigned to such member.
10. Other duties as prescribed by laws and this Charter.

#### **Article 55. Passing the decisions of Board of Directors**

1. The Board of Directors approves the decision by voting at the meeting or collecting opinions of the members of the Board of Directors. Each Member of the Board of

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<sup>69</sup> Article 72.5 Law on Credit Institutions; Article 157.11 Law on Enterprises.

Directors has one vote, except where the member has no voting right on the matter.

2. A decision of the Board of Directors shall be adopted if approved by a majority of the members with voting rights. In case of equal number of votes, the final decision shall belong to the side with the vote of the Chairperson of the Board of Directors<sup>70</sup> or the Chairperson of the meeting (in case the Chairperson of the Board of Directors is absent and does not submit voting opinions in advance).
3. The Board of Directors shall promulgate a Regulation on specifying the approval of decisions of the Board of Directors on the basis of compliance with the provisions of law and this Charter.
4. If the Board of Directors approves a resolution in contravention of the law, resolution of the General Meeting of Shareholders, or the provisions of this Charter, that causes loss to ABBANK, then the members who approve such resolution shall be personally jointly liable for such resolution and decision, and they must indemnify ABBANK for loss; any member who opposed the passing of such resolution shall be relieved from liability. In such case, a shareholder of ABBANK has the right to request the Court to suspend or rescind such resolution or decision as mentioned above.<sup>71</sup>

**Article 56. The formality of meeting of Board of Directors<sup>72</sup>**

1. The first meeting of the Board of Directors is conducted within 07 (seven) working days from the election of the Board of Directors for that term to elect the Chairperson of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes, members shall elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors. At this meeting, the Board of Directors elected the Chairman of the Board of Directors.
2. The Board of Directors meets at least quarterly and may hold extraordinary meetings.
3. The Board of Directors shall hold extraordinary meetings in the following cases:
  - a) Upon decision of the Chairperson of the Board of Directors if it is necessary for the interests of ABBANK;
  - b) Upon request of the Board of Supervisors;
  - c) Upon request of at least one (01) independent Member of the Board of

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<sup>70</sup> Article 157 Law on Enterprises

<sup>71</sup> Article 153.4 Law on Enterprises

<sup>72</sup> Article 157 Law on Enterprises; Article 30 Model Charter according to Circular 116/2020/TT-BTC

Directors or 02 members of the Board of Directors;

- d) Upon request of the General Director or upon request of at least 05 (five) other Managers of ABBANK;
- e) Other cases as prescribed by laws.

The request of extraordinary meeting of Board of Directors specified in point b, c and d this Clause must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the Board of Directors.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within a time-limit of 07 (seven) business days from the date of receipt of a request stipulated in point b, c and d this Clause. If the Chairperson fails to convene a meeting of the Board of Directors pursuant to a request, the Chairperson of the Board of Directors shall be liable for loss caused to ABBANK; then the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairperson of the Board of Directors.

- 4. The Board of Directors conducts a face-to-face meeting or online meeting or a combination of both. In case of online meeting or combined online meeting, the following provisions must be complied:
  - a) An online meeting or combined online meeting can be conducted using technology applications and internet systems, via phone, videoconference, other forms of online communication between members of the Board of Directors, groups of Board members when all or several members are in different locations.
  - b) An online or combined online meeting must ensure that each member participating in the meeting can:
    - (i) Hear each other member participating in speaking during the meeting;
    - (ii) Speak to all other participating members simultaneously.
  - c) Members of the Board of Directors participating in the online meeting specified in this Clause are considered present at that meeting.
  - d) Venue and time of the online meeting are determined as the venue and time that the largest group of members of the Board of Directors gathers, and if there is no such group, the venue and time of the meeting will be determined to be place the Chairperson of the meeting is present.

- e) A decision passed in an online meeting or combined online meeting in accordance with this Clause are effective and valid as that decision passed at a regular face-to-face meeting. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents after the online meeting ends.
- 5. When convening a meeting, the Chairperson of the Board of Directors or the convenor of the meeting must send a meeting invitation at least 03 (three) business days prior to the meeting date. The notice of the meeting of the Board of Directors contains information about the time and venue of the meeting, the agenda and contents to be discussed, and decisions, attached to documents used at the meeting. The meeting notice must be sent via post, fax, email or other method ensured to reach the contact address of each Member of the Board of Directors registered with ABBANK so that members of the Board of Directors can received in the most convenient and fastest way. The convener may notify a meeting outside the usual time limit above in cases where urgent decisions by the Board of Directors are required, after prompt consultation and agreed by the members of the Board of Directors; meeting documents in this case may be sent to the Board of Directors members at the meeting.

The Chairperson of the Board of Directors or the convenor shall send the notice of invitation to attend the meeting together with the enclosed documents to Board of Supervisors in the same manner to the members of the Board of Directors. The Head of the Board of Supervisors have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.<sup>73</sup>

- 6. A meeting of the Board of Directors shall be held with presence of three quarters (3/4) or more of the total members. If the meeting convened in accordance with this Clause does not have the quorum as stipulated, it shall be convened for a second time within 7 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Directors attend the meeting.
- 7. A Member of the Board of Directors is considered attending and voting at a meeting in the following cases:
  - a) Attend and directly vote at the meeting;
  - b) Authorize another person to attend the meeting and vote as prescribed in Clause 8 of this Article;
  - c) Attend and vote via online meeting, electronic voting or other electronic means;
  - d) Send votes to the meeting by post, fax, or email

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<sup>73</sup> Article 53.5 Law on Credit Institutions; Article 155.7 Law on Enterprises, Article 30.7 Model Charter under Circular 116/2020/TT-BTC.

8. Members must attend all meetings of the Board of Directors. A Member of the Board of Directors may authorize other person to attend the meeting and vote if it is approved by a majority Member of the Board of Directors, except for cases where authorization is not permitted as prescribed in Clause 6, Article 54 of this Charter<sup>74</sup>.
9. In case Member of the Board of Directors send his/her voting opinion in writing or by fax, email in advance, the votes must be submit to the Chairperson of the meeting of the Board of Directors at least 1 (one) hour prior to the opening time. Votes in advance of the Board of Director's members will be anounced with the witness of all members directly attending the meeting. In case members of the Board of Directors vote through the application of electronic voting software, comply with relevant regulations of the Board of Directors regarding the approval of decisions of the Board of Directors.
10. Minutes of meetings of Board of Directors<sup>75</sup>:
  - a) All meetings of the Board of Directors must be minuted in the minutes of meeting of Board of Directors. The details of the meeting may be sound recorded or recorded on video and stored in the electronic forms enclosed with the minutes of meeting of Board of Directors. The minutes of meeting of Board of Directors must include the following main contents:
    - (i) Name, address of the head office, and ABBANK's license/enterprise code;
    - (ii) Purpose, program and agenda of meeting;
    - (iii) Time and venue of meeting;
    - (iv) Full name of each Member of the Board of Directors attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
    - (v) Contents discussed and voted at the meeting;
    - (vi) Summary of opinions of members attending the meeting in process of the development of the meeting;
    - (vii) Result of voting on specific contents, which shall indicate the members who agree, who do not agree and who abstain from voting and other opinions (if any)

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<sup>74</sup> Article 72.5 Law on Credit Institutions; Article 157.11 Law on Enterprises.

<sup>75</sup> Article 158 Law on Enterprises

- (viii) Summary of the issues that have been passed and the respective affirmative vote ratio thereof;
  - (ix) Full names and signatures of the Chairperson of the meeting and the person writing the minutes, attending members.
- b) Members presenting at the meeting are responsible for signing and certifying the contents of the meeting minutes. All members of the Board of Directors shall sign on one Minutes of Meeting or one/several members can sign different counterparts of the meeting minutes with the same content. If a member presenting at the meeting refuses to sign the minutes, the reason must be clearly stated.
- c) In case the Chairperson and the minutes taker refuse to sign the minutes, but if it is signed by all other members of the Board of Directors attending the meeting and agreed on the minutes; and if the minutes contains all information prescribed in Points a of this Clause, it will be effective. The minutes shall clearly state the reasons why the Chairperson and the minute taker refuse to sign on it. The persons who signed the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute taker shall take personal liability for the damage caused to ABBANK by refusing to sign the meeting minutes in accordance with the Law on Enterprises, this Charter and relevant laws.<sup>76</sup>
- d) Minutes of meeting of the Board of Directors shall be prepared in Vietnamese or be prepared in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.
- e) Minutes of the meeting of the Board of Directors shall be sent to the members of the Board of Directors. The sending of the minutes of the meeting of the Board of Directors can be performed by sending in person, by mail, fax, or email.

**Article 57. Procedures for collecting opinions of members of the Board of Directors**

1. The Chairperson of the Board of Directors decides to collect opinions of the members of the Board of Directors instead of the meeting to pass decisions of the Board of Directors in the following cases:
  - a) It is required a decision of the Board of Directors during the interval time between two meetings of the Board of Directors in order to promptly meet the

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<sup>76</sup> Amended and supplemented on April 20, 2022



management and business demand of ABBANK;

- b) Laws on credit institutions or securities and securities market or enterprises and ABBANK's Charter do not mandate dealing contents to be approved at the meeting of the Board of Directors;
- 2. The collecting opinions to pass the decisions of the Board of Directors are conducted in the form of documents, email of the members of Board of Directors registered with ABBANK or application software applied by ABBANK from time to time or a combination of the above forms. Sending and receiving documents and information via email or application software applied by ABBANK shall be as valid as such documents are sent and received by normal documents.
- 3. Voting of members of the Board of Directors in writing, by email or voting via applied application software shall be as valid as voting at the meeting of the Board of Directors. A decision passed in the form of collecting opinions of members of the Board of Directors has the same validity as a decision passed at a meeting of the Board of Directors.
- 4. The written summary of voting opinions together with documents of seeking for opinions of the members of the Board of Directors are valid and kept as minutes of the Board of Directors's meeting.
- 5. The sequence, and procedure to collect opinion of members of Board of Directors to pass a decision of Board of Directors shall be conducted in accordance with regulations issued by Board of Directors from time to time.

**Article 58. The Company Secretary and the Persons In-charge of Corporate Governance of ABBANK<sup>77</sup>**

- 1. If considered necessary, the Board of Directors shall recruit and appoint a Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by laws and this Charter. The Company Secretary has the following rights and obligations:
  - a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
  - b) To support the members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;

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<sup>77</sup> Article 156.5 Law on Enterprises; Article 281.1 Decree 155/2020/NĐ-CP; Article 32 of model Charter according to Circular 116/2020/TT-BTC.

- c) To support the Board of Directors in applying and implementing corporate governance principles;
  - d) To support ABBANK to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
  - e) To support ABBANK to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
  - f) Other rights and obligations as stipulated by laws and this Charter.
2. The Board of Directors must appoint at least 01 (one) person to act as the Person In-charge of Corporate Governance of ABBANK. The Person In-charge of Corporate Governance can concurrently act as the Company Secretary. The Person In-charge of Corporate Governance cannot concurrently work for an independent audit company that is auditing the financial statements of ABBANK. The Person In-charge of Corporate Governance has the following rights and obligations:
- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant works between ABBANK and shareholders;
  - b) To prepare meetings of the Board of Directors, of Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
  - c) To advise on meeting procedures;
  - d) To attend all meetings;
  - e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with laws;
  - f) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervisors;
  - g) To oversee and report to the Board of Directors on activities of disclosure of information by ABBANK;
  - h) To be the liaison point with interested parties;
  - i) To maintain confidentiality of information in accordance with laws and this Charter;
  - j) Other rights and obligations as stipulated by laws and this Charter.

**Section 4:**  
**BOARD OF SUPERVISORS**

**Article 59. Board of Supervisors<sup>78</sup>**

1. The Board of Supervisors shall monitor and evaluate the compliance with the provisions of laws, this Charter, internal regulations and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Board of Supervisors of ABBANK shall have a minimum of 05 (five) members. Members of the Board of Supervisors shall elect one of them to be the Head of the Board of Supervisors.
3. The Board of Supervisors shall have the Internal Audit and assisting units, and shall be entitled to use resources of ABBANK, to hire the foreign experts and external organizations to perform its duties.
4. The term of the Board of Supervisors shall be 05 (five) years. The term of members of the Board of Supervisors shall be the same to the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional member or of a replacement for members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the remaining period of the term of office. At the end of a term of office, the current Board of Supervisors shall continue its activities until the Board of Supervisors of the new term takes over the works.
5. In case the Board of Supervisors has fewer members than the minimum number of members prescribed in this Clause, within 90 days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
6. Criteria and conditions for members of Board of Supervisors<sup>79</sup>:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.
  - b) Have professional ethics according to regulations of the Governor of the SBV;
  - c) University graduated in either majors of finance, banking, economy, business administration, law, accounting, or auditing;

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<sup>78</sup> Article 51, 52 Law on Credit Institutions; Article 286 Decree 155/ND-CP; Article 37 Model Charter according to Circular 116/2020/TT-BTC

<sup>79</sup> Article 41.3 Law on Credit Institutions.

- d) Have at least 03 (three) years of of direct working experience in the financial, banking, accounting, and auditing industries;
- e) Not be a Related Person of any Manager of ABBANK;
- f) Not work in the accounting, finance division of ABBANK; Not be a member or employee of the independent auditing company auditing the financial statements of ABBANK within the three (03) preceding years<sup>80</sup>.
- g) The Head of the Board of Supervisors must reside in Vietnam during his/her office term.
- h) Members of the Board of Supervisors must comply with the provisions on not simultaneously holding positions in Clause 4, Article 24 of this Charter.

**Article 60. Duties and powers of the Board of Supervisors<sup>81</sup>**

1. To supervise the management and operation of ABBANK in compliance with laws, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of ABBANK; be responsible to the General Meeting of Shareholders in performing assigned tasks and powers according to the provisions of the Law on Credit Institutions and this Charter.
2. To issue the Operating Regulations of the Board of Supervisors after being approved by the General Meeting of Shareholders; issue other internal regulations of the Board of Supervisors. Annually, review the internal regulations of the Board of Supervisors, internal regulations on accounting and reporting.
3. To organize internal audits; have right to access to and be provided with sufficient, accurate and timely information and documents related to management and operation activities of ABBANK; has the right to use ABBANK's resources to perform assigned tasks; The Board of Supervisors is entitled to hire experts, independent consultants and outside organizations to perform its duties but is still responsible for the performance of the duties of the Board of Supervisors.
4. To monitor the financial status, appraise the first 6-month and annual financial statments of ABBANK; report to the General Meeting of Shareholders on the results of the appraisal of the financial statments; assess the reasonableness, legality, completeness, honesty and level of prudence in accounting, statistics and financial reporting. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

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<sup>80</sup> Article 286.2(a)&(b) Decree 155/2020/NĐ-CP.

<sup>81</sup> Article 52 Law on Credit Institutions; Article 170 Law on Enterprises; Article 288 Decree 155/2020/NĐ-CP; Article 39 Model Charter according to Circular 116/2020/TT-BTC

5. To monitor the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of ABBANK under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.
6. To supervise the implementation of regulations on restrictions to ensure safety in the operations of credit institutions in Chapter VII of the Law on Credit Institutions.
7. To inspect accounting books, other documents and management and operation of ABBANK when deemed necessary or in the following cases:
  - a) According to resolutions and decisions of the General Meeting of Shareholders;
  - b) At the request of the SBV or of major shareholders, groups of major shareholders in accordance with the provisions of law and this Charter. The Board of Supervisors shall carry out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the requesting organization or individual.
8. To promptly notify the General Meeting of Shareholders and the Board of Directors when detecting that ABBANK Managers, Executives have violated laws, this Charter, internal regulations of ABBANK, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).
9. To make a list of shareholders owning 01% (one percent) or more of the charter capital and Related Persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, shareholders owning 01% (one percent) or more of the charter capital; keep and update changes to this list.
10. To request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and this Charter.
11. To convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in this Charter.
12. To appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the Internal Audit in accordance with the provisions of law and regulations of ABBANK.

13. To promptly report to the SBV on violations of the provisions in Clauses 6, 8 and 11 of this Article and violations of the ratio of share ownership and Related Persons as prescribed in the Law on Credit Institutions.
14. To propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit ABBANK's financial statements.
15. Annually, to direct the Internal Audit to independently and objectively review and evaluate the internal control system and notify the Board of Directors and General Director about the internal control system, make recommendations and proposals to adjust and improve the internal control system.
16. To approve the internal audit policy; approve and adjust the internal audit plan.
17. To report to the Annual General Meeting of Shareholders in accordance with the provisions of laws<sup>82</sup>.
18. Other duties and powers as prescribed by laws and this Charter.

**Article 61. Duties and powers of Head and members of the Board of Supervisors<sup>83</sup>**

1. To organize the implementation of the duties and powers of the Board of Supervisors pursuant to provisions in this Charter and be responsible for the performance of their rights and obligations.
2. To convene and chair meetings of the Board of Supervisors.
3. To sign documents under authority of Board of Supervisors on behalf of the Board of Supervisors.
4. On behalf of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders or request an extraordinary meeting of the Board of Directors in accordance with this Charter.
5. To attend the meeting of the Board of Directors, give opinions but not have the right to vote.
6. To request his/her opinions to be recorded in minutes of meetings of the Board of Directors if his/her opinions differ from decisions of the Board of Directors, and so report to the General Meeting of Shareholders.
7. To prepare working plan and to allocate tasks to members of the Board of Supervisors.
8. To ensure that all members of the Board of Supervisors can receive prompt, complete, objective and accurate information in order to discuss the issues which

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<sup>82</sup> Article 290 of Decree No. 155/2020/ND-CP; Article 39.7 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>83</sup> Article 46 Law on Credit Institutions; Article 38 Model Charter according to Circular 116/2020/TT-BTC

the Board of Supervisors needs to consider.

9. To supervise and direct members of the Board of Supervisors in performance of their assigned work and in performance of the duties and powers of the Board of Supervisors.
10. To give authorization to another Member of the Board of Supervisors to perform his/her tasks during any period he/she is absent.
11. Other duties and powers as stipulated by laws and this Charter.

**Article 62. Duties and powers of the members of Board of Supervisors<sup>84</sup>**

1. Comply with laws, this Charter, Regulations on the Operating of the Board of Supervisors, the internal regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to implement the tasks and powers of the Board of Supervisors honestly and carefully for the benefit of ABBANK and shareholders; be responsible for the exercise of one's rights and obligations.
2. To elect, dismiss or remove the Head of the Board of Supervisors.
3. To request that the Head of the Board of Supervisors convene an extraordinary meeting of the Board of Supervisors.
4. To supervise business operations, supervise accounting books, assets, financial reports and recommend remedial measures.
5. To request Managers, Executives, employees of ABBANK to provide data and explain business activities to perform assigned tasks.
6. To report to the Head of the Board of Supervisors on unusual financial activities and be personally responsible for their assessments and conclusions.
7. To attend meetings of the Board of Supervisors, discuss and vote on contents within the duties and powers of the Board of Supervisors, except for issues that conflict with the interests of that member.
8. Other duties and powers as prescribed by laws and this Charter.

**Article 63. Passing the decisions of Board of Supervisors**

1. The Board of Supervisors passes a decision by voting at a physical meeting, an online or a hybrid meeting format, or collecting opinions in writing.
2. Each Member of Board of Supervisors has one vote. Members of the Board of Supervisors who have the interests related the issue to be decided in by the Board

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<sup>84</sup> Article 54 Law on Credit Institutions; Article 287 Decree 155/2020/NĐ-CP

of Supervisors shall have no right to vote on that issue.

**Article 64. Meeting of Board of Supervisors and collection of opinions in writing of members of Board of Supervisors**

1. The meeting of the Board of Supervisors:

- a) The meeting of the Board of Supervisors can be conducted in the form of face-to-face meeting or an online meeting or a combination of the two above meeting forms. The Board of Supervisors's meetings shall be regularly held at least once each quarter and may be convened for extraordinary meeting for timely settlement of unexpected work. The extraordinary meeting of the Board of Supervisors shall be conducted at the request of:
  - (i) The Head of the Board of Supervisors;
  - (ii) Two members of Board of Supervisors or more;
  - (iii) The Chairperson of the Board of Directors;
  - (iv) At least 2/3 (two-thirds) of members of Board of Directors;
  - (v) General Director;
  - (vi) Other cases stipulated by laws.
- b) Within 07 (seven) business days after receiving a written request by either of the above mentioned persons, the Head of the Board of Supervisors must convene and conduct the extraordinary meeting of the Board of Supervisors.
- c) The Board of Supervisors meeting shall be held upon 03 (three) business days from sending a written notice to Board of Supervisors's members; excepting the extraordinary case the notice period can be shorter as decided by the Head of the Board of Supervisors. The notice of meeting of Board of Supervisors shall be in writing, and clearly state the meeting agenda, time, venue, and must be sent together with the necessary documents on issues to be discussed and voted at the meeting of the Board of Supervisors. Such absent members shall send his or her voting slips to the Board of Supervisors that shall be kept in sealed envelope at least 01-hour prior the opening of the meeting. The voting slips shall be opened under the witness of the attending members of the meeting.
- d) The meeting of the Board of Supervisors will be held when there are 2/3 (two-thirds) or more of members of the Board of Supervisors directly participating or authorizing other Member of the Board of Supervisors to participate.



- e) The Board of Supervisors has the right to request a Manager, an operator, or an authorized representative of the auditing organization to attend and answer matters that need to be clarified at the meeting of the Board of Supervisors.<sup>85</sup>
- f) Voting:
  - Each member of the Board of Supervisors with voting right will have one vote at the Board of Supervisors meeting. If that member cannot attend the meeting, he/she may authorize his/her voting rights in writing to another member of the Board of Supervisors to vote on his/her behalf.
  - A decision of the Board of Supervisors shall be passed if it is approved by a majority of the attending members who have the voting right. In case of split votes, casting vote shall belong to the Head of Board of Supervisors or the member who is authorized by the Head of Board of Supervisors to be Chairperson of the meeting (in case the Head is absent or the Head of Board of Supervisors fails to convene the meeting at request).
- g) The minutes of a meeting of the Board of Supervisors must be made in detail and clarity. The minutes maker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each Member of the Board of Supervisors. Contents of the Board of Supervisors's meetings can be recorded and saved in electronic form. Meeting minutes of the Board of Supervisors must be made in Vietnamese or in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.

2. Collection of opinions of the members of the Board of Supervisors:

Collection of opinions of the members of the Board of Supervisors to approve decisions of the Board of Supervisors can be conducted in writing, by email or by other forms of electronic voting. A decision of the Board of Supervisors approved by collecting opinions of members of the Board of Supervisors has the value equivalent to a decision approved at a meeting of the Board of Supervisors if:

- a) It is agreed in writing by the majority of the Board of Supervisors members who have the right to participate in voting on the matter that is sought the opinions;
- b) The number of members of the Board of Supervisors having the right to vote

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<sup>85</sup> Article 40.2 Model Charter according to Circular 116/2020/TT-BTC

in writing must satisfy the condition regarding the quorum required to conduct a meeting of the Board of Supervisors.

Documents of collecting opinions, voting opinions of members of the Board of Supervisors and accompanying documents are valid and kept as minutes of meetings of the Board of Supervisors.

## **Section 5: GENERAL DIRECTOR**

### **Article 65. General Director<sup>86</sup>**

1. The Board of Directors appoints the General Director with a term of no more than 5 (five) years.
2. The General Director is the highest Executive of ABBANK, responsible before laws and the Board of Directors for the implementation of his/her rights and obligations.
3. In case of vacancy of the General Director, the Board of Directors must appoint a General Director within 90 (ninety) days from the date of vacancy of the General Director.
4. Qualifications and conditions of the General Director<sup>87</sup>:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.
  - b) Having professional ethics according to the regulations of the Governor of the State Bank;
  - c) Having a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing;
  - d) Having one of the following conditions: having at least 5 (five) years as an executive of a credit institution; or having at least 5 (five) years as a General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity capital equal to the legal capital for the corresponding type of credit institution and having at least 5 (five) years of direct work in the fields of finance, banking, accounting, auditing; or have at least 10 (ten) years of direct work experience in the fields of finance, banking, accounting, auditing;
  - e) Residing in Vietnam during the term of office.

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<sup>86</sup> Articles 55, 56 Law on Credit Institutions; Article 162.1, 162.2 Law on Enterprises

<sup>87</sup> Article 41.4 Law on Credit Institutions

- f) The General Director must comply with the provisions on not concurrently holding positions in Clause 5, Article 24 of this Charter.
- 5. The General Director can be re-appointed with unlimited number of terms. The sequence, procedure and dossiers for appointment or re-appointment of the General Director shall be implemented in accordance with laws and internal regulations of ABBANK.

**Article 66. Duties and powers of the General Director<sup>88</sup>**

- 1. The General Director shall have the following duties and powers:
  - a) To organize the implementation of resolutions of the General Meeting of Shareholders, and the Board of Directors;
  - b) To make decisions on all issues relating to the day-to-day business operations of ABBANK which do not fall under the authority of the Board of Directors;
  - c) To establish and maintain an effective internal control system;
  - d) To prepare and submit to the Board of Directors to pass or report to higher authority to pass the financial statements. To be liable for the accuracy and truthfulness of financial statements, statistical reports, accounting finalization figures and other financial information;
  - e) To issue internal regulations under his/her authority, professional processes and procedures in order to run the business operational system and the information reporting system;
  - f) To report to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders and competent Government agencies on the business operation and results of ABBANK;
  - g) To have the right to decide to take measures which exceed their authority in situations of natural disaster, war, fire or breakdown and to be liable for such decisions and thereafter immediately so report to the Board of Directors;
  - h) To propose, make recommendations on organizational structure and internal management regulations of ABBANK;
  - i) To request the Board of Directors to hold an extraordinary meeting;
  - j) To appoint, remove and dismiss managerial positions in ABBANK, except for those under the scope of authority of the General Meeting of Shareholders, the Board of Directors;

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<sup>88</sup> Article 56 Law on Credit Institutions; Article 162.3 Law on Enterprises.

- k) To sign contracts and other transactions on behalf of ABBANK in accordance with the provisions of this Charter and ABBANK's internal regulations;
  - l) To recommend the profit allocation plan, deal with losses in business;
  - m) To recruit employees; to make decisions on salary and other benefits for employees within his/her authority;
  - n) Other rights and duties stipulated by laws, this Charter.
2. The General Director must operate ABBANK in accordance with the provisions of laws, this Charter, contracts, agreements, commitments signed with ABBANK and decisions of the General Meeting of Shareholders, the Board of Directors. If the operation is contrary to the provisions of laws and this Charter and causes damage to ABBANK, the General Director shall be responsible according to the law and must indemnify ABBANK for damage.

**Article 67. Management apparatus<sup>89</sup>**

1. The management system of ABBANK must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of ABBANK.
2. Assisting the General Director are Deputy General Directors, Chief Accountant, Head of Division, Head of Head Office Units and other titles as stipulated by ABBANK. The appointment, dismissal and removal of the above positions according to regulation enforced by the Board of Directors in each period.
3. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches, Directors of subsidiaries of ABBANK<sup>90</sup>:
  - a) Not falling into the cases of not being allowed to hold positions as prescribed in Clause 1, Clause 3, Article 23 of this Charter, depending on the appointed position. The Deputy General Director must comply with the regulations on not holding the same positions as prescribed in Clause 5, Article 24 of this Charter;
  - b) One of the following conditions is met:
    - (i) University graduate degree or post-graduate degree in banking, finance, economics, business administration, law, accounting, auditing or the field of expertise that he/she will undertake;
    - (ii) University graduate degree or post-graduate degree not falling in the above-mentioned majors and having at least 03 (three) years working

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<sup>89</sup> Article 33, 34 Model Charter according to Circular 116/2020/TT-BTC

<sup>90</sup> Article 41.5 Law on Credit Institutions.

directly in the banking and finance industries or in the field of expertise that they will undertake.

- c) To reside in Vietnam during his/her term of office;
  - d) The chief accountant must also meet the standards and conditions prescribed by laws on accounting.
4. The Board of Directors specifically stipulates the organizational structure, functions, duties of units in ABBANK and the appointment and dismissal of the positions specified in this Article.

### **Section 6: RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS**

#### **Article 68. Right to to look up books and records <sup>91</sup>**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to examine, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy ABBANK's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
  - c) A request to look up must be notified at least 05 (five) working days in advance. Shareholders conduct the right mentioned above during working hours at the head office of ABBANK. In case the request is made by an authorized representative of a shareholder, a group of shareholders must be accompanied by an original or a valid copy of the notarized or authenticated power of attorney by the shareholder or group of shareholders.
2. Members of the Board of Directors, Member of Board of Supervisors, General Director and other Managers have the right to inspect the shareholders' register of ABBANK, the list of shareholders and other books and records of ABBANK for purposes relevant to their positions, provided that such information must be kept confidential.
3. ABBANK must keep this Charter and amendments and supplements to the Charter, License for establishment and operation, Certificate of business registration, regulations, documents proving ownership of assets; resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors; reports of the Board

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<sup>91</sup> Article 61.5, 61.6 Law on Credit Institutions; Article 49 Model Charter according to Circular 116/2020/TT-BTC

of Directors, reports of the Board of Supervisors; annual financial statements, accounting books and other documents as required by laws at the head office or other places in accordance with applicable legal regulations.

4. The charter of ABBANK must be published on the website of ABBANK.

#### **Section 7:**

### **LABOR AND TRADE UNION**

#### **Article 69. Labourers and trade union<sup>92</sup>**

1. The General Director is responsible for developing and submitting to the Board of Directors for promulgation regulations relating to recruitment, labor hiring, salary, social insurance, welfare, commendation and discipline and related issues for employees and Executives of ABBANK.
2. The General Director is responsible for developing for the Board of Directors to approve the issues related to the relations of ABBANK with trade unions according to the best management standards, practices; provisions of this Charter, ABBANK internal regulations and applicable laws.

### **CHAPTER IV:**

## **FINANCIAL AND ACCOUNTING REGIME, REPORTING INFORMATION**

#### **Section 1:**

### **GENERAL PROVISIONS**

#### **Article 70. Financial regime, fiscal year<sup>93</sup>**

1. ABBANK is financially autonomous.
2. ABBANK's financial regime is implemented in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
3. ABBANK implements detailed regulations on financial regimes, revenue, expenses, and profit distribution in accordance with the Government's regulations.
4. Based on the provisions of laws, the Board of Directors shall issue the Financial Management Regulations; regulations on financial planning, compensation when ABBANK suffers property losses.
5. The Board of Directors, the Board of Supervisors, and the General Director, within the scope of their functions, are responsible before the law and to competent Government agencies for the implementation of ABBANK's financial,

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<sup>92</sup> Article 50 Model Charter according to Circular 116/2020/TT-BTC

<sup>93</sup> Article 149.1, 151 Law on Credit Institutions

auditing, and accounting regimes.

6. The fiscal year of ABBANK starts on January 1 and ends on December 31 of the calendar year.

**Article 71. Accounting system<sup>94</sup>**

ABBANK must perform accounting and bookkeeping in accordance with the provisions of law on accounting; be responsible before the law for the accuracy and honesty of revenues and expenditures and comply with regulations on the invoice and accounting document regime.

**Article 72. Financial statements and annual report<sup>95</sup>**

1. ABBANK must implement the reporting regime and provide information in accordance with the provisions of laws on accounting, statistics, and statistical investigation.
2. ABBANK must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of laws. Within 120 days from the end of the fiscal year, ABBANK shall publish the annual financial statements in accordance with the provisions of laws, except for cases under special control.
3. The annual financial statements must include all reports, appendices, and explanations as prescribed. The annual financial statements must honestly and objectively reflect the operating situation of ABBANK.
4. ABBANK must prepare and publish the audited mid-year financial statements and quarterly financial statements in accordance with the provisions of laws on information disclosure on the stock market and submit them to the competent Government agencies.
5. ABBANK must prepare and publish Annual Reports in accordance with the provisions of laws on securities and the securities market.

**Article 73. Independent Audit<sup>96</sup>**

1. Before the end of the fiscal year, the General Meeting of Shareholders must select an independent auditing organization or approve a list of independent auditing companies that meet the requirements prescribed by the Governor of the SBV and authorize the Board of Directors to decide on one of them to audit the financial statements and provide assurance services for the operation of the

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<sup>94</sup> Article 150 Law on Credit Institutions

<sup>95</sup> Article 55, 56 Model Charter according to Circular 116/2020/TT-BTC

<sup>96</sup> Article 59, 67.3(t) Law on Credit Institutions; Article 57 Model Charter according to Circular 116/2020/TT-BTC.

internal control system in the preparation and presentation of financial statements in the following fiscal year.

2. Within 30 days from the date of deciding to select an independent auditing organization, ABBANK must notify the State Bank of the selected independent auditing organization.
3. The audit report is attached to ABBANK's annual financial statements.
4. The independent auditor performing the audit of ABBANK's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of ABBANK's financial statements.

**Article 74. Use of capital and prudential ratios and risk provisions<sup>97</sup>**

1. ABBANK's capital includes equity, mobilized capital, and other capital as prescribed by laws. ABBANK is allowed to use capital for business purposes in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
2. ABBANK is allowed to purchase and invest in fixed assets directly serving its operations, ensuring that the remaining value of fixed assets does not exceed 50% of the charter capital and the reserve fund for supplementing charter capital recorded in ABBANK's accounting books.
3. ABBANK must maintain the following safety ratios as specifically prescribed by the Governor of the State Bank:
  - a) Solvency ratio;
  - b) Minimum capital safety ratio of 08% (eight percent) or a higher ratio as prescribed by the Governor of the SBV from time to time;
  - c) Maximum foreign currency and gold status compared to equity capital;
  - d) Rate of purchase, holding, investment in Government bonds, Government-guaranteed bonds;
  - e) Other prudential ratios.
4. ABBANK must make provisions for risks in operations. This risk provision is accounted for in operating expenses.

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<sup>97</sup> Article 138, 144, 147 Law on Credit Institutions



5. The classification of assets is implemented in accordance with the regulations of the Governor of the SBV; the level of risk provision, the method of risk provision and the use of provisions to handle risks in ABBANK's operations are implemented in accordance with the regulations of the Government, except for special cases where the classification of assets, the level of risk provision, the method of risk provision and the use of provisions to handle risks in operations for each specific case are decided by the Prime Minister.
6. The use of risk provisions does not change the customer's debt repayment obligation for the debt for which the risk provision is used and the responsibility of organizations and individuals related to the debt. In case ABBANK recovers the capital handled by the risk reserve, this recovered amount will be accounted for in ABBANK's revenue.

## **Section 2:**

### **CONTRIBUTION TO FUNDS AND DISTRIBUTION OF PROFIT**

#### **Article 75. Contribution to funds<sup>98</sup>**

1. Every year, ABBANK must deduct from after-tax profits to establish and maintain the following funds:
  - a) The reserve fund for supplementing charter capital must be set aside annually at a rate of 10% of after-tax profit. The maximum level of this fund must not exceed the charter capital of ABBANK;
  - b) Financial reserve fund;
  - c) Reward and Welfare fund;
  - d) Other reserve funds as stipulated by laws.
2. ABBANK manages and uses funds in accordance with the provisions of laws, this Charter and ABBANK's internal regulations.

#### **Article 76. Payment of fixed dividends<sup>99</sup>**

1. The General Meeting of Shareholders shall decide the dividend payment and the annual dividend rate on the basis of the proposal of the Board of Directors in accordance with the relevant laws.
2. ABBANK pays dividends to shareholders ensuring the following conditions:
  - a) Has offset losses of the previous year according to the provisions of the Law

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<sup>98</sup> Article 148 Law on Credit Institutions.

<sup>99</sup> Article 135 Law on Enterprises.

- on Corporate Income Tax and paid corporate income tax;
- b) Has set aside mandatory funds according to the provisions of laws and this Charter;
  - c) Not falling into the cases of not being allowed to pay dividends, paying dividends in cash (in case of paying dividends in cash) according to the provisions of Point a, Clause 2, Article 157; Point a, Clause 1, Article 191 of the Law on Credit Institutions;
  - d) after paying all expected dividends, ABBANK still ensures to pay all debts and other due;
  - e) Immediately after payment of all intended dividends, ABBANK shall ensure for payment of its due debts and other financial obligations.
3. ABBANK pays dividend according to the following policies:
- a) Complying the legal regulations and SBV's requirement;
  - b) In harmony with ABBANK's profit growth rate;
  - c) Transparent, fair and in the best interests of shareholders;
  - d) The balance between the Bank's intrinsic accumulation requirement and the shareholders' need for dividend; between cash and stock dividend in accordance with ABBANK's development strategy and actual situation in each period.
4. Dividends must be paid in full within 0<sup>100</sup>6 (six) months from the date of closing of the Annual General Meeting of Shareholders.
5. The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend level, the time limit, the form of payment and disclose information on dividend payment in accordance with the provisions of laws.
6. Dividends may be paid in cash, in shares or a combination of cash and shares according to the decision of the General Meeting of Shareholders. If paid in cash, it must be made in Vietnamese Dong, which can be made by transfer to the dividend receiving account registered by the shareholder with ABBANK or by transfer to the shareholder's payment account at ABBANK if the shareholder does not designate another account to receive dividends. ABBANK does not pay interest or any other amount arising in connection with dividends. Shareholders are obliged to pay personal income tax and bear the transfer costs (if any) when receiving dividends.
7. If a shareholder transfers his/her shares between the time of completion of the list

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<sup>100</sup> Article 135.4 Law on Enterprises.

of shareholders receiving dividends and the time of dividend payment, the transferor shall be the recipient of the dividend.

8. The Board of Directors may decide to pay interim dividends if it deems this to be consistent with ABBANK's business results and relevant legal provisions.
9. The Board of Directors shall consider and issue specific regulations on dividend payment based on current legal provisions and the provisions of this Charter.

### **Section 3: INFORMATION PROVISION AND REPORTING REGIME**

#### **Article 77. Information and confidentiality of information<sup>101</sup>**

1. ABBANK shall provide account holders with information on transactions conducted via their accounts and on their account balances in accordance with the agreement with such account holders and laws.
2. ABBANK is provided by the SBV with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the SBV. ABBANK is allowed to exchange information about the operations of credit institutions and foreign bank branches with other credit institutions and foreign bank branches.
3. When conducting transactions with ABBANK, customers are responsible for providing truthful, accurate, complete and timely information, documents and data and are responsible for providing such information, documents and data.
4. Managers, Executives and employees of ABBANK are not allowed to disclose customer information or business secrets of ABBANK.
5. ABBANK must ensure the confidentiality of ABBANK's customer information according to regulations of the Government. ABBANK does not provide ABBANK customer information to other organizations or individuals, except in cases where there is a request from a competent state agency as prescribed by laws or with the customer's consent.

#### **Article 78. Reporting and Information disclosing**

1. ABBANK is responsible for reporting to the SBV information related to business activities<sup>102</sup> and must periodically report on business activities according to the regulations of the Governor of the SBV<sup>103</sup>.
2. ABBANK must prepare and submit other periodic or non periodic reports according to the provisions of laws.
3. ABBANK is obliged to fully, accurately and promptly disclose financial

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<sup>101</sup> Article 12, 13 Law on Credit Institutions

<sup>102</sup> Article 12.2 Law on Credit Institutions

<sup>103</sup> Article 15.2 Law on Credit Institutions

statements, annual reports, periodic and irregular information on business, financial and administrative activities according to the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises and guiding documents for implementation.

4. ABBANK must issue internal documents to fully perform reporting and information disclosure obligations according to the provisions of laws and the instructions and requirements of competent management agencies.
5. Information disclosure must ensure the principles of timeliness, completeness, accuracy and transparency, in accordance with the provisions of laws; ensure shareholders have fair access to information.

**Article 79. Documents retention regime<sup>104</sup>**

1. ABBANK must retain the following documents at the Bank's head office or at other place decided by ABBANK in accordance with provisions of laws:
  - a) ABBANK's Charter, including its amendments and supplements;
  - b) ABBANK's Internal governance regulations; Shareholders' register;
  - c) License for establishment and operation; Enterprise registration certificate, including its amendments and supplements; Certificate of protection of industrial property rights; and other licenses and certificates (if any);
  - d) Documents and papers certifying ownership of assets of ABBANK;
  - e) Voting slips, minutes of vote-counting, minutes of meetings of the General Meeting of Shareholders (attached with appendix of list of shareholders registered to attend the meeting and related documents sent with the notice of invitation to the General Meeting of Shareholders), minutes of meetings of the Board of Directors; Decisions of ABBANK; Reports of the Board of Directors;
  - f) Prospectus for issue of securities (if any)
  - g) Reports of the Board of Supervisors, conclusions of inspection agencies and conclusions of independent auditing organizations;
  - h) Accounting book, accounting records and annual financial statements;
  - i) Credit files in compliance with regulations of the SBV;
  - j) Information and documents specified in Clause 4, Article 28 of this Charter and other documents as prescribed by laws.
2. Term and method of retaining shall be compliant with the provisions of laws.
3. The General Director shall be responsible for implementing the retaining and

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<sup>104</sup> Article 11 Law on Enterprises; Article 49.4 Model Charter according to Circular 116/2020/TT-BTC

storing of dossiers and documents at ABBANK as stipulated in this Charter and in accordance with relevant provisions of laws.

**CHAPTER V:  
RESOLUTION OF INTERNAL DISPUTES, RESTRUCTURING,  
DISSOLUTION AND BANKRUPTCY**

**Article 80. Resolution of internal disputes<sup>105</sup>**

1. Whenever a dispute or complaint related to shareholders' rights and interest arising from this Charter or Law on Credit Institutions, Law on Enterprises and other relevant legal regulations or agreements occurs between:
  - a) A shareholder or shareholders and ABBANK; or
  - b) Any shareholder or shareholders and the Board of Directors, the Board of Supervisors, the General Director or other Executives appointed by the Board of Directors.

Related parties shall do their best to resolve such dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolving of the dispute and shall request each party to present practical factors relating to such dispute within 21 (twenty-one) business days from the date of occurrence. If the dispute is related to the Board of Directors or the Chairperson of the Board of Directors, either party may request the Head of the Board of Supervisors appoints an independent expert to be the mediator for parties' dispute settlement.

2. If no decision in mediation is reached within 06 (eight) weeks since the beginning of the mediation process or if the decision of the mediator is not accepted by the related parties, either party may bring such dispute to Arbitration or Court for settlement in accordance with provisions of laws.
3. Each party shall bear its own incurred expenses relating to the proceeding of negotiation and mediation. The payment of costs when settling disputes at Arbitration or Court shall be made under the judgment of Arbitrator or Court.

**Article 81. Restructuring<sup>106</sup>**

1. ABBANK may be restructured by way of division, separation, consolidation, merger, legal form conversion or other ways shall be carried out in accordance with laws after receiving written approval from the State Bank.
2. Conditions, documents and procedures for approving reorganization shall comply with regulations of the Governor of the SBV.

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<sup>105</sup> Article 62 Model Charter according to Circular 116/2020/TT-BTC

<sup>106</sup> Article 201 Law on Credit Institutions; Articles from 198 to 201 Law on Enterprises.

**Article 82. Dissolution<sup>107</sup>**

1. ABBANK shall be dissolved in the following circumstances:
  - a) ABBANK voluntarily requests to be dissolved if it is capable of settling all outstanding debts and be so approved by the State Bank;
  - b) Upon expiry of its operational duration and ABBANK does not apply for extension or application for extension is not approved by the SBV;
  - c) The license of establishment and operation is revoked;
  - d) Early intervention or special control with credit institutions taking over all debt obligations.
2. The liquidation upon the dissolution of ABBANK shall be conducted under the supervision of the SBV and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the SBV.

**Article 83. Applying of early intervention and special controls**

1. Cases of early intervention and ABBANK's responsibilities in cases of early intervention shall be implemented according to the provisions of Chapter IX (from Article 156 to Article 161) of the Law on Credit Institutions.
2. Cases of special control and ABBANK's responsibilities in cases of special control shall be implemented according to the provisions of Chapter X (from Article 162 to Article 190) of the Law on Credit Institutions.

**Article 84. Bankruptcy<sup>108</sup>**

After the State Bank issues a document terminating special control or not applying measures to restore solvency or terminating the application of measures to restore solvency but ABBANK is still insolvent, ABBANK must submit a request to the Court to open bankruptcy proceedings. ABBANK's bankruptcy shall be carried out in accordance with the provisions of Article 203 of the Law on Credit Institutions and the provisions of the law on bankruptcy.

**CHAPTER VI:  
IMPLEMENTING PROVISIONS**

**Article 85. Effectiveness**

1. This Charter is unanimously approved by the General Meeting of Shareholders and jointly accepted the full effect of this Charter.

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<sup>107</sup> Article 202 Law on Credit Institutions; Articles from 207 to 212 Law on Enterprises.

<sup>108</sup> Article 203 Law on Credit Institutions

2. This Charter shall take effect from the date of approval and replace ABBANK's previously issued charter and documents and its amendment and supplement.
3. Cases specified in Article 210 of the Law on Credit Institutions on transitional provisions shall be implemented in accordance with the provisions of Article 210 of the Law on Credit Institutions.
4. Those matters that are not mentioned in this Charter shall be performed in accordance with relevant provisions of applicable laws. Where a regulation of this Charter is contrary to the provisions of laws, such regulation shall be automatically invalidated, and ABBANK shall apply respective regulation of laws.
5. Amendments and supplements to this Charter shall be decided by the General Meeting of Shareholders, except for cases of updating and adjusting information in this Charter in accordance with the amended contents of the Establishment and Operation License/Business Registration Certificate issued to ABBANK when arising, the Board of Directors shall be responsible for implementing, confirming, announcing and reporting to the SBV, the management agencies according to current regulations and reporting to the General Meeting of Shareholders at the nearest meeting.

The Chairperson of the Board of Directors and the Legal Representative of ABBANK are responsible for consolidating the amendments and supplements to the Charter approved by the General Meeting of Shareholders into this Charter whenever it arises.

**Article 86. Final clause**

1. This Charter is the only and official charter of ABBANK.
2. This Charter consists of 06 (six) chapters, 86 (eighty-six) Articles and is made into 5 copies with equal value and must be reported to the SBV and kept at the headquarters of ABBANK.
3. Copies or excerpts of this Charter are valid when signed by the Chairperson of the Board of Directors or at least 1/2 (half) of the total number of the Board members.

This Charter was approved by the General Meeting of Shareholders of ABBANK on April 18, 2025.

**LEGAL REPRESENTATIVE OF ABBANK      CHAIRPERSON OF THE BOARD OF DIRECTORS**

**Pham Duy Hieu**

**Dao Manh Khang**





# **INTERNAL REGULATION ON GOVERNANCE (AMENDED)**



Hanoi, March 27, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THỐNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT  
Vào ngày / on the date: 18-04-2025

**SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS**

**On the Regulation on Internal Governance of  
An Binh Commercial Joint Stock Bank – ABBANK (Revision)**

**To: The General Meeting of Shareholders  
An Binh Commercial Joint Stock Bank (ABBANK).**

**I. REQUIREMENTS OF PROMULGATION**

1. Pursuant to the requirements specified in Article 210; Clause 2, Clause 3, Article 270; Clause 6, Article 278 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities; Referring to the Model Internal Regulation on the governance of public companies issued together with Circular No. 116/TT-BTC dated December 31, 2020 of the Ministry of Finance, the Board of Directors submitted to the General Meeting of Shareholders for approval the Regulation on Internal Governance of An Binh Commercial Joint Stock Bank (ABBANK) at the 2021 annual meeting.
2. Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Directors has issued this Regulation under Decision No. 73/QĐ-HDQT.21 dated May 20, 2021. The content of the Regulation on Internal Governance of ABBANK is developed and issued based on the provisions of the Law on Credit Institutions 2010 (amended and supplemented in 2017), the Law on Enterprises 2020, the Law on Securities 2019, Decree No. 155/2020/ND-CP and the Model Regulation according to Circular No. 116/TT-BTC dated December 31, 2020 and ABBANK's Charter.
3. On January 18, 2024, the new Law on Credit Institutions (Law on Credit Institutions 2024) was passed, effective from July 1, 2024, replacing the Law on Credit Institutions 2010 (amended and supplemented in 2017), with many new provisions specific to the organization, management and operation of credit institutions. In compliance with the provisions of the Law on Credit Institutions 2024 and the requirements of the State Bank, the Board of Directors directed and organized the review and reconstruction of the ABBANK Charter. At the same time, the Regulation on Internal Governance of ABBANK were also reviewed and updated in line with the new Charter to be submitted to the General Meeting of Shareholders.

The Board of Directors respectfully submits to the General Meeting of Shareholders the draft Regulation on Internal Governance of ABBANK.

**II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION**

1. The draft Regulation retains the structure of 8 chapters with 35 Articles, specifically:

**Chapter I: General provisions (from Article 1 to Article 3):** Prescribing the scope of regulation, subject of application, explanation of terms and basic principles of internal governance.

**Chapter II: General Meeting of Shareholders (from Article 4 to Article 21):** Provisions on the Roles, powers and responsibilities of the General Meeting of Shareholders; Convention a meeting of the General Meeting of Shareholders; The list of shareholders who are entitled to attend the meeting; Notice to convene the meeting; Agenda and content of the meeting; Attendance, authorization and registration for the meeting; Conditions for conducting the meeting; Chairman, Secretary, Board of Supervisors; Passing resolutions at the meeting; Conditions for passing resolutions of the General Meeting of Shareholders; Minutes of the meeting; Announcing the resolution and the way to oppose the resolution of the General Meeting of Shareholders; Reports of the Board of Directors, Board of Supervisors, General Director at the General Meeting of Shareholders; The meeting of the General Meeting of Shareholders in the form of online and electronic voting; Approval decisions of the General Meeting of Shareholders by way of collecting written opinions; and Expenses related to the General Meeting of Shareholders.

**Chapter III: Board of Directors (from Article 22 to Article 27):** Regulating roles and responsibilities of the Board of Directors; Nomination, candidacy, election, dismissal, and removal of members of the Board of Directors; The meeting and collecting opinions of the members of the Board of Directors to pass decisions of the Board of Directors; Standing Board of Directors; Committees of the Board of Directors; Company Secretary and Corporate Governance Person.

**Chapter IV: Board of Supervisors (Article 28)**

**Chapter V: General Director (Article 29)**

**Chapter VI: Coordination between the Board of Directors, Board of Supervisors and General Director (Articles 30 to 32):** Stipulating the working relationship between the Board of Directors and the Executive; between the Board of Directors and the Board of Supervisors and between the Board of Supervisors and the Executive.

**Chapter VII: Evaluation of activities of the Board of Directors, Board of Supervisors and General Director (Article 33)**

**Chapter VIII: Organization of implementation (Articles 34 and 35).**

2. The content of the draft Regulation is consistent and synchronous with the relevant provisions of the new draft Charter that has just been reviewed and updated according to the Law on Credit Institutions 2024 and is being submitted to the General Meeting of Shareholders, while ensuring that it meets the requirements and provisions of other relevant legal documents. The draft Regulation have also been consulted and commented on by the Board of Supervisors, the General Director and relevant units before being submitted to the Board of Directors.
3. During the drafting process, the contents of draft Regulation were consulted with and revised based on comments from the Board of Supervisors, Internal Audit and legally reviewed by the Legal and Compliance Division before reporting to the Board of Directors for submission to the General Meeting of Shareholders.

### **III. RECOMMENDATION**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft Regulation on Internal Governance of ABBANK (Draft attached) and assigning the Board of Directors to issue this Regulation./.

**ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRMAN**

*(Signed)*

**Dao Manh Khang**



ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

**18 -04- 2025**

Vào ngày / on the date:

# **REGULATION ON INTERNAL GOVERNANCE OF AN BINH COMMERCIAL JOINT STOCK BANK**

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DOCUMENT DEVELOPMENT				
<b>I. DRAFTING DIVISION</b>				
No	Full Name	Title	Division	Signature
1.	<b>Tran Nam Sơn</b>	Chief Office	Office of the Board of Directors	
<b>II. REVIEW DIVISIONS</b>				
No	Full Name	Title	Division	Signature
1.	<b>Nguyen Thi Hanh Tam</b>	Head of Supervisory Board	Board of Supervisors	
2.	<b>Pham Duy Hieu</b>	General Director	Board of Management	
3.	<b>Đat Khanh Toan</b>	Head of Division	Legal Affairs and Compliance Division	
<b>III. APPROVAL FOR PROMULGATING</b>				
No	Full Name	Title	Division	Signature
1.	<b>Đao Manh Khang</b>	Chairman of the Board of Directors	The Board of Directors	
<b>IV. PROMULGATION AND AMENDMENT PROCESS</b>				
Time	Date of Issuance	Brief of Contents		
2	.../4/2025	Decision No. .../QD-HĐQT.25 on promulgating the Regulation on Internal Governance of An Binh Commercial Joint Stock Bank		
1	20/5/2021	Decision No. 73/QD-HĐQT.21 on promulgating the Internal Regulation on Governance of An Binh Commercial Joint Stock Bank		

**AMENDMENTS, SUPPLEMENTS TRACKINGS**

<b>No</b>	<b>Article/Name of Article revised</b>	<b>Brief of revised contents</b>	<b>Status (Amend/Supplement/ Replace/Reissue)</b>

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**REGULATION ON INTERNAL GOVERNANCE  
OF AN BINH COMMERCIAL JOINT STOCK BANK**

*(Promulgated by the Decision No: /QĐ-HĐQT.25 dated 2025  
of the Board of Directors of An Binh Commercial Joint Stock Bank)*

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**CHAPTER I:  
GENENERAL PROVISIONS****Article 1. Scope of regulation and subjects of application**

- 1.1. Scope of regulation: The Regulation on Internal Governance of ABBANK stipulates the roles, rights and obligations of the General Meeting of Shareholders; the Board of Directors; the Board of Supervisors, the General Director; transactions with related persons; reporting and information disclosure; process and procedures for the General Meeting of Shareholders; nomination, election, dismissal and removal Member of the Board of Directors, the Board of Supervisors, the General Director; and other related issues in accordance with the provisions of the Charter of ABBANK and the provisions of laws.
- 1.2. Subjects of application: This Regulation is applicable to ABBANK's management apparatus; shareholders, managers, executives, and their related persons; and other related unites and individuals.

**Article 2. Interpretation of terms**

- 2.1. The following terms in this Regulation shall have the meanings set out below, unless otherwise specified in the context:
- a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
  - b) *Law on Credit Institutions*: means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and taking effect on July 01, 2024.
  - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021, which was amended and supplemented on January 11, 2022, the amended and supplemented contents take effect from March 1, 2022.
  - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021, which was amended and supplemented on November 29, 2024, the amended and supplemented contents take effect from January 1, 2025.

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- e) *State Bank of Vietnam or SBV*: means the State Bank of Vietnam.
- f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
- g) *Shareholder*: means any individual or organization who owns one or more shares of ABBANK.
- h) *Major Shareholder*: means a shareholder owning 5 per cent or more of the voting share capital of ABBANK, including the number of shares that shareholder owns indirectly.
- i) *Share Certificate*: means the certificate issued by ABBANK or accounting book entry certifying the ownership over one or more shares of ABBANK.
- j) *Manager of ABBANK*: comprises the Chairperson, Deputy Chairperson and Members of the Board of Directors; General Director.
- k) *Executive of ABBANK*: comprises General Director, Deputy General Directors, Member of Executive Board/Board of Management, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK (The title of Member of Executive Board/Board of Management is not equivalent to the title of Deputy General Director).
- l) *Related person*: means any organization or individual related to another organization or individual (including ABBANK) in one of the following cases:
- (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, supervisors, Members of the Board of Supervisors of the parent company or of the credit institution, individuals or organizations with the authority to appoint these persons with the subsidiary and vice versa;
  - (ii). A company or credit institution with the manager, controller, Member of the Board of Supervisors of that company or credit institution or with the company or organization with the authority to appoint those people and vice versa;
  - (iii). A company or credit institution with an organization or individual owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
  - (iv). An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of a wife or husband; daughter-in-law, son-in-law; full siblings; half siblings; siblings of spouse; brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal

grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles and paternal nieces and nephews;

- (v). A company or credit institution with an individual having a relationship as prescribed in section (iv) above with a manager, supervisor, Member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
- (vi). An individual authorized to represent the capital contribution for an organization or individual specified in sections (i) to (v) above in relationship with the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization together;
- (vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the State Bank through inspection and supervision activities.

The definition of “Related person” in this point applies to the contents of management organization, reorganization, dissolution and related activities according to the provisions of the Law on Credit Institutions. For the issue of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises shall apply in accordance with the principle of law application.

- m) *Internal Person*: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, Members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and Members of the Board of Supervisors; the Head and Members of the Internal Audit; the Company Secretary, Person in charge of corporate governance, Persons authorized to disclose information.
- n) *Independent Member of the Board of Directors*: means the Member of Board of Directors who satisfies the criteria and conditions on independence as stipulated in ABBANK’s Charter.

- 2.2. In this Regulation, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time. Where due to any changes to the regulatory provisions or any reason that result in the inconsistency of this Regulation with regulatory provisions on a specific matter, then the regulatory provisions shall prevail.

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- 2.3. The headings of Chapters, Sections, or Articles of this Regulation are used for convenience only and do not affect its interpretation.
- 2.4. Terms, definitions or expressions which are not defined in this Regulation shall have the meaning prescribed in relevant laws and ABBANK's Charter.

**Article 3. Basic principles of corporate governance**

- 3.1. Comply with relevant legal regulations and ABBANK's Charter.
- 3.2. Efficient and consistent with good corporate governance practices.
- 3.3. Ensuring the legal rights of shareholders, fair treatment among shareholders.
- 3.4. Prevent conflicts of interest.
- 3.5. Transparency.

**CHAPTER II:  
THE GENERAL MEETING OF SHAREHOLDERS****Article 4. Roles, powers and responsibilities of the General Meeting of Shareholders**

- 4.1. The General Meeting of Shareholders, including all shareholders with voting rights, is the highest decision-making body of ABBANK.
- 4.2. The General Meeting of Shareholders of ABBANK has the duties and powers specified in the ABBANK'S Charter.

**Article 5. Authority to convene a meeting of the General Meeting of Shareholders**

- 5.1. The Board of Directors shall convene the annual meeting of General Meeting of Shareholders within four months from the end of the financial year.
- 5.2. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 (ninety) days from the date of receipt of the request or the date of occurrence of one of the following cases:
  - a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;
  - b) The number of remaining Members of the Board of Directors is less than the minimum number of Members prescribed in Clause 1, Article 69 of the Law on Credit Institutions;
  - c) The number of remaining Members of the Board of Supervisors is less than the minimum number of Members prescribed in Clause 2, Article 51 of the Law on Credit Institutions;
  - d) Upon request of a shareholder or group of shareholders owning more than 10% of the total number of common shares at ABBANK in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond its assigned authority. The request document in this case must include the contents specified in Clause 4, Article 115 of the Law on Enterprises. The shareholder or group of

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shareholders making the request must take full responsibility for the accuracy and truthfulness of the information and documents provided to the competent authority and/or as the basis for making the request;

- e) Upon request of the Board of Supervisors;
- f) To decide on the content upon request of the State Bank when an event occurs affecting the operational safety of the credit institution.

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and Members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.3. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in clause 2 of this Article, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.

If the Board of Supervisors fails to convene a meeting as above stipulated, the Board of Supervisors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5.4. Where the Board of Supervisors fails to convene a meeting as stipulated in Clause 4 of this Article, within the next 30 (thirty) days thereafter, the shareholder or group of shareholders stipulated in point d Clause 2 of this Article has the right to convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter; and must take full responsibility for the accuracy and honesty of the information and documents provided to the competent authority and be responsible before the law and resolve related disputes (if any) when convening the General Meeting of Shareholders.

- 5.5. The convenor must carry out the following work to hold a meeting of the General Meeting of Shareholders:

- a) To determine the time and venue of the meeting;
- b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;
- c) To prepare the program and agenda of the meeting;
- d) To prepare documents for the meeting;
- e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of Members of the Board of Directors or of the Board of Supervisors;
- f) To send the invitation notice of the meeting to shareholders being entitled to attend the meeting;
- g) Other works and responsibility serving the meeting in accordance with the laws and ABBANK's Charter.

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**Article 6. Preparation the list of shareholders for the meeting of the General Meeting of Shareholders.**

- 6.1. The convenor of the General Meeting of Shareholders must publish information on the ABBANK website, on the information disclosure system of the State Securities Commission and on the Stock Exchange about the last registration date to have the right to attend the meeting of the General Meeting of Shareholders (date of closing the list of shareholders) at least 20 (twenty) days prior to the expected closing date. At the same time, the convenor of the General Meeting of Shareholders must send a document to the Vietnam Securities Depository announcing the closing of the list of shareholders to prepare the list of shareholders for the meeting.
- 6.2. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
- 6.3. The list of shareholders entitled to attend the General Meeting of Shareholders is prepared based on the register of shareholders of ABBANK. During the time ABBANK shares are centrally registered at the Vietnam Securities Depository and Clearing Corporation, the list of shareholders at the date of closing provided by the Vietnam Securities Depository and Clearing Corporation is the basis for determining the rights of shareholders related to that General Meeting of Shareholders. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall contains information on full name, contact address, nationality, and number of identification card/ citizen's identification card/Passport number for foreigners (hereinafter referred to as ownership registration number) in respect of the shareholders being individual; name, head office address, nationality, enterprise code/establishment decision number (hereinafter referred to as ownership registration number) in respect of shareholders being organizations and number of shares of each type, number and date of shareholder registration of each shareholder.
- 6.4. Shareholders are entitled to inspect, extract and duplicate the name and contact address of shareholders entitled to attend a meeting of the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of shareholders entitled to attend a meeting of the General Meeting of Shareholders.

**Article 7. The notice to convene the General Meeting of Shareholders**

- 7.1. The notice to convene the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting and be disclosed on the ABBANK website and announcement system information of the State Securities Commission and the Stock Exchange, ensuring the following requirements:
  - a) The deadline is not later than 21 days before the opening of the meeting (counting from the date the notice is successfully sent by email or hanover to mail services providers or from the date on which information is published);

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- b) The notice is sent to shareholders by a method guaranteed to reach the shareholder contact address (including email address if registered by the shareholders); The contents of the name, address of the head office, and the number of ABBANK are available here; name, registration number of the ownership of the shareholder; time, location of the meeting and other requirements for meeting attendees;
  - c) Clearly state the link to all documents of the General Meeting of Shareholders.
- 7.2. Documents of the General Meeting of Shareholders published on ABBANK's website must be updated with the amended and supplemented contents (if any) and include:
- a) The agenda, documents used in the meeting;
  - b) List and details of candidates in case of election of Members of the Board of Directors, Member of Board of Supervisors;
  - c) Voting sheet;
  - d) Draft resolution on each issue on the agenda;
  - e) Sample form of appointment of authorized representative to attend the meeting;
- 7.3. The Board of Directors must send a letter inviting the representative of the auditing organization which has audited the annual financial statements of ABBANK to attend the annual General Meeting of Shareholders in the case that the audited annual financial statements of ABBANK has any material exception.

#### **Article 8. Program and agenda of meeting of General Meeting of Shareholders**

- 8.1. The convenor of a meeting of the General Meeting of Shareholders must prepare the program and agenda of the meeting.
- 8.2. A shareholder or group of shareholders holding at least 05% (five per cent) of the total ordinary shares of ABBANK may recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to ABBANK no later than 03 (three) business days prior to the date of opening. The recommendation must specify the full name, ownership registration number of shareholder(s), the number of shares of each class of shareholder(s), and the items recommended to be included in the agenda.
- 8.3. If the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation specified in Clause 2 this Article, then no later than 02 (two) business days before the date of opening of the meeting of General Meeting of Shareholders, he/she shall so notify in writing with the reason for refusal. The convenor of a meeting of the General Meeting of Shareholders may refuse the recommendation only in the following cases:
  - a) The recommendation is delivered in contravention of provisions of Clause 2 this Article;
  - b) The recommended items do not fall within the decision-making authority of the General

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Meeting of Shareholders;

- c) There is not sufficient time to prepare the documentation for, procedure for, or to deal with, the recommended items in accordance with the laws and ABBANK's Charter;
  - d) The recommendation does not have sufficient grounds and necessary evidences or is not for the common benefits of ABBANK.
- 8.4. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in Clause 2 of this Article into the planned program and agenda of the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so approves.
- 8.5. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the duration applicable to each issue in the agenda for the meeting. For the issues specified at Points a, b and c, Clause 6 this Article that are required to be considered by the annual General Meeting of Shareholders in accordance with the law, that content will be automatically approved, unless 100% of the attending shareholders vote disagree.
- 8.6. The annual meeting of the General Meeting of Shareholders shall discuss and pass the following issues:
- a) Financial statement, business result and annual business plan of ABBANK;
  - b) Report of the Board of Directors regarding management by and operational results of the Board of Directors and each Member of the Board of Directors;
  - c) Report of the Board of Supervisors on its financial appraisal, business performance evaluation; results of monitoring the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions under the decision-making authority of the General Meeting of Shareholders and the Board of Directors; and self-evaluation report on the operation result of the Board of Supervisors and its Member;
  - d) Proposal for setting up funds and distributing after-tax profits;
  - e) Report on remuneration of Members of the Board of Directors and the Board of Supervisors that has been implemented and proposed for the next planning year;
  - f) Selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions;
  - g) Other matters within the authority of the General Meeting of Shareholders.

#### **Article 9. Attend, authorize and register to attend the General Meeting of Shareholders**

9.1. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following case:

- a) The shareholder being an individual or the representative managing the capital contribution of a shareholder being an organization, the legal representative of shareholder

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- being an organization (in case this shareholder being an organization do not assign or assign insufficient authorized representative for whole shares in ABBANK) attends and votes in person at the meeting;
- b) The shareholder authorizes other person or organization to attend and vote at the meeting;
  - c) The shareholder attends and votes via an online conference, or by electronic vote or by other combination forms;
  - d) The shareholder sends his or her voting slip to the meeting by mail, by fax or email.
- 9.2. A shareholder appointing multiple authorized representatives must specifically determine the number of shares of each representative. If the shareholder being an organization authorizes in writing for the representative managing its capital contribution as stipulated in ABBANK's Charter, this person is automatically the authorized representative to attend and vote at the meeting of General Meeting of Shareholders.
- 9.3. Except the case that the representative managing of the capital of a shareholder being an organization is automatically authorized representative attending and voting at the General Meeting of the Shareholders in accordance with Clause 2 of this Article, the authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing on the form in accordance with the laws and must contain the signature as follows:
- a) A shareholder being an individual is the authorizing party, the power of attorney must have signature of the shareholder and of the individual or the legal representative of the organization being authorized to attend the meeting;
  - b) In case of the representative managing the capital contribution of a shareholder being an organization is the authorizing party, the power of attorney must have the signature of the representative managing the capital of shareholder being an organization and individual or the legal representative of an organization being authorized to attend the meeting.
  - c) A shareholder being an organization without appointment or appointing insufficient representatives managing whole capital contribution at ABBANK, the power of attorney must have signature of the legal representative of the organization and of the individual or the legal representative of the organization being authorized to attend the meeting;
  - d) If an attorney or an organization or individual was authorized on behalf of the authorizing party to sign a written appointment of a representative to attend the meeting, the appointment in this case will be considered effective only if the authorization designation of the representative to be presented together with the power of attorney to the authorized attorney, organization, or individual (if it has not been registered with ABBANK before) in which has the content of sub-authorization/sub-designation.
- 9.4. When registering to attend a meeting of the General Meeting of Shareholders, the person authorized to attend the meeting must present the written power of attorney prior to entering the meeting room.
- 9.5. Except for the case that ABBANK received the notice of one of the following events before

the opening of the General Meeting of Shareholders, votes of the authorized person attending the meeting and voting at the meeting of General Meeting of Shareholders within the scope of authorization are still valid when one of the following occurs:

- a) The authorizing party was dead or restricted or lost the capacity for civil acts;
- b) The authorizing party was suspended the authorization;
- c) The authorizing party has rescinded the authority of the authorized person.

9.6. Register for attending:

- a) Prior to the time of opening of a meeting, shareholders, person authorized to attend the meeting must present at the venue on time as specified in the notice of invitation to carry out the procedure for registration for attending. Time for registration shall be carried out in accordance with the notice of invitation;
- b) The person who registers to attend the meeting, after completing the registration procedures, shall be issued with voting cards and votes slips, voting ballot (if any), including the registration number, names of the shareholder and the number of votes corresponding to the number of shares with voting rights of that shareholder;
- c) When the time for registration is over, if the quorum to hold the meeting has satisfied, the Chairperson can start the meeting to ensure progress, without requirement to wait for presence of all shareholders entitled to attend the meeting;
- d) Shareholders or authorized persons arriving after the open of the meeting are still allowed to register and have the right to participate in voting the issues immediately after registration. In this case, the validity of previously voted matters shall not be affected.

**Article 10. Conditions for conducting meeting of General Meeting**

- 10.1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50 per cent of the voting shares.
- 10.2. Where a firstly convened meeting is not able to be held due to failure of the quorum stipulated in Clause 1 of this Article, then the meeting must be secondly convened within 30 (thirty) days from the intended date of the firstly convened meeting. The secondly convened meeting of General Meeting of Shareholders shall be conducted if number of attending shareholders accounts for at least 33% of the voting shares;
- 10.3. Where the secondly convened meeting is unable to be held due to failure of quorum stipulated in Clause 2 of this Article, then it may be convened for a third time within 20 (twenty) days from the date of the intended opening of the secondly convened meeting. In this case, a meeting of the General Meeting of Shareholders shall be convened irrespective of the total number of attending shareholders or ratio of voting shares of shareholders attending the meeting.
- 10.4. Only the General Meeting of Shareholders has the right to change the meeting agenda sent with the meeting invitation as prescribed in this Regulation.

**Article 11. Chairperson, Secretary and the Vote Counting Committee at the General Meeting of Shareholders****11.1. Chairperson of the meeting:**

- a) The Chairperson of the Board of Directors or the Member of Board of Directors authorized by the Chairperson shall act as Chairperson of all meetings which are convened by the Board of Directors; if the Chairperson is absent or is not temporarily incapable to work, the remaining Members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on a majority basis. If they cannot elect a person to act as Chairperson, the head of the Board of Supervisors shall preside the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall preside the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
- c) The Chairperson shall nominate more persons who are Members of Board of Director, General Director/Deputy General Director to assist the Chairperson in presiding the meeting.

**11.2. Secretary of the meeting:** The Chairperson shall nominate one or more persons to act as secretary of the meeting;**11.3. Vote counting committee:** The General Meeting of Shareholders shall elect one or more persons to the vote-counting committee as proposed by the Chairperson of the meeting. The General Meeting of Shareholders may elect one or more persons responsible for monitoring the counting of votes when necessary as proposed by the Chairperson of the meeting.**Article 12. Approval of the General Meeting of Shareholders resolutions****12.1.** The General Meeting of Shareholders shall discuss and vote on each issue or group of related issues in the agenda for the meeting.**12.2.** For each issue to be voted, shareholders have right to choose one of three options of agree, disagree, and no opinion.**12.3.** The results of the voting counts will be announced immediately prior to the closing of the meeting unless otherwise decided by the General Meeting of Shareholders.**12.4.** The form of voting is as follows:

- a) For the main issues on the agenda, shareholders vote by writing one of the three voting options: agree, disagree or have no opinion in the vote slips;
- b) For the election of Members of the Board of Directors, the Board of Supervisors, shareholders vote by ballot using cumulative voting method;
- c) For matters of the meeting formality such as approving the composition of the Vote

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Counting Committee, voting rules, agenda, minutes of the meeting, and other issues, shareholders vote by raising the voting card or other simple form of voting according to one of the three options: agree, disagree or no opinion.

**Article 13. Conditions for a resolution of the General Meeting of Shareholders to be approved**

- 13.1. The General Meeting of Shareholders shall pass decisions which fall within its power by way of voting at a meeting or collecting written opinions except for the case that must be passed by voting at the meeting specified in Clause 2 of this Article.
- 13.2. A resolution of the General Meeting of Shareholders on the following matters must be passed by way of voting at a meeting of the General Meeting of Shareholders:
- a) Development orientation of the company;
  - b) Decision on the number of Members of the Board of Directors and Board of Supervisors in each term of office; decision to elect, removal, dismiss, elect additional Member or replace Members of the Board of Directors and Board of Supervisors;
  - c) To consider and handle with violations of the Board of Directors or Board of Supervisors which cause damage to ABBANK and its shareholders; and
  - d) To decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open bankruptcy proceedings for ABBANK.
- 13.3. A resolution at the meeting shall be passed in accordance with the following provisions:
- a) Except cases stipulated in Point b and c, Clause 3 and Clause 5 of this Article, a resolution shall be passed if it is agreed by a number of shareholders representing more than fifty (50) per cent of the total number of voting shares of all attending shareholders;
  - b) A resolution of the General Meeting of Shareholders is passed when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders attending the meeting on the matters specified in sections (i), (ii) and (iii) below or when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders in the case of obtaining written opinions on the matters specified in sections (i) and (ii) below:
    - (i) Approval on plan of share offering, including the classes of shares and total number of shares of each class to be offered;
    - (ii) Decision on investment, purchase or sale of assets of ABBANK valued equal to or more than twenty (20) per cent of the charter capital of ABBANK recorded in the most recent audited financial statements.
    - (iii) Decision to divide, separate, merge, consolidate, convert legal form, dissolve or request the Court to open bankruptcy proceedings for ABBANK.

- c) Voting to elect Members of the Board of Directors and of the Board of Supervisors must be implemented by the method of cumulative voting, whereby each shareholder shall have total number of votes corresponding to the total number of voting shares it owns multiplied by the number of Members to be elected to the Board of Directors and the Board of Supervisors, and each shareholder has the right to accumulate all or part of its total votes for one or more candidates. Persons who are elected as Members of the Board of Directors or the Board of Supervisors shall be determined on the basis of a descending votecount, starting with the candidate with the highest number of votes until the number of Members of Board of Directors or the Board of Supervisors suffices. If there are two or more candidates who obtain the same number of votes for being elected as the last Member of the Board of Directors and the Board of Supervisors, such Member shall be re-elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election approved by the General Meeting of Shareholders.
- 13.4. The resolutions approved at the meeting of the General Meeting of Shareholders by the shareholders attending the meeting in person or by proxy accounting for 100% (one hundred per cent) of the total voting shares shall be valid and effective even if the sequence and procedures for convening the meeting, agenda and program of the meeting or formality conducting the meeting fails to be implemented in accordance with the laws and ABBANK's Charter.
- 13.5. Resolution of the General Meeting of Shareholders changing or canceling special rights associated with a type of preference shares is effective when shareholders represent 65% (sixty-five per cent) or more of the total number of votes of all shares attending the meeting agreed. In case the content of the Resolution of the General Meeting of Shareholders changes in the direction of detrimental to the rights and obligations of the preference shareholders, it shall only be approved if at least 75 % (seventy-five per cent) of the total number of preferred shares of that type attending the meeting approved.

#### **Article 14. Minutes of meeting of General Meeting of Shareholders**

- 14.1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must contain the following main details:
- a) Name, head office address, and enterprise code of ABBANK;
  - b) Time and venue of the meeting of General Meeting of Shareholders;
  - c) Program and agenda of the meeting;
  - d) Full name of Chairperson and secretary;
  - e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each matter set out in the meeting agenda;



- f) Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
- g) Total number of votes for each issue voted on, which specify the method of voting, the number of valid or invalid votes, the number of votes in favor of, against, and abstentions an issue; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
- h) Matters which were passed and corresponding percentage of affirmative votes of such passing;
- i) Full name and signatures of the Chairperson and secretary.

In the case that the Chairperson or secretary refuses to sign the meeting minutes, this minute shall be effective if signed by all other Members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the Chairperson, secretary refused to sign the meeting minutes.

- 14.2. Minutes must be prepared in Vietnamese and could also be in a foreign language. In the case of any difference in the contents of the minutes between the Vietnamese text and the foreign language text, the contents in the Vietnamese text shall prevail.
- 14.3. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
- 14.4. The Chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.

#### **Article 15. Disclosure of resolutions and ways to oppose resolutions of the General Meeting of Shareholders**

- 15.1. Minutes of the meeting, resolutions of the General Meeting of Shareholders must be sent to SBV and shareholders of ABBANK within 15 (fifteen) days from the closing date of the meeting. The sending of meeting minutes and resolutions to shareholders is replaced by posting on the ABBANK website.
- 15.2. In case the General Meeting of Shareholders approves the election, dismissal or removal of Members of the Board of Directors or Members of the Board of Supervisors, the Board of Directors must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.
- 15.3. The minutes of the meeting and resolutions of the General Meeting of Shareholders must be disclosed within 24 hours from the time the minutes or resolutions are adopted.
- 15.4. Within 90 (ninety) days from the date of receipt of the resolution or minutes of meeting of the General Meeting of Shareholders or minutes of vote counting results to collect opinions of the General Meeting of Shareholders, shareholders, groups of shareholders owning 5% (five percent) of the total number of common shares or more has the right to request the

Court or Arbitration to consider, cancel the resolution or a part of the content of the resolution of the General Meeting of Shareholders in the following cases:

- a) The order and procedures for convening and making decisions of the General Meeting of Shareholders seriously violate the Charter of ABBANK and the current Law on Enterprises, unless such resolution has been passed equal to 100% of the total number of shares. share with voting rights;
- b) The content of the resolution violates the law or the Charter of ABBANK.

#### **Article 16. Report of the Board of Directors at the Annual General Meeting of Shareholders**

Report of the Board of Directors submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting and must contain the following contents:

- 16.1. Evaluation of the business results, the Board of Directors' implementation of high-level supervision of management, the results of supervision of the operations of the General Director and other executives of ABBANK the management; results of implementing the General Meeting of Shareholders resolutions.

If the previous resolutions of the General Meeting of Shareholders have not been implemented, the Board of Directors must report to the General Meeting of Shareholders at the nearest annual meeting. In case there is any change to the content under the deciding competence of the General Meeting of Shareholders, the Board of Directors must submit it to the General Meeting of Shareholders for approval before implementation.

- 16.2. Audited financial statements.
- 16.3. Summarize the meetings and activities of the Board of Directors and resolutions, decisions of the Board of Directors; activities of the Board of Directors Committees; activities of independent Members of the Board of Directors and evaluation results of independent Members of the Board of Directors on the activities of the Board of Directors (when ABBANK was a listed company).
- 16.4. Report on transactions between ABBANK, its subsidiaries, and companies with over 50% or more of the charter capital held by ABBANK with Members of the Board of Directors and related persons of that Member; transactions between ABBANK and companies in which a Member of the Board of Directors is a founding Member or manager of an enterprise during the last 3 years prior to the transaction.
- 16.5. Remuneration, operating expenses and other benefits of the Board of Directors and Members of the Board of Directors in accordance with the provisions of laws and the ABBANK's Charter;
- 16.6. Future plans.
- 16.7. Other contents in accordance with legal regulations, ABBANK's Charter and this Regulation.



**Article 17. Report of the Board of Supervisors at the Annual General Meeting of Shareholders**

Report of the Board of Supervisors submitted to the Annual General Meeting of Shareholders must be completed and published 21 days prior to the opening date of the meeting, ensuring the following contents:

- 17.1. Summarize the Board of Supervisors's meetings and conclusions and recommendations;
- 17.2. The results of supervision ABBANK's financial and operation.
- 17.3. The results of the Board of Supervisors' high-level supervision of the Board of Directors, General Director and other executives of ABBANK.
- 17.4. Results of the evaluation of the coordination between the Board of Supervisors and the Board of Directors, General Director and shareholders.
- 17.5. Synthesize credit extension transactions for entities restricted to credit as prescribed in Clause 1 Article 135 of the Law on Credit Institutions.
- 17.6. Evaluation of transactions between ABBANK, subsidiaries, and companies with over 50% or more of the charter capital controlled by ABBANK with Members of the Board of Directors, General Director, other executives of ABBANK and other related persons of that object; Transactions between ABBANK and companies in which ABBANK's Members of the Board of Directors, General Director, other executives were founders or managers of the enterprise during the last 03 years prior to the transaction. .
- 17.7. Remuneration, operating expenses and other benefits of the Board of Supervisors and Members of the Board of Supervisors in accordance with the provisions of laws and the ABBANK's Charter;
- 17.8. Proposing the selection of an independent auditing organization to audit the financial statements of ABBANK (except for the case that the annual meeting of the General Meeting of Shareholders is extended after 04 (four) months from the date of the end of the fiscal year, the selection of an independent audit organization is decided by the Board of Directors in accordance with ABBANK's Charter.

**Article 18. Report of the General Director at the Annual General Meeting of Shareholders**

The General Director is responsible for completing the annual report on business operations of ABBANK for publication at least 21 (twenty-one) days before the annual General Meeting of Shareholders. The report of the General Director must include the following contents:

- 18.1. Evaluation of business results of the past year, including indicators of scale, efficiency, profitability and financial safety indicators; risk management, with comparison with planned targets and required development orientations approved by the General Meeting of Shareholders, the Board of Directors and compared with the performance results of the previous period;
- 18.2. Business plans and solutions, action plans to achieve the planned objectives and to overcome shortcomings and difficulties to improve the operational efficiency of ABBANK.

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**Article 19. Meetings of the General Meeting of Shareholders in the form of online meeting and electronic voting**

- 19.1. Annual or extraordinary General Meeting of Shareholders can be held in the form of online meeting and electronic voting or a combination of face-to-face meetings at many different locations and in the form of online meeting and electronic voting (shortly, online meeting and electronic voting) in the case of compliance with the requests from competent authorities for disease prevention or in other special circumstances.
- 19.2. Conducting the General Meeting of Shareholders in the form of online meeting and electronic voting is based on the following principles:
- a) The registration, participation in online meeting and electronic voting of shareholders must be authenticated through appropriate methods and application software;
  - b) If the application software system used to organize online meetings, electronic voting identifies and verifies a shareholder log-in information, such shareholder will be considered truly to attend that online meeting and electronic voting.
  - c) Shareholders prepare their own personal computer / mobile device, internet connection to register, attend online meetings and electronic voting;
  - d) Each shareholder attending the online meeting can hear another participant speak during the meeting and can speak with all other attendees simultaneously;
  - e) Venue and time of the online meeting is determined to be the place and time where the Chairperson of the meeting is present but must be in the territory of Vietnam.
  - f) Shareholders' votes cast an electronic ballot that is automatically counted and summarized by the application system; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
  - g) Decisions passed in online meetings, in the form of electronic voting in accordance with this Clause, are effective and valid as decisions passed at regular face-to-face meetings.
  - h) The right to attend the meeting of shareholders, the preparation of the list of shareholders for the meeting, agenda, documents, notice of convention, conditions for conducting the meeting, method of conducting the meeting and approval of voting, meeting minutes of the General Meeting of Shareholders and other related issues for the online meeting apply the similar as the rules for the regular meeting.
  - i) The electronic voting is automatically counted and summarized by the application; at the same time, it is extracted into a data file to store with the data of the list of shareholders attending the meeting.
- 19.3. The Board of Directors decides to choose the application solution for the online meeting and electronic voting of General Meeting of Shareholders and publishes the instructions on registration and attendance of the meeting on ABBANK's website at the same time announcing the notice convening the General Meeting of Shareholders.

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**Article 20. Collecting shareholders' written opinions to approve decision of General Meeting of Shareholder**

- 20.1. Other than the circumstances that are compulsorily approved by voting at the meeting of General Meeting of Shareholder as specified in Clause 2 Article 13 of this Regulation, the Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders at any time where is deemed necessary for the interests of ABBANK.
- 20.2. The Board of Directors must ensure to disclose information on closing the list of shareholders to obtain opinions at least 10 days before the closing date, and send a written notice of closing the list of shareholders to the Vietnam Securities Depository to prepare the list of shareholders, prepare opinion paper, draft resolutions of the General Meeting of Shareholders, support documents and send them to shareholders' contacts, and post them on the ABBANK's website at least 10 days before the deadline for shareholders to submit their voting.
- 20.3. The written opinion form must contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collecting written opinions;
  - c) Full name, contact address, nationality, ownership registration number for individual shareholders; name, ownership registration number, head office address for institutional shareholders; number of shares of each type and number of votes of the shareholder;
  - d) Issues which are sought the opinions in order to pass a decision;
  - e) Voting options comprising agreement, non-agreement or abstention;
  - f) Time-limit within which the completed written opinion form must be returned to ABBANK;
  - g) Full name and signature of the Chairperson of the Board of Directors.
- 20.4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.
- 20.5. The shareholders may return their written opinion form to the Company by post, fax, or e-mail in accordance with the following regulations:
- a) In case of mailing, the opinion form must be contained in a sealed envelope and no one is allowed to open it before counting votes;
  - b) In case of fax or email, written opinion form sent to ABBANK must be kept confidential until the time of vote counting;
  - c) The written opinion forms sent to ABBANK after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email is invalid. The opinion form which is not returned is considered as a non-voting vote;

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- 20.6. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Board of Supervisors or of a shareholder not holding a managerial position in ABBANK. The minutes of vote-counting shall contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collection of written opinions and issues which are sought opinion in order to pass the resolution;
  - c) Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;
  - d) Total number of votes in favor of, against and abstentions on each issue voted on;
  - e) Issues which have been passed and the corresponding voting ratio;
  - f) Full name and signature of the Chairperson of the Board of Directors and of the person who supervised the vote-counting and the vote counter.
- 20.7. The Members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting, and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.
- 20.8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed as prescribed in Point b Clause 13.3 Article 13 of this Regulation. A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.
- 20.9. Resolutions passed by the General Meeting of Shareholders by way of obtaining written opinions of shareholders must be sent to the State Bank and ABBANK shareholders within 15 (fifteen) days from the date of completion of vote counting and shall be disclosed information within 24 hours from the time the resolution is passed. The sending of resolutions and minutes of counting of votes for the General Meeting of Shareholders to shareholders is replaced by posting on the ABBANK's website.
- In case the General Meeting of Shareholders approves the election, dismissal or removal of Members of the Board of Directors or Members of the Board of Supervisors, the Board of Directors must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.
- 20.10. The collection of shareholders' opinions can be done in the form of electronic voting by the Board of Directors' decisions according to the following provisions:
- a) Ensuring the principles specified at points a, b, c, f, g, h Clause 2, Article 19 of this Regulation;

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- b) Ensure similar requests for shareholders' written opinions as prescribed in Clauses 1, 2, 3, 6, 7, 8 and 9 of this Article;
- c) The collection of shareholders' opinions by means of electronic voting as prescribed in this Clause is as valid as collecting written opinions of shareholders. Resolutions of the General Meeting of Shareholders passed in the form of electronic voting is as valid as passed at the meeting of the General Meeting of Shareholders.
- d) The Board of Directors publishes on the website of ABBANK instruction and guideline the implementation of electronic voting at the same time of announcement of collection of shareholders' opinions.

**Article 21. Expenses related to meeting of General Meeting of Shareholders**

The expenses necessary to convene and conduct the General Meeting of Shareholders, to collect shareholders' opinion shall be paid or refunded by ABBANK and included in the operational cost of ABBANK in accordance with the law. When attending the General Meeting of Shareholders, providing vote in collecting shareholders' opinion, shareholders must bear all costs incurred, including expenses for accommodation, travel, personal computer equipment, internet connection.

**CHAPTER III:  
THE BOARD OF DIRECTORS****Article 22. Roles and duties of the Board of Directors**

- 22.1. The Board of Directors is the governing body of ABBANK, has full authority in the name of ABBANK to decide and perform the rights and obligations of ABBANK, except for matters falling under the authority of the General Meeting of Shareholders.
- 22.2. The specific powers and duties of the Board of Directors comply with the provisions of the Law on Credit Institutions, other relevant laws and Charter of ABBANK. At the same time, the Board of Directors performs the following roles and responsibilities:
  - a) To be responsible to shareholders for the governance of operations of ABBANK;
  - b) Treat all shareholders equally and respect the interests of persons with interests related to ABBANK;
  - c) Performing supervision of senior management regarding internal control, risk management, and internal assessment of capital adequacy to ensure the ABBANK's operations compliance with the provisions of law, the Charter and internal regulations;
  - d) Monitoring and preventing conflicts of interest of Members of the Board of Directors, Members of the Board of Supervisors, General Director and other managers, including misuse and abuse related party transactions.

**Article 23. Nomination candidates, election, removal and dismissal of Members of the Board of Directors**

- 23.1. The number, composition and term of Members of the Board of Directors comply with the *This document contains information that is the property of ABBANK. Without permission from ABBANK, copying or printing in any form is prohibited.*

ABBANK's Charter and the Regulation on Operation of the Board of Directors.

**23.2. Membership of the Board of Directors**

- a) Members of the Board of Directors must meet the criteria and conditions prescribed by the Law on Credit Institutions and ABBANK's Charter.
- b) The Chairperson of the Board of Directors does not concurrently hold the position of General Director of ABBANK.

**23.3. The nomination, election, disqualification, dismissal, and removal of Members of the Board of Directors comply with the ABBANK's Charter and the Regulation on Operation of the Board of Directors.**

**Article 24. Meetings and collecting opinions to pass decisions of the Board of Directors**

- 24.1. Process and procedures for holding meetings, form of meetings of the Board of Directors, eligibility for the meeting to be conducted, meeting minutes, methods of attending meetings of Members of the Board of Directors and other issues in relation to the meeting of the Board of Directors, comply with the provisions of ABBANK Charter, Regulation on Operation of the Board of Directors, Regulation for the approval of decisions of the Board of Directors.
- 24.2. The Chairperson of the Board of Directors decides on collecting written opinions of Members of the Board of Directors, via email (email) or by other means to pass decisions of the Board of Directors according to the provisions of the Regulation on Operation of the Board of Directors, Regulation for the approval of decisions of the Board of Directors.

**Article 25. The Standing Board of Directors**

The Board of Directors may have a Standing Board of Directors when necessary in order to meet the management and operation requirements of ABBANK in each period according to the specific provisions in the Operation Regulation of the Board of Directors.

**Article 26. The Board of Directors Committees**

The Board of Directors must set up committees according to the provisions of the Law on Credit Institutions and the guiding legal documents; and other councils, committees depending on the working requirements and the actual situation at ABBANK to advise, make recommendations and assist the Board of Directors in monitoring, evaluating and implementing the Board of Directors's roles, responsibilities and authorities in specific areas of corporate governance. The establishment of councils, committees of the Board of Directors is specified in the Regulation on Operation of the Board of Directors.

**Article 27. Company secretary and persons in charge of corporate governance**

- 27.1. If considered necessary, the Board of Directors shall appoint a company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of

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Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by the laws and ABBANK's Charter. The company secretary has the following rights and obligations:

- a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
- b) To assist Members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;
- c) To assist the Board of Directors to apply and exercise the assigned rights and perform the assigned obligations;
- d) To assist the company to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
- e) To assist the company to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
- f) Other rights and obligations as stipulated in ABBANK's Charter.

27.2. The Board of Directors shall appoint at least 01 (one) person to act as the person in charge of corporate governance of ABBANK. The person in charge of corporate governance can concurrently act as the company secretary. The person in charge of corporate governance cannot concurrently work for an independent audit company that is auditing the financial statements of ABBANK. The person in charge of corporate governance has the following rights and obligations:

- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant works between ABBANK and shareholders;
- b) To prepare meetings of the Board of Directors, of Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
- c) To advise on meeting procedures;
- d) To attend all meetings;
- e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with the laws;
- f) To provide financial information, copies of minutes of the Board of Directors and other information to Members of the Board of Directors and of the Board of Supervisors;
- g) To oversee and report to the Board of Directors on activities of disclosure of information by ABBANK;
- h) Be the liaison point with related parties;

- i) To maintain confidentiality of information in accordance with law and ABBANK's Charter;
  - j) Other rights and obligations as stipulated by law and ABBANK's Charter.
- 27.3. The procedures and process for the appointment and dismissal of the company secretary and the person in charge of corporate governance comply with ABBANK's internal regulations promulgated by the Board of Directors from time to time.

#### **CHAPTER IV: BOARD OF SUPERVISORS**

##### **Article 28. Board of Supervisors**

- 28.1. The Board of Supervisors supervises ABBANK's operations in order to accurately assess ABBANK's business operations and financial situation. The Board of Supervisors performs internal audit, supervise and assesses compliance with laws, the ABBANK's Charter, internal regulations, and resolutions and decisions of the General Meeting of Shareholders, the Board of Directors.
- 28.2. The Board of Supervisors, a Member of the Board of Supervisors fully performs the duties, powers and responsibilities in accordance with ABBANK's Charter and laws.
- 28.3. The Board of Supervisors of ABBANK shall have a minimum of 05 (five) Members, in which at least 1/2 (one-half) of the total number of Members shall be full-time Members, without concurrently holding other positions or doing other jobs in ABBANK or other enterprises. A full-time Member of the Board of Supervisors is a Member who works regularly at ABBANK between meetings of the Board of Supervisors and is responsible for one or several tasks assigned by the Board of Supervisors. Members of the Board of Supervisors shall elect one of them to be the head of the Board of Supervisors. In case the Board of Supervisors has fewer Members than the minimum number of Members prescribed in this Clause, within 90 days from the date of insufficient minimum number of Members, ABBANK must elect additional Members to ensure the minimum number of Members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
- 28.4. The term of the Board of Supervisors shall be 05 (five) years. The term of Members of the Board of Supervisors shall be the same to the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional Member or of a replacement for Members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the remaining period of the term of office. At the end of a term of office, the current Board of Supervisors shall continue its activities until the Board of Supervisors of the new term takes over the works.
- 28.5. Members of the Board of Supervisors must meet the standards and conditions prescribed by the Law on Credit Institutions and ABBANK Charter.
- 28.6. The nomination of Members of the Board of Supervisors; election Members of the Board
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of Supervisors; dismissal and removal of Members of the Board of Supervisors shall comply with the provisions of the ABBANK's Charter and Regulations on Operation of the Board of Supervisors.

- 28.7. ABBANK must notify in writing to the State Bank the list of Members of the Board of Supervisors to be elected, exempted, removed from office, and naturally disqualified within 10 (ten) days from the date of election, dismissal, removal, determination of the automatic loss of sMembership of the Board of Supervisors; at the same time, fulfill the obligation to disclose information according to the provisions of law within 24 hours from the time of arising of the above mentioned events.

## **CHAPTER V: GENERAL DIRECTOR**

### **Article 29. General Director**

- 29.1. The General Director is the highest executive of ABBANK's operations, appointed, dismissed, and removed by the Board of Directors. The General Director is responsible to the Board of Directors and before the law for the operations of ABBANK. In case of vacancy of the General Director, the Board of Directors must appoint a General Director within 90 days from the date of vacancy of the General Director.
- 29.2. The General Director performs powers and duties in accordance with the provisions of laws and the ABBANK's Charter. The General Director must manage the operations of ABBANK in accordance with the provisions of laws, the ABBANK's Charter, the contract, agreement and commitment signed with ABBANK and decisions of the General Meeting of Shareholders, the Board of Directors. If doing in contravention of the provisions of the laws and the ABBANK's Charter, causing damage to ABBANK, the General Director must compensate for the damage caused by his fault to ABBANK.
- 29.3. The term of the General Director is decided by the Board of Directors but not exceeding 05 years. The General Director can be re-appointed by the Board of Directors with an unlimited number of terms. The procedures, application for re-appointment, re-appointment, salary and benefit for the General Director comply with the laws and ABBANK's internal regulations.
- 29.4. ABBANK must notify in writing to the SBV the appointment, dismissal, removal, automatic loss of status of the General Director within 10 (ten) working days from the date of arising events; at the same time, fulfill the obligation to disclose information according to the provisions of laws within 24 hours from the time of arising of the aforementioned events.
- 29.5. The Board of Directors decides to appoint, dismiss and ensure the disclosure of information on the appointment and dismissal of the Deputy General Director, Chief Accountant, and other executives of ABBANK in accordance with the laws, ABBANK's Charter and internal regulations.
- 29.6. The General Director, Deputy General Director, and Chief Accountant must meet the standards and conditions prescribed by the Law on Credit Institutions and the ABBANK Charter.

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- 29.7. The General Director, Deputy General Director, Chief Accountant, and other executives of ABBANK, after being automatically disqualified, dismissed or dismissed, are still responsible for their decisions during the period. time to assume the position.

**CHAPTER VI:  
COORDINATION BETWEEN THE BOARD OF DIRECTORS,  
THE BOARD OF SUPERVISORS AND THE GENERAL DIRECTOR**

**Article 30. Working relationship between the Board of Directors and the General Director**

- 30.1. Relationships with competent agencies, relevant organizations, partners, client, the press and other external organizations are as follows:
- a) Depending on the content and nature of the works, on the basis of the needs of the agency, organization or partner and in accordance with the functions and duties and complying the provisions of the ABBANK's Charter, the Chairperson of the Board of Directors or the General Director is the representative on behalf of ABBANK in meetings or events with leaders of competent agencies, relevant departments, business partners, public media, clients. The Chairperson of the Board of Directors, the General Director may authorize another Member of the Board of Directors or Member of the Board of Management to implement above tasks. If authorized by the Chairperson of the Board of Directors, General Director, after attending, the authorized person must report back to the Chairperson, the General Director. The meeting with the press and information disclosure to the outside complied with ABBANK's Regulation and Information Disclosure issued from time to time.
  - b) At important meetings or receptions, the chairperson decides other Members to attend on the principle of ensuring good coordination between tasks of governance by the Board of Directors and tasks of management by the General Director and inter-units good coordination, including related managerial, supervising and executive positions.
  - c) Relevant units and individuals are responsible for preparing content, documents and other fairly necessary conditions for the meeting or receiving the guests as directed by the host and relevant internal regulations of ABBANK.
- 30.2. Working relations in the implementation of assigned tasks are performed as follows:
- a) At the meetings of the Board of Directors, the Chairperson of the Board of Directors / the chairperson of the meeting shall base on the content of the meeting to decide to invite the General Director, the Deputy General Directors or other Executives to take charge of the relevant matters to attend the meeting to present, explain and give opinions at the request of the Board of Directors.
  - b) For the following meetings held by the Board of Management, the General Director is responsible for inviting the Standing Board of Directors and / or Members of the Board

of Directors to attend the meeting and send meeting minutes to the Standing Board of Directors and such Member of the Board of Directors assigned in charge:

- Regular business briefings monthly/quarterly/half yearly/annual on business;
  - The meeting related to important issues related to orientations, directions or decisions from the Board of Directors;
  - Regarding the responsibilities and authority of the General Meeting of Shareholders, the Board of Directors, the Board of Directors Committees;
  - Relating to Shareholders, shares; share offering, convertible bonds, increase or decrease charter capital; dividend;
  - Regarding the legal rights and interests, responsibilities and actions of ABBANK in disputes, events, incidents, risks related to the review and decision-making authority of the Board of Directors/Chairman of the Board of Directors;
  - Regarding the recruitment, appointment, dismissal, removal, transfer and review of the responsibilities of ABBANK's executives;
  - Public communication crisis handling;
  - Other issues at the request of the Chairperson of the Board of Directors or the General Director deems necessary.
- c) The General Director is responsible to report periodically at least on a monthly basis on the business results and operations of ABBANK to the Board of Directors. The content of the report includes indicators of scale, efficiency, profitability, financial safety indicators, risk management, results of the implementation of the directions of the BOD /Chairperson of the Board of Directors and other contents as requested by the Board of Directors/Chairperson of the Board of Directors. Information and data content, with comparison with assigned targets and plans, with strategic goals/medium/long-term plans, performance results of the previous period and reference information from competitors (if any).
- d) The General Director is responsible for reporting to the Board of Directors and the General Meeting of Shareholders on the performance of tasks, powers and assigned financial and business targets. The General Director is assessed on the results and effectiveness performance in accordance with ABBANK's internal regulations issued by the Board of Directors on staff management, performance assessment, rotation and re-appointment.
- e) In addition to the periodic reports, the General Director, Deputy General Director, other Executives shall provide information, documents and explanations at the request of the Board of Directors, the Chairperson of Board of Directors. The General Director, Deputy General Director, and other Executives provide information, documents, and explanations upon request of Members of the Board of Directors/Committees of the Board of Directors in accordance with the tasks assigned and provisions of law and the Regulation on Operation of the Board of Directors, the Regulation on the approval of decisions of the Board of Directors.

- f) The General Director, Deputy General Director, other executives are responsible for providing the necessary information as conveniently and promptly as possible to the Board of Directors/Chairman of the Board of Directors/Board of Directors Committee/Board of Directors Members as prescribed in this Clause.
  - g) In case of detection of risks that could greatly affect the reputation or business operations of ABBANK or other necessary matters, the General Director, Deputy General Director and other Executives should report immediately to the Standing Board of Directors/Chairperson of the Board of Directors.
- 30.3. The Office of the Board of Directors is appoints as the functional unit to advise and assist the Board of Directors in ensuring the working relationship between the Board of Directors and the General Director according to this Regulation. Documents submitted to the Board of Directors, Chairperson of the Board of Directors must be done through the Office of the Board of Directors as the focal point for centralized monitoring, coordinating review, making recommendation and exchanging information.

**Article 31. Working relationship between the Board of Directors and the Board of Supervisors**

- 31.1. The Chairperson of the Board of Directors ensures that the Board of Supervisors is invited to attend regular or extraordinary meetings of the Board of Directors.
- 31.2. The Board of Directors provides information, documents, resolutions, decisions and meeting minutes of the Board of Directors to the Board of Supervisors to perform the duties of the Board of Supervisors in accordance with the provisions of the ABBANK's Charter.
- 31.3. The Board of Directors shall coordinate with the Board of Supervisors, the Internal Audit Unit in the internal audit on supervision of senior managers of the Board of Directors; implementation the recommendations of the Board of Supervisors in the internal audit report (if any) to the Board of Directors and notify the Board of Supervisors of the results of the implementation of the recommendations.
- 31.4. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations under the Board of Supervisors' authority to the General Meeting of Shareholders.
- 31.5. The Office of the Board of Directors is appointed as a functional unit to advise and act as a focal point to help the Board of Directors ensure the working relationship between the Board of Directors and the Board of Supervisors.

**Article 32. Coordination of activities between the Board of Supervisors and the General Director**

- 32.1. The General Director must invite the Board of Supervisors to attend regular business briefings, meetings related to risk handling, financial safety, financial monitoring, audit activities, internal control system, meetings related to important contents with the orientation and direction or decision from the Board of Directors, supervision of the Board of Supervisors; and meetings relate to other issues at the request of the Head of Board of

- Supervisors or General Director, other executives deem necessary.
- 32.2. The General Director co-sends to the Board of Supervisors the periodic reports of the General Director to the Board of Directors.
- 32.3. The General Director, other executives shall directly report or provide information related to the work they are in charge of to the Board of Supervisors; creating favorable conditions for the Board of Supervisors to access information and reports, for the purpose of performing the duties and responsibilities of the Board of Supervisors in accordance with ABBANK's Charter.
- 32.4. In case of detecting a risk that can greatly affect ABBANK, the General Director and other executives should immediately report to the Board of Supervisors and the Board of Directors.
- 32.5. The General Director shall coordinate with the Board of Supervisors, the Internal Audit unit in the internal audit on the supervision of the senior management over the General Director; receive internal reports on internal audit and other evaluation reports; organize the implementation of recommendations of the Board of Supervisors to the General Director and report to the Board of Supervisors on the implementation results of those recommendations.
- 32.6. The General Director appoints a functional unit to advise and contact the General Director to ensure the working relationship between the General Director and the Board of Supervisors according to this Regulation. Documents submitted to the to the General Director must be done through the focal point for centralized monitoring, coordinating review, making recommendation, and exchanging information.

**CHAPTER VII:  
ASSESSMENT OPERATION OF THE BOARD OF DIRECTORS,  
BOARD OF SUPERVISORS; AND THE GENERAL DIRECTOR' PERFORMANCE**

**Article 33. Assessment of the performance of Members of the Board of Directors, Members of the Board of Supervisors and THE General Director**

- 33.1. Depending on the decision, regulations of the Board of Directors, the assessment of the performance of Members of the Board of Directors, the Board of Supervisors, Members of the Board of Management and other Executives may be conducted according to one or several the following method:
- a) The individual's self-assessment combined with the supervisors;
  - b) Assessment performance periodically every month, quarterly, 06 (six) months, annually, according to the appointment term (at the end of the appointment / re-appointment period) or another term according to ABBANK's internal regulations;
  - c) Collecting opinion on performance and cooperation capacity assessments;
  - d) Other methods provided by the Board of Directors from time to time.
- 33.2. The Chairperson of the Board of Directors organizes assessment the performance of the

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Members of the Board of Directors, General Directors and the positions appointed by the Board of Directors.

- 33.3. The Head of the Board of Supervisors organizes assessment the performance of the Members of the Control Board and other positions appointed by the Board of Supervisors.
- 33.4. The General Director organizes assessment the performance of positions appointed by the General Director and the title appointed by the Board of Directors but assigned to the General Director for evaluation (if any).
- 33.5. The detail assessment process is carried out in accordance with ABBANK's internal regulations issued by the Board of Directors and the Board of Supervisors.

## **CHAPTER VIII: ORGANISING THE IMPLEMENTATION**

### **Article 34. Entry into force and implementation**

- 34.1. This Regulation takes effect from the date it is promulgated.
- 34.2. This Regulation replaces the Internal Regulation on Management of An Binh Commercial Joint Stock Bank issued together with Decision 73/QD-HDQT.21 dated May 20, 2021 of the Board of Directors.
- 34.3. Issues which have not been mentioned in this Regulation shall comply with the provisions of the ABBANK's Charter and relevant laws. In case of any discrepancy between the mandatory provisions of the ABBANK's Charter, the laws and the provisions of this Regulation on a specific matter, such relevant provisions of the ABBANK's Charter and laws shall prevail.

### **Article 35. Promulgation, amendment and supplementation of the Regulation**

On the basis of compliance with the provisions of law, ABBANK Charter and actual situation, the Board of Directors submits to the General Meeting of Shareholders for approval the Regulation on Internal Governance of ABBANK. The Board of Directors shall promulgate, amend and supplement this Regulation after they have been approved by the General Meeting of Shareholders.

*This Regulation was approved by the General Meeting of Shareholders of An Binh Commercial Joint Stock Bank on April 18, 2025./.*

# **REGULATIONS ON THE OPERATION OF THE BOARD OF DIRECTORS (AMENDED)**







Hanoi, March 27, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT  
Vào ngày / on the date: 18-04-2025

## SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS

### Regulation on the Operation of the Board of Directors An Binh Commercial Joint Stock Bank - ABBANK (Revision)

To: The General Meeting of Shareholders  
An Binh Commercial Joint Stock Bank (ABBANK).

## I. REQUIREMENTS OF PROMULGATION

The Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank (ABBANK) were approved by the General Meeting of Shareholders at the 2021 annual meeting. Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Directors issued this Regulation under Decision No. 74/QĐ-HDQT.21 dated May 20, 2021.

On January 18, 2024, the new Law on Credit Institutions (Law on Credit Institutions 2024) was passed, effective from July 1, 2024, replacing the Law on Credit Institutions 2010 (amended and supplemented in 2017), with many new provisions specific to the organization, management and operation of credit institutions.

In order to comply with the provisions of the Law on Credit Institutions 2024, it is necessary to review and amend the current Regulation on the Operation of the Board of Directors and must be implemented together with the amendment of the ABBANK Charter and the Regulation on Internal governance of ABBANK to create consistency in the framework of the most important governance documents of ABBANK.

The Board of Directors respectfully submits to the General Meeting of Shareholders the draft of the Regulation on Operation of the Board of Directors of ABBANK.

## II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The structure of draft Regulation compared to the current Regulation has an additional chapter (Chapter V, from Article 19 to Article 21) specifically regulating the approval of contracts and transactions with related persons. Accordingly, the draft Regulation has a structure of 8 chapters with 29 Articles. Specifically:

**Chapter I: General provisions (from Article 1 to Article 3):** Stipulated on the scope of regulation, subjects of application, interpretation of terms and principles of operation of the Board of Directors. The important amendment in this Chapter is to update the definition of Related Person (Article 2) with the content of subjects being expanded according to the provisions of the Law on Credit Institutions 2024.

**Chapter II: Members of the Board of Directors (from Article 4 to Article 10):** Regulated on the rights and obligations of members of the Board of Directors, the right to information of members of the Board of Directors; Term and number of members of the Board of Directors; Standards and conditions of members of the Board of Directors; Chairman of the Board of Directors; Dismissal, removal, replacement and addition of members of the Board



of Directors; Method of election and notification of election, dismissal, removal of members of the Board of Directors.

**Chapter III: Board of Directors (from Article 11 to Article 15):** Stipulated on the roles and duties of the Board of Directors; Duties and powers of the Board of Directors in approving and signing transaction contracts with related parties; Responsibilities of the Board of Directors in convening extraordinary meetings of the General Meeting of Shareholders; Standing Committee of the Board of Directors; Committees of the Board of Directors.

**Chapter IV: Board of Directors Meeting (from Article 16 to Article 18):** Regulated on Board of Directors Meeting; Approval of Board of Directors' decisions; Obtaining opinions to approve Board of Directors' decisions.

**Chapter V: Approval of transactions with related persons (from Article 19 to Article 21):** Specified the Approval of contracts and transactions with related persons outside the scope of credit granting; Approval of contracts and transactions with related persons regarding credit granting; Requirements for preparation and approval of contracts and transactions with related persons.

**Chapter VI: Reporting and disclosure of benefits (from Article 22 to Article 24):** Regulated on Annual reporting; Remuneration, bonuses and other benefits of members of the Board of Directors; Disclosure of related benefits.

**Chapter VII: Relationship of the Board of Directors (Articles 25 to 27):** Stipulated on the relationship between members of the Board of Directors; Relationship with the Executive Board; Relationship with the Supervisory Board. In this Chapter, there are additional regulations on the relationship between the Board of Directors and the General Director in the Board of Directors' implementation of senior management supervision of internal control, risk management and internal assessment of capital adequacy according to the provisions of Articles 10.1, 11.1 and 12.1 of Circular 13/2018/TT-NHNN and the coordination mechanism between the Board of Directors and the Board of Supervisors according to the provisions of Article 65.2 of Circular 13/2018/TT-NHNN.

**Chapter VIII: Implementation (Articles 28 and 29):** Entry into force and Amendments and supplements to the Regulation.

2. The specific contents of the provisions in the draft Regulation have been reviewed and amended and supplemented based on the provisions of the Law on Credit Institutions 2024, referring to the applicable provisions of the Law on Enterprises 2020 (amended and supplemented in 2022), the Law on Securities 2019 (amended and supplemented in 2025), Decree No. 155/2020/ND-CP, the Model Charter according to Circular No. 116/TT-BTC dated December 31, 2020; at the same time, ensuring consistency with the provisions of the draft Charter that have been reviewed and updated to submit to the General Meeting of Shareholders at this year's annual meeting.
3. During the drafting process, the contents of draft Regulation were consulted with and revised based on comments from the Supervisory Board, Internal Audit and legally reviewed by the Legal and Compliance Division before reporting to the Board of Directors for submission to the General Meeting of Shareholders.

### **III. RECOMMENDATION**

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval the draft Regulation on Operation of the Board of Directors of ABBANK (Draft attached) and assigning the Board of Directors to issue these Regulation./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRMAN**

*(Signed)*

**Dao Manh Khang**



**ABBANK**

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY

GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: **18-04-2025**

# **REGULATION ON THE OPERATION OF THE BOARD OF DIRECTORS OF AN BINH COMMERCIAL JOINT STOCK BANK**

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DOCUMENT DEVELOPMENT				
<b>I. DRAFTING DIVISION</b>				
No	Full Name	Title	Division	Signature
	Tran Nam Sơn	Chief Office	Office of the Board of Directors	
<b>II. REVIEW DIVISIONS</b>				
No	Full Name	Title	Division	Signature
	Đat Khanh Toan	Head of Division	Legal Affairs and Compliance Division	
<b>III. APPROVAL FOR PROMULGATING</b>				
No	Full Name	Title	Division	Signature
1.	Đao Manh Khang	Chairman of the Board of Directors	The Board of Directors	
<b>IV. PROMULGATION AND AMENDMENT PROCESS</b>				
Time	Date of Issuance	Brief of Contents		
2	.../4/2025	Decision No. .../QD-HĐQT.25 on promulgating the Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank		
1	20/5/2021	Decision No. 74/QD-HĐQT.21 on promulgating the Regulation on the Operation of the Board of Directors of An Binh Commercial Joint Stock Bank		

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**REGULATION**  
**ON THE OPERATION OF THE BOARD OF DIRECTORS**  
*(Progulated by the Decision No: /QD-HDQT.25 dated 2025*  
*of the Borad of Directors of An Binh Commercial Joint Stock Bank)*

**CHAPTER I:**  
**GENENERAL PROVISIONS**

**Article 1. Scope of regulation and subjects of application**

- 1.1. Scope of regulation: The Regulation on Operation of the Board of Directors of An Binh Joint Stock Commercial Bank prescribes the members of the Board of Directors; the organization and operation of the Board of Directors and other related issues in accordance with the provisions of the ABBANK's Charter and the provisions of laws.
- 1.2. Subjects of application: This Regulation is applicable to members of the Board of Directors, Board of Directors; managers, executives and related organizations and individuals.

**Article 2. Interpretation of terms**

- 2.1. The following terms in this Regulation shall have the meanings set out below, unless otherwise specified in the context:
  - a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
  - b) *Law on Credit Institutions*: means Law on Credit Institutions: means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and taking effect on August 01, 2024.
  - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021 which was amended and supplemented on January 11, 2022, the amended and supplemented contents take effect from March 1, 2022.
  - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021 which was amended and supplemented on November 29, 2024, the amended and supplemented contents take effect from January 1, 2025.
  - e) *State Bank or SBV*: means the State Bank of Vietnam.
  - f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
  - g) *Shareholder*: is any individual or organization who owns one or more shares of ABBANK.
  - h) *Major Shareholder*: is a shareholder owning 5% (five percent) or more of ABBANK's voting shares, including the shares that shareholder indirectly owns.

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- i) *Manager of ABBANK*: comprises the Chairperson, Deputy Chairperson and members of the Board of Directors; General Director.
- j) *Executive of ABBANK*: comprises General Director, Deputy General Directors, member of Executive Board/Board of Management, the Chief Accountant, Directors of Branches and other similar executive positions of ABBANK (The title Member of Executive Board/Board of Management is not equivalent to the title of Deputy General Director).
- k) *Related person*: is an organization or individual that has a direct or indirect relationship with another organization or individual (including ABBANK) if it falls into one of the following cases:
- (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, supervisors, members of the Board of Supervisors of the parent company or of the credit institution, individuals or organizations with the authority to appoint these persons with the subsidiary and vice versa;
  - (ii). A company or credit institution with the manager, controller, Member of the Board of Supervisors of that company or credit institution or with the company or organization with the authority to appoint those people and vice versa;
  - (iii). A company or credit institution with an organization or individual owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
  - (iv). An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of a wife or husband; daughter-in-law, son-in-law; full siblings; half siblings; siblings of spouse; brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles and paternal nieces and nephews;
  - (v). A company or credit institution with an individual having a relationship as prescribed in section (iv) above with a manager, supervisor, Member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
  - (vi). An individual authorized to represent the capital contribution for an organization or individual specified in sections (i) to (v) above in relationship with the authorizing

organization or individual; individuals authorized to represent the capital contribution of the same organization together;

- (vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the SBV through inspection and supervision activities.

The definition of “Related person” in this point applies to the contents of management organization, reorganization, dissolution and related activities according to the provisions of the Law on Credit Institutions. For the issue of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises<sup>1</sup> shall apply in accordance with the principle of law application.

- l) *Internal Person*: is a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, members of Board of Directors; the legal representative; General Director, Deputy General Directors; the Financial Director; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and Members of the Board of Supervisors, Members of the Internal Audit; the Company Secretary, the Person In-Charge of Corporate Governance, the Person(s) authorized to Disclose Information.
- m) *Independent member of the Board of Directors*: is a member of Board of Directors who satisfies the criteria and conditions on independence as stipulated in Clause 7.2 Article 7 of this Regulation and ABBANK’s Charter.
- n) *Non-executive Board Member*: is a member of Board of Director who is not at the same time the General Director, Deputy General Director, Chief Accountant and other Executives.
- o) *Credit granting*: is an agreement for an organization or individual to use a sum of money or a commitment to allow the use of a sum of money on the principle of repayment through lending, discounting, financial leasing, factoring, bank guarantees, letters of credit and other credit granting operations.
- 2.2. In this Regulation, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time.
- 2.3. The headings of Clause or Articles of this Regulation are used for convenience only and do not affect its interpretation.

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<sup>1</sup> Article 4.24 Law on Credit Institutions; Article 3 and Article 4.23 of the Law on Enterprises; Article 4.46 of the Law on Securities

- 2.4. Terms, definitions or expressions which are not defined in this Regulation shall have the meaning prescribed in relevant laws and ABBANK's Charter.

**Article 3. Principle on operation of the Board of Directors**

- 3.1. The Board of Directors operates according to the collective principle. Members of the Board of Directors are personally responsible for their work and are jointly responsible before the General Meeting of Shareholders and the laws for the resolutions and decisions of the Board of Directors.
- 3.2. The Board of Directors assigns responsibility to the General Director to organize the operation of ABBANK and implement the resolutions and decisions of the Board of Directors.

**CHAPTER II:  
MEMBERS OF THE BOARD OF DIRECTORS**

**Article 4. Rights and duties of members of the Board of Directors**

- 4.1. Members of the Board of Directors have full rights under the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, other relevant laws and the ABBANK's Charter.
- 4.2. Members of the Board of Directors have obligations as prescribed in the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, other relevant laws and the ABBANK's Charter and the following obligations:
- a) Performing duties honestly and prudently in the best interests of shareholders and ABBANK;
  - b) Attend all meetings of the Board of Directors and give opinions on the issues raised;
  - c) Timely and fully report to the Board of Directors on the disclosure of related interests and avoid conflicts of interests in accordance with ABBANK's Charter;
  - d) Report and explain to the Board of Directors upon request about contracts and transactions that the Board of Directors members themselves or their related persons sign and execute with ABBANK, ABBANK's subsidiaries; or transactions between ABBANK and a company in which the member of the Board of Directors is a founding member or manager of that company during the last 03 years prior to the transaction time;
  - e) Disclose information when trading shares of ABBANK in accordance with the law;
- 4.3. Independent member of the Board of Directors must prepare an evaluation report on the activities of the Board of Directors when ABBANK becomes a listed company.

**Article 5. The right of members of the Board of Directors to be provided with information**

- 5.1. Members of the Board of Directors have the right to request the General Director, Deputy General Director, other executives of ABBANK to provide information and documents on the financial situation and business activities. of ABBANK and the units in ABBANK to perform the assigned duties of a member of the Board of Directors, in accordance with the provisions of ABBANK's Charter and other relevant provisions of the Board of Directors.
- 5.2. The requested person must promptly, fully and accurately provide information and documents as requested by the members of the Board of Directors.
- 5.3. Requesting and providing information and documents to members of the Board of Directors is carried out according to the following regulations:
  - a) Priority is given to providing and exchanging information through the internal information system, periodic reports are provided simultaneously to all members of the Board of Directors and can be accessed online at any time.
  - b) Members of the Board of Directors may request additional and updated information within the scope and in order to perform specific tasks and/or work content that are assigned or assigned to perform.
  - c) Requesting and providing information can be done via email, in writing or directly at the meeting.
  - d) The requested person is responsible for providing information and documents to the Board of Directors members within 3 working days, except for cases where another time limit is specified in this Regulation, the Regulation on the approval of decisions of the Board of Directors, other internal regulations issued by the Board of Directors or other reasonable time limit stated in the request of the Board of Directors member.

**Article 6. Term and number of members of the Board of Directors**

- 6.1. The Board of Directors shall consist of at least five (05) members and not more than eleven (11) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders.
- 6.2. The Board of Directors must have at least 02 independent members; 2/3 (two-thirds) of the total number of members must be independent members and members must not be ABBANK executives.
- 6.3. An individual and his/her related persons or those who are representatives of the capital contribution of an institutional shareholder and their related persons may participate in the Board of Directors, but not exceeding 02 (two) members of the Board of Directors of ABBANK, except in the case of representatives of the capital contribution of the State - the mandatory transferee.
- 6.4. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clauses 6.1 and 6.2 of this Article, within 90 (ninety) days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except in the case prescribed in Clause 5,

## Article 166 of the Law on Credit Institutions

- 6.5. The term of members of the Board of Directors shall be in line with term of the Board of Directors but not exceeding 05 (five) years. The term of an additional member or of a replacement for a member shall be the remaining period of the term of the Board of Directors. Members of the Board of Directors may be re-elected or re-appointed with unlimited number of terms, except for independent members of the Board of Directors may not be elected in 02 consecutive terms to comply Point f Clause 7.2 Article 7 of this Regulation.
- 6.6. The Board of Directors of the recently terminated term shall continue its operation until the Board of Directors of the new term takes over.

**Article 7. Criteria and conditions for acting as member of Board of Directors**

- 7.1 A member of the Board of Directors must satisfy the following standards and conditions:
- a) Not falling into the cases of not being allowed to hold positions as prescribed in Clause 3, Article 23 of ABBANK's Charter, specifically:
    - Minors; people with difficulty in cognition and behavior control; people with limited or lost civil capacity;
    - People who are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility, compulsory education facility; being prohibited by the Court from holding positions, practicing a profession or doing certain jobs;
    - People who have been convicted of crimes from serious crimes or more;
    - People who have been convicted of property infringement and have not had their criminal records expunged;
    - Cadres, civil servants, public employees, managers from the division level and above in enterprises in which the State holds 50% or more of the charter capital, except those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at ABBANK or appointed, designated, or appointed to participate in the management, operation, and control of ABBANK as required by the task;
    - Officers, non-commissioned officers, professional soldiers, workers, and defense officials in agencies and units of the Vietnam People's Army; officers, professional non-commissioned officers, and police workers in agencies and units of the Vietnam People's Public Security, except those appointed as representatives to manage the State's capital contribution, enterprises in which the State holds 50% or more of the charter capital at ABBANK.
  - b) Have professional ethics according to regulations of the Governor of the SBV;
  - c) University graduate at least.

- d) Have one of the following conditions: Have at least 03 (three) years as a manager or executive of a credit institution; have at least 05 (five) years as a manager of an enterprise operating in the finance, accounting, auditing sector or of another enterprise with minimum equity capital equal to the legal capital of ABBANK; have at least 05 (five) years working directly in the professional department of a credit institution or foreign bank branch; have at least 05 years working directly in the professional units of finance, banking, accounting, auditing.

7.2 Independent members of the Board of Directors must meet the following standards and conditions:

- a) Standards and conditions stipulated in Clause 7.1 this Article;
- b) Not being a person currently working for ABBANK or any subsidiary company of ABBANK; or not being a person used to work for ABBANK or any subsidiary company of ABBANK at any time within 03 (three) preceding years;
- c) Not being the person who is receiving the regular salary or remuneration of ABBANK in addition to the remuneration and allowances paid to the members of the Board of Directors as prescribed;
- d) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK or a manager or member of Board of Supervisors of ABBANK; manager or controller, member of the Board of Supervisors of ABBANK's subsidiary;
- e) Not being a representative of ownership of shares at ABBANK; not owning or together with a related person directly or indirectly owning 01% (one percent) or more of charter capital or voting shares of ABBANK;
- f) Not being a manager or member of Board of Supervisors of ABBANK at any time within 5 (five) preceding years.

7.3 Members of the Board of Directors must comply with the regulations on not concurrently holding positions:

- a) The Chairperson of the Board of Directors must not concurrently be:
  - An executive or member of the Board of Supervisors of ABBANK or another credit institution;
  - A manager of another enterprise.
- b) A member of the Board of Directors who is not an independent member must not concurrently be:
  - An executive of ABBANK, except in the case of being the General Director of ABBANK;
  - A manager or executive of another credit institution or a manager of another enterprise, except in the case of being a manager or executive of a subsidiary of ABBANK or in



- the case of implementing an approved compulsory transfer plan;
  - A Supervisor or member of the Board of Supervisors of of another credit institution or other enterprise.
  - c) An independent members of the Board of Directors must not concurrently be:
    - An executive of ABBANK;
    - A manager, executive of other credit institution; managers of more than 02 other enterprises;
    - A supervisor, member of the Board of Supervisors of other credit institution, other enterprise.
- 7.4 A member of the Board of Directors must notify the Board of Directors of their no longer meeting the standards, conditions, requirements specified in this Article. The determination of automatically disqualified, dismissal or removal shall comply with the provisions of the laws, the ABBANK's Charter and this Regulation.

#### **Article 8. Chairperson of Board of Directors**

- 8.1. The Chairperson of Board of Directors shall be elected, removed, dismissed by Board of Directors among members of the Board of Directors which have been elected by the General Meeting of Shareholders.
- 8.2. The Chairperson of the Board of Directors cannot concurrently hold the position of General Director, cannot concurrently hold other positions according to the provisions of the ABBANK's Charter.
- 8.3. The Chairperson of the Board of Directors has the following rights and obligations:
- a) To prepare working plans and programs of the Board of Directors; be responsible for the performance of one's rights and obligations;
  - b) To convene and preside over the meetings of the Board of Directors;
  - c) To sign documents under the authority of the Board of Directors on behalf of the Board of Directors;
  - d) To organize for resolutions, decisions of the Board of Directors to be passed;
  - e) To monitor, organise the monitoring the implementation of resolutions, decisions of the Board of Directors;
  - f) To chair meetings of the General Meetings of Shareholders;
  - g) To ensure that members of the Board of Directors receive complete, objective and accurate information have enough time to discuss on matters which the Board of Directors shall consider;
  - h) To assign specific duties to each member of the Board of Directors;
  - i) To supervise members of the Board of Directors in performance assigned rights, obligations and tasks;

- j) Only one other member of the Board of Directors may be authorized to exercise the rights and obligations of the Chairperson of the Board of Directors during his/her absence or inability to perform his/her duties;
  - k) Annually evaluate the performance of each member of the Board of Directors, the Boards and Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation;
  - l) To perform the tasks and works assigned or authorized by the General Meeting of Shareholders or the Board of Directors according to the resolution of the General Meeting of Shareholders; resolutions or internal regulations issued by the Board of Directors;
  - m) To ensure that the members of the Board of Directors participate in corporate governance skill training programs as needed;
  - n) To address internal disputes in accordance with the laws and ABBANK's Charter;
  - o) To ensure that the Bank's manager and executives performance are evaluated periodically
  - p) Other rights and obligations in accordance with ABBANK's Charter and relevant laws.
- 8.4. Where the Chairperson of the Board of Directors is absent, he or she shall authorize in writing the Vice Chairperson of Board of Directors (in the case the Board of Directors voted the title of Vice Chairperson) to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. If the Deputy Chairperson of the Board of Directors is also absent, the Chairperson of the Board of Directors shall authorize other member of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where no person is authorized or the Chairperson of the Board of Directors is unable to exercise the duties and obligations in accordance with Clause 4 Article 156 Law on Enterprises, the remaining members shall select one of them to temporarily hold the position of the Chairperson of the Board of Directors on the basis of majority until having new decision of the Board of Directors.
- 8.5. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 working days from the date of receipt of the resignation or dismissal application.
- 8.6. If considered necessary, the Board of Directors shall appoint a company secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by the laws and ABBANK's Charter. The company secretary has the following rights and obligations:
- a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
  - b) To assist members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;



- c) To support the Board of Directors in applying and implementing corporate governance principles;
- d) To assist the Bank to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
- e) To assist the company to properly comply with the obligations to disclose information and comply with administrative procedures.
- f) Other rights and obligations as stipulated in ABBANK's Charter.

**Article 9. Removal, dismissal, replacement and addition of members of the Board of Directors**

- 9.1. The dismissal and removal of members of the Board of Directors in accordance with the provisions of the ABBANK's Charter.
- 9.2. The General Meeting of Shareholders decides to replace the members of the Board of Directors when it deems it necessary. The replacement is done through the procedure of removal, dismissal and election of members of the Board of Directors.
- 9.3. The Board of Directors must convene a meeting of the General Meeting of Shareholders to elect additional members of the Board of Directors in case the Board of Directors has fewer members than the minimum number of members as prescribed in Clauses 6.1 and 6.2, Article 6 of this Regulation within 90 (ninety) days from the date of insufficient minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.

**Article 10. Election and announcement of the election, dismissal, or removal of members of the Board of Directors**

- 10.1. Nomination of members of the Board of Directors
  - a) At least 90 (ninety) days before holding the General Meeting of Shareholders, the Board of Directors must decide to receive shareholders' opinion to exercise their rights on nominate candidates, publicly notify shareholders, along with instructions on the standards, conditions, and documents that must be met according to the provisions of ABBANK's Charter and the law for shareholders to make nominations.
  - b) The number of the Board of Directors will be nominated based on voting right shareholding. A shareholder or group of shareholders holding from 5% to 10% total voting shares has the right nominate a maximum of one (01) candidate; holding from over 10% to 20% total voting shares has the right to nominate a maximum of two (02) candidates; holding from over 20% to 30% total voting shares has the right to nominate a maximum of three (03) candidates; holding from over 30% to 40% total voting shares has the right to nominate a maximum of four (04) candidates; holding from over 40% to 50% total voting shares has the right to nominate a maximum of five (05) candidates; holding from over 50% total voting shares has the right to nominate a maximum of six (06) candidates, unless the Board of Directors decides otherwise.

In case the number of candidates nominated by a shareholder or group of shareholders is lower than the number of candidates they are entitled to nominate as prescribed above or the total number of candidates is lower than the number of members of the Board of Directors expected to be elected, the remaining number of candidates shall be nominated by the Board of Directors. The Board of Directors' nomination of additional candidates must be clearly announced before the General Meeting of Shareholders votes to elect.

- c) Shareholders, or group of shareholders who nominate candidates to the Board of Directors, the Board of Supervisors and the nominated candidates must complete the documents and procedures upon the Board of Directors' notice to submit to the SBV for approval according to legal regulations.
- d) In case the candidates for the Board of Directors or Board of Supervisors are approved by the SBV for election, ABBANK must publish information related to the candidate on the ABBANK's website so that shareholders can study about these candidates before voting. Published information relating to the candidate includes: full name, date of birth; professional qualifications working experience; other managerial positions (including positions at other companies); benefits related to ABBANK and other related parties of ABBANK; other relevant information in accordance with the SBV's regulations.

#### 10.2. Election members of the Board of Directors

- a) To elect members of the Board of Directors must be implemented by the method of cumulative voting, whereby each shareholder shall have total number of votes corresponding to the total number of voting shares it owns multiplied by the number of members to be elected to the Board of Directors, and each shareholder has the right to accumulate all or part of its total votes for one or more candidates approved by SBV.
- b) Persons who are elected as members of the Board of Directors shall be determined on the basis of a descending vote count, starting with the candidate with the highest number of votes until the number of members of Board of Directors suffices. If there are two or more candidates who obtain the same number of votes for being elected as the last member of the Board of Directors, such member shall be re-elected amongst the number of candidates having an equal number of votes or selected in accordance with the criteria in the regulations on election approved by the General Meeting of Shareholders.

- 10.3. The Board of Directors must notify in writing to the SBV the list of members of the Board of Directors who are elected, removed or dismissed, obviously disqualified within 10 (ten) working days from the date of elect, dismiss, remove, determine the loss of membership of the Board of Directors. At the same time, ABBANK fulfils the obligation to disclose information in accordance with law within 24 hours from the time of arising of the above events.

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**CHAPTER III:  
THE BOARD OF DIRECTORS****Article 11. Roles and duties of the Board of Directors**

- 11.1. The Board of Directors is the governing body of ABBANK, has full authority in the name of ABBANK to decide and perform the rights and obligations of ABBANK, except for matters falling under the authority of the General Meeting of Shareholders.
- 11.2. The specific powers and duties of the Board of Directors are stipulated in the ABBANK's Charter.

**Article 12. Tasks and powers of the Board of Directors in approving and signing transaction contracts with related parties**

Except for contracts and transactions between ABBANK and related parties that are prohibited from being performed; and contracts and transactions under the approval authority of the General Meeting of Shareholders according to the provisions of law and ABBANK's Charter, the Board of Directors approves within its authority contracts and transactions with related parties according to specific provisions in Chapter IV of this Regulation.

**Article 13. Responsibilities of the Board of Directors in convening the extraordinary General Meeting of Shareholders**

- 13.1. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders on the following cases:
- a) The Board of Directors considers such meeting is necessary for the interests of ABBANK;
  - b) The number of remaining members of the Board of Directors is less than the minimum number of members prescribed in Clause 1, Article 69 of the Law on Credit Institutions;
  - c) The number of remaining members of the Supervisory Board is less than the minimum number of members prescribed in Clause 2 Article 51 of Law on Credit Institutions;
  - d) Upon written request by a shareholder or a group of shareholders holding over 10 per cent of the total ordinary shares of ABBANK;
  - e) Upon the request of the Board of Supervisors;
  - f) To decide on the content at the request of the SBV when an event occurs that affects the operational safety of a credit institution.
- 13.2. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 days from the date of receipt of the request or the date of occurrence of the event specified in Clause 13.1 of this Article.
- In case the Board of Directors fails to convene the General Meeting of Shareholders as prescribed, the Chairperson of the Board of Directors and members of the Board of Directors shall be responsible before the law and must compensate for any damages incurred to ABBANK.

- 13.3. The convenor of the General Meeting of Shareholders must perform the following tasks:
- a) To determine the time and venue of the meeting;
  - b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;
  - c) To prepare the program and agenda of the meeting;
  - d) To prepare documents for the meeting;
  - e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of members of the Board of Directors or of the Board of Supervisors;
  - f) To send the invitation notice of the meeting to every shareholders being entitled to attend the meeting;
  - g) Other works and responsibility serving the meeting in accordance with the laws and ABBANK's Charter.

**Article 14. The Standing Board of Directors**

- 14.1. The Standing Board of Directors includes: Chairperson, Vice Chairperson of the Board of Directors. In case it is deemed necessary to meet the management and operation requirements of ABBANK in each period, the Chairperson of the Board of Directors may assign other members of the Board of Directors to participate in the Standing Board of Directors.
- 14.2. The Standing Board of Directors has the following duties:
- a) To review the contents before submitting to a meeting of the Board of Directors or collecting opinion of the members of the Board of Directors when necessary;
  - b) To assist the Board of Directors to direct and regularly supervise the operations of the General Director;
  - c) To coordinate activities with the Board of Supervisors; and direct the General Director regarding ABBANK's activities according to the decisions of the General Meeting of Shareholders and the Board of Directors;
  - d) On behalf of the Board of Directors to decide matters falling under the authority of the Board of Directors and assigned by the Board of Directors; to decide issues that arise unexpectedly, or urgent situations require immediate decisions of the Board of Directors. For the decision-making contents specified in this point, the Standing Board of Directors shall decide collectively according to the principle of consensus and report to the Board of Directors at the nearest meeting.
  - e) Other duties assigned by the Board of Directors.

**Article 15. The Board of Directors' Committees**

- 15.1. The Board of Directors must establish Risk Management Committee and Human Resources Committee according to the regulations of the SBV on the granting of licenses and the organization and operation of commercial banks; and may establish other Councils and Committees if necessary depending on the work requirements and actual situation at ABBANK.
- 15.2. For the Risk Management Committee and the Personnel Committee, each Committee must have at least 3 (three) members, of which the Chairman of the Committee is a member of the Board of Directors. A member of the Board of Directors may only be the Chairman of one Committee. The Risk Management Committee must have at least one member who is an independent member of the Board of Directors. Each Committee must have at least more than 1/2 (one-half) of the members with voting rights who are non-executive members.
- 15.3. The Board of Directors promulgates specific regulations on functions, duties, powers, organization and operation of Councils, Committees under the Board of Directors in accordance with ABBANK's Charter and the related legal regulations. These internal regulations are sent to SBV for reporting immediately after being issued.

**CHAPTER IV:  
THE BOARD OF DIRECTORS' MEETINGS**

**Article 16. The Board of Directors' meetings**

- 16.1. The first meeting of the Board of Directors is conducted within 07 (seven) working days from the election of the Board of Directors for that term. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes, members shall elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors. At this meeting, the Board of Directors shall elect the Chairperson of the Board of Directors.
- 16.2. The Board of Directors must conduct at least one per quarter and may conduct extraordinary meetings.
- 16.3. The Board of Directors must conduct an extraordinary meeting in the following circumstances:
- a) Upon decision of the Chairperson of the Board of Directors if it is necessary for the interests of ABBANK;
  - b) Upon request of the Board of Supervisors;
  - c) Upon request of at least one (01) independent member of the Board of Directors or 02 members of the Board of Directors;
  - d) Upon request of the General Director or upon request of at least 05 (five) other managers of ABBANK;

- e) Other cases as prescribed by law.

The request of extraordinary meeting of Board of Directors specified in point b, c and d this Clause must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the Board of Directors.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within a time-limit of 07 (seven) business days from the date of receipt of a request stipulated in point b, c and d this Clause. If the Chairperson fails to convene a meeting of the Board of Directors pursuant to a request, the Chairperson of the Board of Directors shall be liable for loss caused to ABBANK; the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairperson of the Board of Directors.

- 16.4. The Board of Directors conducts a physical meeting, virtual meeting or hybrid meeting. In case of a virtual meeting or hybrid meeting, the following provisions must be complied:

- a) A virtual meeting or hybrid meeting can be conducted using technology applications and internet systems, via phone, videoconference, other forms of online communication between members of the Board of Directors, groups of Board members when all or several members are in different locations.
- b) A virtual meeting or hybrid meeting must ensure that each participating member can:
  - (i) Hear each other member participating in speaking during the meeting;
  - (ii) Speak to all other participating members simultaneously.
- c) Members of the Board of Directors participating online specified in this Clause are considered present at that meeting.
- d) Venue and time of a virtual meeting or hybrid meeting are determined as the venue and time that the largest group of members of the Board of Directors gathers, and if there is no such group, the venue and time of the meeting will be determined to be place the Chairperson of the meeting is present.
- e) A decision passed in a virtual meeting or hybrid meeting held and conducted in accordance with this Clause is effective and valid as a decision passed at a regular phisical meeting. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents as prescribed a virtual meeting or hybrid meeting ends.

- 16.5. When convening a meeting, the Chairperson of the Board of Directors or the convenor of the meeting must send a meeting invitation at least 03 (three) working days prior to the meeting date. The notice of the meeting of the Board of Directors contains information about the time and venue of the meeting, the agenda and issues to be discussed, and decisions, attached to documents used at the meeting. The meeting notice must be sent via



post, fax, email or other method ensured to reach the contact address of each member of the Board of Directors registered with ABBANK so that members of the Board of Directors can received in the most convenient and fastest way. The convener may notify the meeting outside the usual time required above in cases where urgent decisions need to be made by the Board of Directors, after prompt consultation and agreed by the Board of Directors; the meeting documents in this case may be sent to the Board of Directors members at the meeting.

The Chairman of the Board of Directors or the convener shall send the meeting invitation and accompanying documents to the Board of Supervisors as for the Board of Directors members. The Head of the Board of Supervisors has the right to attend Board of Directors meetings, has the right to express opinions but cannot vote.

- 16.6. A meeting of the Board of Directors shall be held with presence of three quarters (3/4) or more of the total members. If the meeting convened in accordance with this Clause does not have the quorum as stipulated, it shall be convened for a second time within seven days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Directors attend the meeting.
- 16.7. A member of the Board of Directors is considered attending and voting at a meeting in the following cases:
- a) To attend and directly vote at the meeting;
  - b) To authorize another person to attend the meeting and vote as prescribed in Clause 16.7 of this Article;
  - c) To attend and vote in a virtual meeting or hybrid meeting, electronic voting or other electronic means;
  - d) Send votes to the meeting by post, fax, or email
- 16.8. Members of the Board of Directors must attend all meetings of the Board of Directors. A member of the Board of Directors may authorize other person to attend the meeting and vote if it is approved by a majority member of the Board of Directors, except for cases where authorization is not allowed as prescribed in Clause 7, Article 54 of ABBANK's Charter and cases where voting authorization is not allowed as prescribed in Clause 21.2, Article 21 of this Regulation.
- 16.9. In case member of the Board of Directors send his/her voting opinion in writing or by fax, email in advance, the votes must be submit to the Chairperson of the meeting of the Board of Directors at least 1 hour prior to the opening time. Votes in advance of the Board of Director's members will be anounced with the witness of all members directly attending the meeting. In case members of the Board of Directors vote through the application of electronic voting software, comply with relevant regulations of the Board of Directors regarding the approval of decisions of the Board of Directors.
- 16.10. Minutes of meetings of Board of Directors:

- a) All meetings of the Board of Directors must be minuted in the minutes of meeting of Board of Directors. The details of the meeting may be sound recorded or recorded on video and stored in the electronic forms enclosed with the minutes of meeting of Board of Directors. The minutes of meeting of Board of Directors must include the following main contents:
- Name, address of the head office, and license number/business code of ABBANK;
  - Purpose, program and agenda of meeting;
  - Time and venue of meeting;
  - Full name of each member of the Board of Directors attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
  - Contents discussed and voted at the meeting;
  - Opinions of members attending the meeting in process of the development of the meeting (can be formed in an attached document enclosed with the minutes of meeting);
  - Result of voting on specific issues, which shall indicate the members who agree, who do not agree and who abstain from voting and other opinions (if any)
  - Summary of the issues that have been approved and the respective affirmative vote ratio thereof;
  - Full names and signatures of the Chairperson of the meeting and the person writing the minutes, attending members.
- b) Members presenting at the meeting are responsible for signing and certifying the contents of the meeting minutes. All members of the Board of Directors shall sign on the same copies of Minutes of Meeting or one/several members can sign different counterparts of the meeting minutes with the same content. If a member presenting at the meeting refuses to sign the minutes, the reason must be clearly stated.
- c) The Chairperson, the minute taker and the signatories of the minutes shall be responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting.
- In case the chairperson or the minute taker refuses to sign the minutes of the meeting, but if all other members of the Board of Directors attending the meeting agree to sign the minutes of the meeting and have all the contents as prescribed in Point a of this Clause, the minutes shall be valid. The minutes of the meeting shall clearly state that the chairperson or the minute taker refused to sign the minutes of the meeting. The signatories of the minutes of the meeting shall be jointly responsible for the truthfulness and accuracy of the contents of the minutes of the Board of Directors' meeting. The chairperson or the minute taker shall be personally responsible for any damage caused to ABBANK due to



their refusal to sign the minutes of the meeting in accordance with the provisions of the Enterprise Law, ABBANK's Charter and relevant laws.

- d) Minutes of meeting of the Board of Directors shall be prepared in Vietnamese or be prepared in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.
- e) Minutes of the meeting of the Board of Directors shall be sent to the members of the Board of Directors. The sending of the minutes of the meeting of the Board of Directors can be performed by sending in person, by mail, fax, or email.

#### **Article 17. Approval of the Board of Directors' decisions**

- 17.1. The approval decision of the Board of Directors must comply with the provisions of law, the ABBANK's Charter and this Regulation. The Board of Directors promulgates a Regulation specifying the approval decisions of the Board of Directors.
- 17.2. When voting, each member of the Board of Directors has one vote, except where the member has no voting rights on the matter.
- 17.3. A decision of the Board of Directors shall be passed if it is approved by a majority of votes of the voting member. In case the number of votes is equal, the casting vote belongs to the Chairperson of the Board of Directors or the Chairperson of the meeting (in case the Chairperson of the Board of Directors is absent and does not submit voting opinions in advance).
- 17.4. If the Board of Directors passes a resolution in contravention of the laws, resolution of the General Meeting of Shareholders, or the provisions of this Regulation, that causes loss to ABBANK, then the members who agreed to pass such resolution shall be personally jointly liable for such resolution and decision, and they must indemnify ABBANK for loss; any member who opposed the passing of such resolution shall be relieved from liability. In such case, a shareholder of ABBANK has the right to request the Court to suspend or rescind such resolution or decision as mentioned above

#### **Article 18. Collecting opinions of members of the Board of Directors**

- 18.1. The Chairperson of the Board of Directors decides to collect opinions of the members of the Board of Directors instead of the meeting to pass decisions of the Board of Directors in the following cases:
  - a) It is required a decision of the Board of Directors during the interval time between two meetings of the Board of Directors in order to promptly meet the management and business demand of ABBANK;
  - b) The applicable rules of Law on Credit Institutions, Laws on Securities and Law on Enterprises and the provisions of ABBANK's Charter do not require mandatory approval at a physical meeting of the Board of Directors;
- 18.2. The seeking opinions to pass the decisions of the Board of Directors are conducted in the

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form of documents, email of the members of Board of Directors registered with ABBANK or application software applied by ABBANK from time to time or the combination of above means of facilities. Sending and receiving documents and information via email or application software applied by ABBANK shall be as valid as such documents are sent and received by normal documents.

- 18.3. Voting of members of the Board of Directors in writing, by email or voting via applied application software shall be as valid as voting at the meeting of the Board of Directors. A decision passed in the form of collecting opinions of members of the Board of Directors has the same validity as a decision passed at a meeting of the Board of Directors.
- 18.4. The written summary of voting opinions together with documents of seeking for opinions of the members of the Board of Directors are valid and kept as minutes of the Board of Directors's meeting.
- 18.5. The sequence, and procedure to collect opinion of members of Board of Directors to pass a decision of Board of Directors shall be conducted in accordance with regulations issued by Board of Directors from time to time.

#### **CHAPTER V:**

#### **APPROVAL OF CONTRACTS AND TRANSACTIONS WITH RELATED PERSONS**

##### **Article 19. Approval of contracts and transactions with related persons outside the scope of credit granting**

- 19.1. The Board of Directors approves transactions and contracts outside the scope of credit granting with a value of less than 20% of ABBANK's charter capital recorded in the most recent audited financial statements or another lower ratio as prescribed in the ABBANK's Charter issued from time to time between ABBANK and:
  - a) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, a major shareholder of ABBANK;
  - b) A related person of the Manager, member of the Board of Supervisors, major shareholder of ABBANK;
  - c) A subsidiary or affiliated company of ABBANK.
- 19.2. For transactions and contracts related to capital mobilization of ABBANK in the forms of loans, bond issuance, deposit receipt, issuance of savings books, certificates of deposit and other mobilization products; other perforated products or transactions on the interbank market that have regulations, rules and common application mechanisms approved and issued by the Board of Directors, the approval of contracts and transactions with related parties shall be carried out in accordance with the above mentioned regulations and rules issued by the Board of Directors.

##### **Article 20. Approval of contracts and transactions with related persons regarding credit granting**

- 20.1. Credit transactions and contracts subject to credit granting restrictions

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The granting of secured credit and not applying preferential conditions with a value of less than 20% of ABBANK's charter capital stated in the most recent audited financial statements or other lower ratios as prescribed in the ABBANK's Charter issued from time to time for the following subjects must be approved by the Board of Directors:

- a) Chief Accountant of ABBANK;
- b) A major shareholder, founding shareholder of ABBANK.
- c) An enterprise in which one of the following subjects owns more than 10% of the charter capital of that enterprise:
  - (i) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.
  - (ii) Spouse, father, mother, child, brother, sister of a member of the Board of Directors, member of the Board of Supervisors, General Director, Deputy General Director and equivalent positions as prescribed in the ABBANK's Charter.
  - (iii) A legal entity is shareholder whose capital contribution representative is member of the Board of Directors, member of the Board of Supervisors of ABBANK.
- d) A person who appraise and approve credit granting at ABBANK basing on the regulations of the Governor of the SBV (from VND 10 billion or more or other specific levels changed from time to time), except for cases of credit granting in the form of credit card issuance to individuals in accordance with the general regulations of ABBANK.
- e) A subsidiary, affiliated company of ABBANK, except for cases where ABBANK grants credit to a subsidiary of ABBANK which is a compulsory transfer credit institution.

20.2. Credit transactions and contracts that are not subject to credit restrictions:

The Board of Directors approves the granting of credit in the form of issuing credit cards to the following individuals:

- a) A member of the Board of Directors, a member of the Board of Supervisors, the General Director, a major shareholder of ABBANK;
- b) A related person of a Manager, a member of the Board of Supervisors, a major shareholder of ABBANK.

20.3. The total outstanding credit balance for the subjects specified in Points a, b, c and d Clause 20.1 of this Article includes the total amount of purchase, holding and investment in bonds issued by these subjects within the total outstanding debt that must comply with the limit specified in Clause 2, Article 135 of the Law on Credit Institutions. The total outstanding credit balance for a subject specified in Point e Clause 20.1 of this Article includes the total amount of purchase, holding and investment in bonds issued by that subject must not exceed 10% of ABBANK's equity; for all subjects specified in Point e Clause 20.1 of this Article, it must not exceed 15% of ABBANK's equity. Credit granting must be made public in ABBANK. Control of credit granting limits when performing transactions and contracts in

this Article is carried out according to ABBANK's internal regulations from time to time.

**Article 21. Requirements for preparing and approving contracts and transactions with related parties**

- 21.1. The dossier submitted to the Board of Directors must be accompanied by a draft contract or an explanation of the main content of the transaction.
- 21.2. The order and procedures for submitting to the Board of Directors for approval of transactions and contracts with related parties of ABBANK shall comply with the general provisions in the Regulation on Approval of Decisions of the Board of Directors.
- 21.3. When conducting a transaction with a related party, ABBANK must sign written contract on the principles of equality and voluntariness; apply necessary measures to prevent loss of capital, assets or other resources of ABBANK.
- 21.4. Transactions with related parties specified in this Chapter and other cases as prescribed by the law on securities and the securities market must be disclosed in accordance with the Regulation on Disclosure Information of ABBANK issued by the Board of Directors.
- 21.5. The Office of the Board of Directors is the focal unit to receive, synthesize and update information about ABBANK's related persons and carry out procedures and documents to submit to the Board of Directors for approval transactions and contracts with related persons.

**CHAPTER VI:  
REPORTING AND BENEFIT DISCLOSURE**

**Article 22. Submission of annual reports**

- 22.1. After the fiscal year ends, the Board of Directors must submit the following reports to the General Meeting of Shareholders:
  - a) Evaluate the business results, management activities, results of supervision ABBANK operations; results of implementing resolutions of the General Meeting of Shareholders;
  - b) Summarize meetings and activities of the Board of Directors; activities of Committees under the Board of Directors;
  - c) Audited annual financial statements;
  - d) Activities of independent members of the Board of Directors and evaluation of independent members on the Board of Directors activities (when ABBANK is a listed company);
  - e) Other contents in accordance with regulations of law, ABBANK's Charter and Regulation on Internal Governance of ABBANK.
- 22.2. The contents of the report specified at Points a, b and c, Clause 22.1 of this Article must be completed and sent to the Board of Supervisors and publicized 21 days before the opening date of the Annual General Meeting of Shareholders.
- 22.3. The reports specified in Clause 22.1 and 22.2 of this Article must be kept at the headquarters of ABBANK and updated (if any) until the opening date of the Annual

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General Meeting of Shareholders.

**Article 23. Remuneration, rewards and other benefits of members of the Board of Directors**

- 23.1. Remuneration, salary, rewards and other benefits of members of the Board of Directors (hereinafter collectively referred to as remuneration) shall be paid based on the ABBANK's requirements on performance of their responsibilities, duties, the work schedule, the time required to complete the tasks, and ABBANK's actual status, and business result and efficiency. The General Meeting of Shareholders decides the total remuneration of Board of Directors at the annual meeting. The Chairperson of the Board of Directors announces the level of remuneration and ensures the payment of remuneration and other benefits of members of the Board of Directors in accordance with ABBANK's Charter, resolutions of the General Meeting of Shareholders and relevant regulations of the Board of Directors.
- 23.2. Remuneration and operating expenses of the Board of Directors and Councils, Committees under the Board of Directors shall be included in the business expenses of ABBANK in accordance with the provisions of the law on corporate income tax, which is shown as a separate item in the annual financial statements of ABBANK and must report to the General Meeting of Shareholders at the annual meeting.
- 23.3. Member of the Board of Directors holding executive positions or members of the Committee of the Board of Directors or perform other work outside the normal duties of a member of the Board of Directors are entitled to additional remuneration or other forms of a one-time lump-sum remuneration, salary, allowance or monthly remuneration, commission, percentage of profits or other forms as specifically notified by the Chairperson of the Board of Directors basing on the same general principles as set out in Clause 23.1 of this Article.
- 23.4. Members of the Board of Directors shall paid by ABBANK for their meals, accommodation, travel and other expenses in accordance with regulations of ABBANK when performance of their assigned duties, including expenses incurred in attending meetings of the General Meeting of Shareholders, the Board of Directors or Councils, Committees of the Board of Directors.
- 23.5. ABBANK may buy the liability insurance for the managers, the executives of ABBANK, but this insurance does not cover damages related to violations of the laws and ABBANK's Charter. The approval of the cost of purchasing liability insurance is in accordance with ABBANK's financial management regulations promulgated by the Board of Directors.

**Article 24. Disclosure of related interests**

- 24.1. A member of the Board of Directors shall disclose the following information to ABBANK:
  - a) Name, enterprise code, head office address, business lines of the enterprise or economic organization in which he/she or he/she and his/ her related persons owns/own a capital share

- or shares in his/her/their name(s) or authorizes/ authorize or entrusts/entrust for other organizations and individuals to own, from 5% (five percent) or more of its charter capital;
- b) Name, enterprise code, head office address, business lines of the enterprise or economic organization of which he/she and his/her related persons is/are a member of the Board of Directors, Members' Council or Board of Supervisors or the General Director (Director);
  - c) Information about the Related Person being an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider;
  - d) Information about the Related Person being an organization, including: name, enterprise code, head office address of the enterprise; legal representative, relationship with the information provider;
  - e) Other cases as prescribed in Clause 2, Article 164 of the Law on Enterprises; Clause 3, Article 291 and Article 299 of Decree 155/2020/ND-CP detailing the implementation of a number of articles of the Law on Securities (outside the scope of the cases prescribed in Points a, b, c and d of this Clause);
- 24.2. Disclosure of information as specified in Clause 24.1 of this Article and changes, addition of related information shall be proceeded in writing as soon as possible but under no circumstances exceed 07 working days from the date of arising or any change or addition of information.
- 24.3. ABBANK must keep the information specified in Clause 1 of this Article at ABBANK's head office and inform SBV in writing on the information stipulated under Point a, b, c and d, Clause 24.1 of this Article within 07 business days, from the date ABBANK receives the public information as stipulated under Clause 24.1 of this Article.
- 24.4. ABBANK managers and executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations and transactions with other organizations and individuals that may conflict with ABBANK's interests and may only participate in such transactions when approved by the Board of Directors.
- 24.5. ABBANK shall promptly formulate and update upon having change on the list of founding shareholders, major shareholders, members of the Board of Directors, the Board of Supervisors, executives, and other managerial positions, and their related persons in accordance with the laws and ABBANK's Charter. This list must be made publicly available in the system of ABBANK and be sent directly or by post to the SBV.
- 24.6. The granting of credit to the subjects specified in Clause 24.1 of this Article, which are also the subjects specified in Clause 1, Article 135 of the Law on Credit Institutions, must be made public in ABBANK. ABBANK must report on the granting of credit to these subjects to the General Meeting of Shareholders and the SBV in accordance with the regulations of the SBV.



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**CHAPTER VII:  
RELATIONSHIPS OF THE BOARD OF DIRECTORS****Article 25. Relationship among members of the Board of Directors**

- 25.1. The relationship among the members of the Board of Directors is a cooperative relationship. Members of the Board of Directors are responsible for informing each other about relevant issues in the process of handling assigned work.
- 25.2. In the process of handling the works, the member of the Board of Directors assigned with the main responsibility must actively coordinate to handle, if there is a problem related to the field by other members in charge. In case there are differing opinions among members of the Board of Directors, the member responsible for the main responsibility shall report to the Chairperson for consideration and decision according to his / her competence or hold a meeting or collect opinions of members of the Board of Directors in accordance with the law, ABBANK's Charter and this Regulation.
- 25.3. In the case of reassignment among the members of the Board of Directors, the members of the Board of Directors must hand over their work, files and related documents. This handover must be made in writing and reported to the Chairperson of the Board of Directors on such handover.

**Article 26. Relationship with the Board of Management**

- 26.1. As a corporate govenancer, the Board of Directors issues resolutions, decisions, gives directions and requests for the General Director and the Boord of Management to implement. At the same time, the Board of Directors supervises the implementation of those resolutions, decisions and instructions.
- 26.2. The working relationship between the Board of Directors with the General Director and the Board of Management is specified in the Internal Regulation on Governnance of ABBANK and other internal regulations issued by the Board of Directors.
- 26.3. The working relationship between the Board of Directors and the General Director in the Board of Directors' supervision of senior management over the General Director regarding internal control, risk management, and internal assessment of capital adequacy is specifically as follows:
- a) Supervising the General Director over internal control in:
- Organizing the implementation of control activities, operating and maintaining the management information system and information exchange mechanism;
  - Maintaining the control culture and professional ethics standards according to the regulations of the Governor of the SBV;
  - Handling and overcoming shortcomings and limitations in internal control according to the requirements and recommendations of the SBV, independent auditing organizations and other competent authorities;
  - Handling violations of the law, violations of internal regulations and professional ethics standards;

- Other contents as prescribed by the Board of Directors.
- b) Supervise the General Director on the basis of the proposal and advice of the Risk Management Committee on risk management:
  - Develop and organize the implementation of risk management policies;
  - Handle and overcome existing problems and limitations in risk management according to the requirements and recommendations of the SBV, independent auditing organizations and other competent agencies;
  - Other contents as prescribed by the Board of Directors.
- c) Supervise the General Director on internal assessment of capital adequacy:
  - Organize the implementation of internal assessment of capital adequacy;
  - Handle and overcome existing problems and limitations in internal assessment of capital adequacy according to the requirements and recommendations of the SBV, independent auditing organizations and other competent agencies;
  - Other contents as prescribed by the Board of Directors.

**Article 27. Relationship with the Board of Supervisors**

- 27.1. The relationship between the Board of Directors and the Board of Supervisors is a relationship on coordination between governance and supervisory functions according to the provisions of law and ABBANK's Charter. The working relationship between the Board of Directors and the Board of Supervisors follows the principles of equality and independence, at the same time closely coordinating and supporting each other in the process of implementing the stipulated functions and tasks.
- 27.2. The coordination mechanism between the Board of Directors and the Board of Supervisors and internal audit must ensure:
- a) The Board of Directors coordinates with the Internal Audit when internally auditing the supervision of senior management over the Board of Directors;
  - b) The Board of Directors implements the recommendations of the Board of Supervisors to the Board of Directors in the internal audit results report (if any) and notifies the Board of Supervisors of the results of the implementation of the recommendations.
- 27.3. Upon receiving the inspection minutes or the general report of the Board of Supervisors, the Board of Directors is responsible for studying and directing the executive apparatus and related units to plan and implement timely requirement solutions.

**CHAPTER VIII:  
ORGANISING THE IMPLEMENTATION****Article 28. Entry into force and implementation**

- 28.1. This Regulation takes effect from the date it is promulgated.
- 28.2. This Regulation replaces the Regulation on Operation of the Board of Directors of An Binh Commercial Joint Stock Bank issued together with Decision 74/QĐ-HĐQT.21 dated May 20, 2021.



- 28.3. Issues which have not been mentioned in this Regulation shall comply with the provisions of the ABBANK's Charter and relevant laws. In case of any discrepancy between the provisions of the ABBANK's Charter, the laws and the provisions of this Regulation on a specific matter, such relevant provisions of the ABBANK's Charter and laws shall prevail.

**Article 29. Amendment and supplementation of the Regulation**

- 29.1. On the basis of compliance with the provisions of law, ABBANK's Charter and the actual situation, the Board of Directors submits to the General Meeting of Shareholders for approval the Regulation on the Operation of the Board of Directors.
- 29.2. The Board of Directors shall issue, amend and supplement this Regulation after they have been approved by the General Meeting of Shareholders.

This Regulation was approved by the General Meeting of Shareholders of An Binh Commercial Joint Stock Bank on April 18, 2025./.

# **REGULATIONS ON THE OPERATION OF THE SUPERVISORY BOARD** (AMENDED)





Hanoi, March 27, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT  
Vào ngày / on the date: 18-04-2025

## SUBMISSION TO THE GENERAL MEETING OF SHAREHOLDERS

### Regulation on the Operation of the Board of Supervisors An Binh Commercial Joint Stock Bank - ABBANK (Revision)

To: The General Meeting of Shareholders  
An Binh Commercial Joint Stock Bank (ABBANK).

## I. REQUIREMENTS OF PROMULGATION

The Regulation on the Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank (ABBANK) were approved by the General Meeting of Shareholders at the 2021 annual meeting. Pursuant to the Resolution of the General Meeting of Shareholders, the Board of Supervisors issued this Regulation under Decision No. 15/QĐ-BKS.21 dated June 8, 2021.

On January 18, 2024, the new Law on Credit Institutions (Law on Credit Institutions 2024) was passed, effective from July 1, 2024, replacing the Law on Credit Institutions 2010 (amended and supplemented in 2017), with many new provisions specific to the organization, management and operation of credit institutions.

In order to comply with the provisions of the Law on Credit Institutions 2024, it is necessary to review and amend the current Regulation on the Operation of the Board of Supervisors and must be implemented together with the amendment of the ABBANK Charter and the Regulation on Internal governance of ABBANK to create consistency in the framework of the most important governance documents of ABBANK.

The Board of Supervisors respectfully submits to the General Meeting of Shareholders the draft of the Regulation on Operation of the Board of Supervisors of ABBANK.

## II. STRUCTURE AND CONTENT OF THE DRAFT REGULATION

1. The draft structure of the Board of Supervisors's operating regulations consists of 7 chapters with 31 Articles. Specifically:

**Chapter I: General provisions (from Article 1 to Article 5):** Provisions on Purpose; Scope of regulation and applicable subjects; Operating principles of the Board of Supervisors; Reference documents; Abbreviations, explanations of terms.

**Chapter II: Members of the Board of Supervisors (from Article 6 to Article 15):** Regulations on the General responsibilities of members of the Board of Supervisors; Head of the Board of Supervisors; Rights and obligations of the Head of the Board

of Supervisors and members of the Board of Supervisors; Term of office and number of members of the Board of Supervisors; Standards and conditions for members of the Board of Supervisors; Nomination and candidacy for members of the Board of Supervisors; Methods of election, dismissal and removal of members of the Board of Supervisors; Cases of dismissal and removal of members of the Board of Supervisors; Notice of election, dismissal and removal of members of the Board of Supervisors.

The amendment in this Chapter is to add new Rights and obligations of members of the Board of Supervisors: Requesting managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of ABBANK.

***Chapter III: Board of Supervisors (from Article 16 to Article 18):*** Regulations on the rights, obligations and responsibilities of the Board of Supervisors; The Board of Supervisors' right to be provided with information; The Board of Supervisors' responsibilities in convening extraordinary meetings of the General Meeting of Shareholders.

***Chapter IV: Supervisory Board Meeting (from Article 19 to Article 20):*** Regulations on Supervisory Board Meetings; Supervisory Board Meeting Minutes.

***Chapter V: Reporting and disclosure of benefits (from Article 21 to Article 24):*** Regulations on annual reporting; Remuneration, salary and benefits of the Board of Supervisors; Disclosure of related benefits; Information confidentiality.

***Chapter VI: Relationship of the Board of Supervisors (from Article 25 to Article 29):*** Regulations on the Relationship between members of the Board of Supervisors; Relationship with Shareholders; Relationship with the Executive Board; Relationship with the Board of Directors; Relationship with Internal Audit.

***Chapter VII: Implementation provisions (from Article 30 to Article 31):*** Provisions on Entry into Force; Transitional provisions.

2. The specific contents of the provisions in the draft Regulation have been reviewed and amended and supplemented based on the provisions of the Law on Credit Institutions 2024, referring to the applicable provisions of the Law on Enterprises 2020 (amended and supplemented in 2022), the Law on Securities 2019 (amended and supplemented in 2025), Decree No. 155/2020/ND-CP, the Model Charter according to Circular No. 116/TT-BTC dated December 31, 2020; at the same time, ensuring consistency with the provisions of the draft Charter that have been reviewed and updated to submit to the General Meeting of Shareholders at this year's annual meeting.
3. During the drafting process, the content of the draft Regulations on the Board of Supervisors' operations was consulted and revised based on comments from the Board of Supervisors, Internal Audit, Risk Management Division and legal review by the Legal and Compliance Department before reporting to the Board of Directors for submission to the General Meeting of Shareholders.

### **III. RECOMMENDATION**

The Board of Supervisors respectfully submits to the General Meeting of Shareholders for approval the draft Regulation on Operation of the Board of Supervisors of ABBANK (Draft attached) and assigning the Board of Supervisors to issue these Regulation./.

**ON BEHALF OF THE BOARD OF SUPERVISORS  
HEAD OF SUPERVISORY BOARD**

*(Signed)*

**NGUYEN THI HANH TAM**



ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18 -04- 2025

**REGULATION ON THE OPERATION  
OF THE BOARD OF SUPERVISORS  
OF AN BINH COMMERCIAL  
JOINT STOCK BANK**

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**2025**

OUTSIDE COVER PAGE FOLLOW EDITING				
<b>I. EDITOR</b>				
No.	Full name	Position	Department	Signature
1.	Nguyen Hong Quang	Board of Supervisors Member	Board of Supervisors	
2.	Nguyen Thi Thanh Thai	Board of Supervisors Member	Board of Supervisors	
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1.	Dat Khanh Toan	Head of Legal Compliance	Legal and Compliance Department	
<b>III. PERSON SIGNING AND ISSUING THE DOCUMENT</b>				
No.	Full name	Position	Department	Signature
1.	Nguyen Thi Hanh Tam	Head of Board of Supervisors	Board of Supervisors	
<b>IV. PROMULGATION AND AMENDMENT PROCESS</b>				
Time s	Date of Issuance	Summary of content		
4.	..../..../...	Issued for the 4th time. Decision No. .... on Issuing the Regulations on Organization and Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank.		
3.	08/06/2021	Issued for the 3rd time. Decision No. 15/QD-BKS.21 on Issuing the Regulations on Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank dated June 8, 2024.		
2.	25/04/2019	Issued for the 2nd time. Decision No. on Issuing the Regulations on Operation of the Board of Supervisors of An Binh Commercial Joint Stock Bank dated April 25, 2019.		

1.	28/05/2012	Issued for the 1st time. Decision No. on Issuing the Regulations on Operation of the Board of Supervisors - An Binh Commercial Joint Stock Bank dated May 28, 2012.
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**MODIFICATION AND ADDITIONAL TRACKING TABLE**

No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
1	Article 4	Replace Article 4 of the Regulations on organization and operation of the Board of Supervisors dated June 8, 2021 (2021 Board of Supervisors Regulations). Amend reference documents: Law on Credit Institutions dated January 18, 2024	Modified/Added
2	Article 7	Replace Article 11 of the 2021 Board of Supervisors Regulations. Add content for the Head of the Board of Supervisors: - The head of the Board of Supervisors must reside in Vietnam during his term of office.	Modified/Added
3	Article 8	Replace Article 7 of the 2021 Board of Supervisors Regulations. Amend the Rights and Obligations of the Head of the Board of Supervisors: - On behalf of the Board of Supervisors, convene an extraordinary meeting of the General Meeting of Shareholders or propose the Board of Directors to hold an extraordinary meeting in accordance with the provisions of law and ABBANK's Charter. - Only one other member of the Board of Supervisors may be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during his/her absence or inability to perform his/her duties.	Modified/Added
4	Article 9	Replace Article 8 of the 2021 Board of Supervisors Regulations. Add some new Rights and obligations of Board of Supervisors members: Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, investment and	Add new

<sup>1</sup>Summary of contents of add/modify, cancel, add new issued items.

<sup>2</sup>Status: add/modify, cancel, add new.



No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
		development programs and other decisions in the management and operation of ABBANK.	
5	Article 10	Replace Article 9 of the 2021 Board of Supervisors Regulations. Amend the term and number of members of the Board of Supervisors: - In case the number of members of the Board of Supervisors is less than 2/3 (two-thirds) of the total number of members as prescribed in ABBANK's Charter or less than the minimum number of members as prescribed by law, within a period of no more than 90 (ninety) days from the date of insufficient number as prescribed , ABBANK must supplement the required number of members of the Board of Supervisors as prescribed.	Modified/Added
6	Article 11	Replace Article 10 of the 2021 Board of Supervisors Regulations. Amendment of Standards and Conditions for Board of Supervisors Members: - Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; Article 42, Article 43 of the Law on Credit Institutions.	Modified/Added
7	Article 12	Replace Article 12 of the 2021 BKS Regulations. Additional nominations and candidacy for members of the Board of Supervisors: - Shareholders or groups of shareholders owning 5% or more of total common shares or a lower percentage as prescribed in ABBANK's Charter have the right to nominate people to the Board of Supervisors. - On the assessment of professional ethics for personnel expected to be elected or appointed as members of the Board of Supervisors.	Modified/Added
8	Article 14	Replace Article 14 of the 2021 BKS Regulations. Amendment of regulations on cases of dismissal and removal of members of the Board of Supervisors: No longer meeting the standards and conditions to be a member of the Board of	Modified/Added

No.	Article/Article Name Changed	Summary of changes <sup>1</sup>	Status (add/modify, cancel, add new) <sup>2</sup>
		Supervisors as prescribed in Article 169 of the Law on Enterprises; Article 46 of the Law on Credit Institutions and ABBANK Charter.	
9	Article 1 6	Replace Article 16 of the 2021 Board of Supervisors Regulations. Amend the provisions on Rights, obligations and responsibilities of the Board of Supervisors.	Modified/Added
10	Article 1 8	Replace Article 18 of the 2021 Board of Supervisors Regulations. Add provisions on the responsibilities of the Board of Supervisors in convening extraordinary meetings of the General Meeting of Shareholders: - Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law or exceeds the assigned authority or other cases as prescribed in the ABBANK Charter.	Modified/Added
11	Article 23	Replace Article 23 of the 2021 Board of Supervisors Regulations. Add provisions on Disclosure of related interests. Members of ABBANK's Board of Supervisors must declare to ABBANK their related interests, including: - Name, enterprise code, head office address of the enterprise or other economic organization in which you or you and a related person own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals. - Name, enterprise code, head office address of the enterprise or other economic organization of which you or you and a related person are a member of the Board of Directors, member of the Board of Members, controller, member of the Board of Supervisors, General Director (Director).	Modified/Added
12	Article 31	Add new Transitional Regulations	Add new

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**REGULATION  
ON THE OPERATION OF THE BOARD OF SUPERVISORS**

*Issued with Decision No..... /QD-BKS.24 dated..... Month..... year 2024*

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Purpose**

This Regulation stipulates the personnel structure, standards, conditions, rights, obligations and responsibilities of the Board of Supervisors in accordance with the strategic orientation and organizational structure of An Binh Commercial Joint Stock Bank, in accordance with the provisions of law.

**Article 2. Scope of regulation and applicable subjects**

- 2.1. This Regulation stipulates the organizational structure, personnel, standards, conditions, rights and obligations of the Board of Supervisors and members of the Board of Supervisors according to the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises, implementing instructions and Charter of An Binh Commercial Joint Stock Bank.
- 2.2. Applicable subjects: This regulation applies to the Board of Supervisors, members of the Board of Supervisors ; related units and individuals in ABBANK.

**Article 3. Operating principles of the Board of Supervisors**

The Board of Supervisors operates on the principle of collective responsibility. Members of the Board of Supervisors are individually responsible for their work and jointly responsible to the General Meeting of Shareholders and before the law for the work and decisions of the Board of Supervisors.

**Article 4. References document**

- 4.1 Law on Credit Institutions 2024 promulgated on January 18, 2024
- 4.2 Securities Law promulgated on November 26, 2019;
- 4.3 Law on Enterprises promulgated on June 17, 2020;
- 4.4 Decree No. 155/2020/ND-CP issued on December 31, 2020 by the Government detailing the implementation of a number of articles of the Law on Securities;
- 4.5 Circular No. 116/2020/TT-BTC issued on December 31, 2020 by the Minister of Finance guiding a number of provisions on banking governance applicable to public banks in Decree

- No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- 4.6 Charter of An Binh Commercial Joint Stock Bank 2023
- 4.7 Resolution of Shareholders' Meeting dated .... month ... year ....

**Article 5. Abbreviations and Definitions**

- ABBANK: An Binh Commercial Joint Stock Bank;
- Board of Supervisors : Board of Supervisors of An Binh Commercial Joint Stock Bank;
- Charter: Current charter of An Binh Commercial Joint Stock Bank;
- Board of Directors: Board of Directors of An Binh Commercial Joint Stock Bank;
- General Meeting of Shareholders: General Meeting of Shareholders of An Binh Commercial Joint Stock Bank;
- Members of the Board of Supervisors: including the Head of the Board of Supervisors and members of the Board of Supervisors.

**CHAPTER II****BOARD OF SUPERVISORS MEMBER****Article 6. General responsibilities of the Board of Supervisors Member**

- 6.1. Comply with the law, ABBANK Charter, resolutions of the General Meeting of Shareholders and professional ethics in performing assigned rights and obligations.
- 6.2. Perform assigned rights and obligations honestly, carefully and to the best of our ability to ensure the maximum legitimate interests of ABBANK.
- 6.3. Be loyal to the interests of ABBANK and shareholders; do not abuse position, title and use information, know-how, business opportunities, other assets of ABBANK for personal gain or to serve the interests of other organizations or individuals.
- 6.4. Do not compete illegally with ABBANK or facilitate third parties to harm the interests of ABBANK.
- 6.5. Not to create conditions for oneself or one's related persons as prescribed in ABBANK's Charter to borrow capital or use other services at ABBANK with more preferential and favorable conditions than the general provisions of law and of ABBANK.
- 6.6. Must attend the Annual General Meeting of Shareholders to answer shareholders' questions at the meeting (if any); in case of force majeure and inability to attend, members of the Board of Supervisors must report in writing to the Board of Directors and the Board of Supervisors.
- 6.7. No salary increase, remuneration, or bonus payment when ABBANK is at a loss.
- 6.8. Other obligations as prescribed by the Law on Enterprises and ABBANK Charter.

- 6.9. In case of violation of the provisions in clauses 6.1, 6.2, 6.3, 6.4, 6.5, 6.6 and 6.7 of this Article causing damage to ABBANK or others, the member of the Board of Supervisors shall be personally or jointly liable for compensating for such damage. Income and other benefits that the member of the Board of Supervisors obtains due to the violation must be returned to ABBANK.
- 6.10. In case a member of the Board of Supervisors is found to have violated the rights and obligations assigned to him/her, a written notice must be sent to the Board of Supervisors, requesting the violator to stop the violation and remedy the consequences.

**Article 7. Head of Board of Supervisors**

- 7.1. The Head of the Board of Supervisors must have a university degree or higher in one of the following majors: economics, finance, accounting, auditing, law, business administration, banking.
- 7.2. The Head of the Board of Supervisors is elected by the Board of Supervisors from among its members; the election, dismissal and removal are based on the majority principle.
- 7.3. The head of the Board of Supervisors must reside in Vietnam during his term of office.

**Article 8. Rights and Responsibilities of Head of the Board of Supervisors**

- 8.1. Organize the implementation of the tasks and powers of the Board of Supervisors according to the provisions of this Regulation and ABBANK Charter.
- 8.2. Prepare agendas for meetings of the Board of Supervisors based on consideration of issues and concerns of Board of Supervisors members related to the duties and powers of the Board of Supervisors; convene and chair meetings of the Board of Supervisors.
- 8.3. On behalf of the Board of Supervisors, sign documents under the authority of the Board of Supervisors.
- 8.4. On behalf of the Board of Supervisors, convene an extraordinary meeting of the General Meeting of Shareholders or propose the Board of Directors to hold an extraordinary meeting in accordance with the provisions of law and ABBANK's Charter.
- 8.5. Attend Board of Directors meetings, express opinions but not vote. Request to record your opinions in the Board of Directors meeting minutes if your opinions differ from the resolutions and decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 8.6. Prepare the Board of Supervisors' work plan and assign specific tasks to each member of the Board of Supervisors.
- 8.7. Ensure that members of the Board of Supervisors receive complete, objective, accurate information and have sufficient time to discuss issues that the Board of Supervisors must consider.



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- 8.8. Supervise and direct members of the Board of Supervisors in performing assigned tasks and duties and powers of the Board of Supervisors.
  - 8.9. Only another member of the Board of Supervisors may be authorized to exercise the rights and obligations of the Head of the Board of Supervisors during his/her absence or inability to perform duties.
  - 8.10. Other duties and powers as prescribed by law and ABBANK Charter.

**Article 9. Rights and Responsibilities of Board of Supervisors Members**

- 9.1. Comply with the law, ABBANK's Charter, internal regulations, operating regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to deploy the tasks and powers of the Board of Supervisors honestly, objectively, confidentially, and carefully for the benefit of ABBANK and shareholders; be responsible for the exercise of one's rights and obligations.
- 9.2. Participate in voting to elect, dismiss, and remove the position of Head of the Board of Supervisors.
- 9.3. Request the Head of the Board of Supervisors to convene an extraordinary meeting of the Board of Supervisors.
- 9.4. Control business activities, check accounting books, assets, financial reports and recommend corrective measures (if any).
- 9.5. Require managers to report and explain the financial status, business results of subsidiaries, plans, projects, development investment programs and other decisions in the management and operation of ABBANK.
- 9.6. Require ABBANK managers, operators and employees to provide data and explain business activities to perform assigned tasks.
- 9.7. Report to the Head of the Board of Supervisors on unusual financial activities and take personal responsibility for his/her assessments and conclusions.
- 9.8. Attend meetings of the Board of Supervisors, contribute opinions and vote on issues within the duties and powers of the Board of Supervisors, except for issues that conflict with the member's interests.
- 9.9. Request to record your opinion in the minutes of the Board of Directors meeting if your opinion differs from the decisions of the Board of Directors and report to the General Meeting of Shareholders.
- 9.10. Other duties and powers as prescribed by law and ABBANK Charter.

**Article 10. Term and number of Board of Supervisors Members**

- 10.1. The Board of Supervisors has at least 05 members, of which at least ½ (one-half) of the total number of members are full-time, not concurrently holding other positions or jobs at



ABBANK, or other enterprises. The Board of Supervisors elects one member as the Head of the Board. A full-time member of the Board of Supervisors is a member who works regularly at ABBANK between meetings of the Board of Supervisors and is responsible for one or more tasks assigned by the Board of Supervisors. The Board of Supervisors specifically regulates the working mechanism and tasks and responsibilities of the members of the Board of Supervisors.

- 10.2. The term of office of the Board of Supervisors is 05 years. The term of office of a member of the Board of Supervisors is the same as the term of the Board of Supervisors and can be re-elected for an unlimited number of terms. The term of office of a member who is added or replaces a member who is automatically disqualified, dismissed, or removed during the term of office is the remaining term of office. If the Board of Supervisors/Board of Supervisors of the term has just ended and the Board of Supervisors/Board of Supervisors of the new term has not been elected, the Board of Supervisors/Board of Supervisors whose term has expired shall continue to exercise their rights and obligations until the Board of Supervisors/Board of Supervisors of the new term is elected and takes over the work.
- 10.3. In case the number of members of the Board of Supervisors is less than 2/3 (two-thirds) of the total number of members as prescribed in ABBANK's Charter or less than the minimum number of members as prescribed by law, within a period of no more than 90 (ninety) days from the date of insufficient number as prescribed, ABBANK must supplement the required number of members of the Board of Supervisors as prescribed.
- 10.4. The Board of Supervisors has a support department, an Internal Audit department, and is allowed to use ABBANK's resources, hire experts and outside organizations to perform its tasks.
- 10.5. Members of the Board of Supervisors do not necessarily have to be shareholders of ABBANK.
- 10.6. The Board of Supervisors must have more than half of its members permanently residing in Vietnam.

#### **Article 11. Standards and conditions for Board of Supervisors Members**

Members of the Board of Supervisors must meet the following standards and conditions:

- 11.1. Not subject to the provisions of Clause 2, Article 17 of the Law on Enterprises; Article 42, Article 43 of the Law on Credit Institutions;
- 11.2. Have a university or postgraduate degree in one of the following majors: finance, banking, economics, business administration, law, accounting, auditing; have at least 03 years of direct work experience in the field of finance, banking, accounting or auditing;
- 11.3. Not a related person of a member of the Board of Directors, General Director and other managers;
- 11.4. ABBANK manager, not necessarily a shareholder or employee of ABBANK;
- 11.5. Not allowed to work in the accounting and finance department of ABBANK;

- 11.6. Not be a member or employee of an auditing organization approved to audit ABBANK's financial statements in the previous 3 consecutive years;
- 11.7. Have professional ethics as prescribed in Article 12 of this Regulation, ABBANK Charter and regulations of law;
- 11.8. Full-time members of the Board of Supervisors must reside in Vietnam during their term of office;
- 11.9. Other standards and conditions as prescribed by other relevant laws and ABBANK Charter.

**Article 12. Nominate, run for Board of Supervisors Members**

- 12.1. Shareholders or groups of shareholders owning 5% or more of total common shares or a lower percentage as prescribed in ABBANK's Charter have the right to nominate people to the Board of Supervisors.
- 12.2. Nomination of candidates to the Board of Supervisors is carried out as follows:
  - a) Based on the number of members of the Board of Supervisors, the shareholder or group of shareholders specified in this clause has the right to nominate one or several people as decided by the General Meeting of Shareholders as candidates for the Board of Supervisors. In case the number of candidates for the Board of Supervisors through nomination and candidacy is still not enough, the incumbent Board of Supervisors shall introduce additional candidates or organize nominations in accordance with the provisions of the ABBANK Charter, the Internal Regulations on ABBANK governance and this Regulation. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Supervisors in accordance with the provisions of law.
  - b) Shareholders, groups of shareholders nominating candidates to the Board of Supervisors and nominated candidates must complete the documents and procedures within the time limit prescribed by the Board of Directors to request approval from the State Bank.
  - c) The list of candidates to be elected or appointed as members of the Board of Supervisors must be approved in writing by the State Bank before the election or appointment. Candidates to be elected or appointed to these positions must be on the list approved by the State Bank. The procedures and documents for requesting approval shall be implemented in accordance with the State Bank's regulations.
  - d) In case the State Bank approves the election of a candidate for the Board of Supervisors, ABBANK must publish information related to the candidate on ABBANK's website so that shareholders can learn about these candidates before

voting; ABBANK shall perform the obligation to publish information on the election and appointment of positions specified in this Article in accordance with the provisions of law on information disclosure on the stock market.

- e) ABBANK must notify the State Bank of the list of elected and appointed persons specified in Point c, Clause 12.1 of this Article within 10 (ten) working days from the date of election and appointment.

12.3. Personnel expected to be elected or appointed as members of the Board of Supervisors must have professional ethics in accordance with the provisions of law and fully meet the regulations on rules and professional ethics standards issued by ABBANK in accordance with the State Bank's regulations on the internal control system.

People in the following cases are considered to not have professional ethics:

- a) The person responsible according to the inspection conclusion leading to the credit institution and foreign bank branch being administratively sanctioned for violations in the monetary and banking sector at the highest fine level for violations of regulations on licenses, administration, management, shares, stocks, capital contributions, share purchases, credit granting, purchase of corporate bonds, and safety assurance ratios according to the provisions of law on handling administrative violations in the monetary and banking sector;
- b) The person named in the inspection and examination conclusion is responsible for causing the credit institution or foreign bank branch to be sanctioned for administrative violations in the monetary and banking sector within 06 months from the date of signing the warning penalty decision or 01 year from the date of completion of the execution of another administrative penalty decision or 01 year from the date of expiration of the statute of limitations for the execution of the administrative penalty decision;
- c) Persons who are administratively sanctioned for administrative violations in the monetary and banking sector within 06 months from the date of signing the warning decision or 01 year from the date of completion of execution of another administrative sanction decision or 01 year from the date of expiration of the statute of limitations for execution of the administrative sanction decision;
- d) The person who must bear personal responsibility for violations of licenses, administration, management, shares, stocks, capital contributions, share purchases, credit granting, corporate bond purchases, safety guarantee ratios, asset classification, off-balance sheet commitments, provisioning and use of reserves to handle risks according to the provisions of law stated in the conclusion of inspection, examination, and audit, and recommendations related to such violations have not been assessed by competent authorities to have completed the remediation and correction.

**Article 13. Method of electing, dismissing and removing members of Board of Supervisors Members**

- 13.1. The election, dismissal and removal of members of the Board of Supervisors are under the authority of the General Meeting of Shareholders and are conducted at the meeting of the General Meeting of Shareholders.
- 13.2. Voting to elect members of the Board of Supervisors must be carried out by cumulative voting, whereby each shareholder has a total number of votes corresponding to the total number of shares owned multiplied by the number of elected members of the Board of Supervisors and shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members specified in the ABBANK Charter is sufficient. In case there are 02 or more candidates with the same number of votes for the final member of the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria specified in the election regulations or the ABBANK Charter.

**Article 14. Cases of dismissal and removal of Board of Supervisors Members**

The General Meeting of Shareholders shall dismiss or remove a member of the Board of Supervisors in one of the following cases:

- 14.1. No longer meeting the standards and conditions to be a member of the Board of Supervisors as prescribed in Article 169 of the Law on Enterprises; Article 46 of the Law on Credit Institutions and ABBANK Charter;
- 14.2. Have a resignation letter and it is accepted;
- 14.3. Failure to complete assigned tasks or work;
- 14.4. Failure to exercise one's rights and obligations for 06 consecutive months, except in cases of force majeure;
- 14.5. Repeated and serious violations of the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises; Law on Credit Institutions and ABBANK Charter;
- 14.6. Other cases as prescribed by the General Meeting of Shareholders' resolution and ABBANK's Charter.

**Article 15. Notice of election, dismissal and removal of Board of Supervisors Members**

- 15.1. In case the candidates for the Board of Supervisors are approved by the State Bank, ABBANK must immediately announce information related to the candidates before the opening date of the General Meeting of Shareholders on ABBANK's website so that shareholders can learn about these candidates before voting. The candidates for the Board of Supervisors must have a written commitment to the honesty and accuracy of the published

personal information and must commit to performing their duties honestly, carefully and in the best interests of ABBANK if elected as a member of the Board of Supervisors. Information related to the candidates for the Board of Supervisors to be announced includes:

- a) Full name, date of birth;
- b) Professional qualifications;
- c) Work process;
- d) Other management positions;
- e) Benefits related to ABBANK and ABBANK 's related parties ;
- f) Other information (if any) as prescribed in ABBANK Charter ;
- g) ABBANK must be responsible for disclosing information about the companies in which the candidate holds management positions and the interests related to the company of the candidate for the Board of Supervisors (if any).

15.2. The announcement of the results of the election, dismissal and removal of members of the Board of Supervisors shall comply with the regulations guiding information disclosure.

### **CHAPTER III**

#### **BOARD OF SUPERVISORS**

##### **Article 16. Rights, obligations and responsibilities of the Board of Supervisors**

- 16.1. The Board of Supervisors supervises the Board of Directors and the General Director in the management and operation of ABBANK to ensure compliance with the law, Charter, internal regulations and Resolutions and decisions of the General Meeting of Shareholders; is responsible to the General Meeting of Shareholders in performing assigned tasks and powers in accordance with the provisions of law and the Charter of ABBANK.
- 16.2. Attend and participate in discussions at the General Meeting of Shareholders, the Board of Directors and other meetings of ABBANK; Propose to the General Meeting of Shareholders and the Board of Directors measures to amend, supplement and improve the organizational structure of management, supervision and operation of ABBANK's business activities; Witness the Board of Directors organizing the vote counting and making minutes of the vote counting if requested by the Board of Directors in case of obtaining written opinions of shareholders to pass resolutions of the General Meeting of Shareholders.
- 16.3. The Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect a meeting chairman in case the Chairman is absent or temporarily unable to work and the remaining members of the Board of Directors cannot elect a chairperson and the person with the highest number of votes shall chair the meeting.
- 16.4. Develop the operating regulations of the Board of Supervisors and submit them to the General Meeting of Shareholders for approval. Propose and recommend that the General

- Meeting of Shareholders approve the list of auditing organizations approved to audit ABBANK's financial statements; the approved auditing organization shall inspect ABBANK's operations when deemed necessary.
- 16.5. Replace the Board of Directors to convene the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in accordance with the provisions of the Enterprise Law, the Charter and internal regulations on governance of ABBANK.
- 16.6. Propose the Board of Directors to hold extraordinary meetings or request the Board of Directors to convene extraordinary General Meetings of Shareholders in accordance with the provisions of law and the Charter of ABBANK; Convene extraordinary General Meetings of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of law or exceeds the assigned authority or other cases as prescribed in the Charter of ABBANK.
- 16.7. Issue internal regulations of the Board of Supervisors; annually review internal regulations of the Board of Supervisors, internal regulations of ABBANK on accounting and reporting.
- 16.8. Check the rationality, legality, honesty and prudence in the management and operation of business activities; the systematicity, consistency and appropriateness of accounting, statistics and financial reporting. Check each specific issue related to the management and operation of ABBANK at the request of shareholders.
- 16.9. Monitor the financial situation; assess the completeness, reasonableness, legality and honesty of the business situation report, the first 6-month and annual financial reports of ABBANK (including financial reports audited by an independent auditing organization), the management assessment report of the Board of Directors and submit the assessment results at the annual General Meeting of Shareholders. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.
- 16.10. Review contracts and transactions with related parties under the approval authority of the Board of Directors or General Meeting of Shareholders and make recommendations on contracts and transactions requiring approval of the Board of Directors or General Meeting of Shareholders.
- 16.11. Check accounting books, accounting records , other documents and management and operation work of ABBANK when deemed necessary in the following cases:
- According to the resolution and decision of the General Meeting of Shareholders.
  - At the request of the State Bank or major shareholders, groups of shareholders according to the provisions of law and ABBANK Charter.

The Board of Supervisors shall conduct the inspection within 07 working days from the date of receipt of the request. Within 15 days from the date of completion of the inspection,



- the Board of Supervisors shall report and explain the issues requested for inspection to the Board of Directors and the requesting organization or individual. The inspection by the Board of Supervisors as stipulated in this clause shall not hinder the normal operation of the Board of Directors and shall not disrupt the business operations of ABBANK.
- 16.12. Supervise the approval and implementation of investment projects, purchase and sale of fixed assets, contracts, and other transactions of ABBANK under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision at the Annual General Meeting of Shareholders; send the report on the results of supervision to the Board of Directors.
- 16.13. Monitor compliance with the provisions of the Law on Credit Institutions on restrictions to ensure safety in ABBANK's operations.
- 16.14. Review, inspect and evaluate the effectiveness and efficiency of ABBANK's internal control, internal audit, risk management and early warning systems; Organize internal audits; have access to, and be provided with complete, accurate and timely information and documents related to ABBANK's management and operations; have the right to use ABBANK's resources to perform assigned tasks and powers; hire independent experts, consultants, external organizations, and ABBANK's internal audit department to perform tasks but still be responsible for the performance of the Board of Supervisors' tasks.
- 16.15. Make a list of founding shareholders within 05 years from the date of founding shareholders, shareholders owning 01% or more of charter capital, capital contributing members and related persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, shareholders owning 01% or more of charter capital; keep and update changes to this list.
- 16.16. Promptly notify the General Meeting of Shareholders and the Board of Directors when discovering that a member of the Board of Directors, manager or executive of ABBANK has committed a violation of the law, the charter, internal regulations of ABBANK, resolutions and decisions of the General Meeting of Shareholders and the Board of Directors. Request the violator to immediately stop the violation and take measures to remedy the consequences (if any).
- Promptly report to the State Bank on violations of the provisions in Clauses 6, 8 and 11, Article 52 and violations of the ratio of share ownership, capital contribution, and related persons according to the provisions of the current Law on Credit Institutions.
- 16.17. Review, extract, copy part or all of the declared content of the List of related persons and related interests declared according to the provisions of the Enterprise Law, the Charter and the Internal Regulations on governance of ABBANK.
- 16.18. Conduct senior management supervision of internal audit and be responsible for internal audit-related issues as prescribed by the State Bank. Approve and adjust ABBANK's

annual internal audit plan upon the proposal of the Chief Internal Auditor based on discussions with the Board of Directors and the General Director, the plan must be issued before December 15 of the previous year, including the following contents: audit scope, audit subjects, audit objectives, audit time (including hiring experts and external organizations) to conduct internal audits and other contents as prescribed by ABBANK.

- 16.19. Appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the internal audit department upon the proposal of the Head of Internal Audit in accordance with the provisions of law and regulations of ABBANK.
- 16.20. Ensure coordination of activities with the Board of Directors, General Director and shareholders.
- 16.21. Exercise other rights and obligations as prescribed by the Law on Enterprises, the Law on Credit Institutions, the Charter and Internal Regulations on ABBANK governance.

#### **Article 17. Right to access information of the Board of Supervisors**

- 17.1. The Board of Directors, members of the Board of Directors, the General Director, and other managers must provide complete, accurate, and timely information and documents on the management, operations, and business activities of ABBANK at the request of members of the Board of Supervisors or the Board of Supervisors.
- 17.2. If a member of the Board of Supervisors receives information or documents related to the duties of the Board of Supervisors in a manner consistent with the supervisory duties (from a source other than the Board of Directors or the Board of Supervisors), this member must report to the Head of the Board of Supervisors as soon as possible and the Head of the Board of Supervisors will notify the relevant member of the Board of Supervisors.
- 17.3. Members of the Board of Supervisors have the right to access ABBANK's records and documents kept at the Head Office, Branches, Business Units and other locations; have the right to visit the workplace of ABBANK's managers and employees during working hours.
- 17.4. Documents and information must be sent to members of the Board of Supervisors at the same time and in the same manner as to members of the Board of Directors, including:
  - a) Meeting invitation, voting form for Board of Directors members and accompanying documents;
  - b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;
  - c) Report of the General Director submitted to the Board of Directors or other documents issued by ABBANK.



**Article 18. Responsibilities of the Board of Supervisors in convening extraordinary meetings of the General Meeting of Shareholders**

- 18.1. Convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law or exceeds the assigned authority or other cases as prescribed in the ABBANK Charter.
- 18.2. The Board of Supervisors is responsible for replacing the Board of Directors in convening the General Meeting of Shareholders within 30 days in case the Board of Directors fails to convene the General Meeting of Shareholders in the following cases:
- a) The number of remaining members of the Board of Directors and the Board of Supervisors is less than the number of members prescribed by law;
  - b) At the request of a shareholder or group of shareholders with rights as prescribed in the ABBANK Charter;
  - c) When there is a request to convene an extraordinary meeting of the General Meeting of Shareholders by the Board of Supervisors but the Board of Directors does not comply with the provisions of law and ABBANK's Charter.
- 18.3. In case the Board of Supervisors fails to convene the General Meeting of Shareholders as prescribed, the Board of Supervisors must compensate ABBANK for any damages arising.
- 18.4. The costs of convening and conducting the General Meeting of Shareholders as prescribed in Clause 1 of this Article will be reimbursed by ABBANK.

**CHAPTER IV****BOARD OF SUPERVISORS MEETING****Article 19. Board of Supervisors Meetings**

- 19.1. The first meeting of the Board of Supervisors of the term of the Board of Supervisors to elect the Head of the Board must be held within 07 (seven) days after the election date of the Board of Supervisors. The Board of Supervisors member with the highest number of votes shall convene the first meeting of the Board of Supervisors, planning the agenda, time and place of the meeting 05 (five) days before the scheduled meeting date. In case there are more than 01 (one) member with the highest number of votes and equal, the members shall elect by majority rule one of them to convene the meeting of the Board of Supervisors.
- 19.2. The Board of Supervisors meets regularly at least once a quarter and may be convened for extraordinary meetings to promptly resolve urgent matters. Extraordinary meetings of the Board of Supervisors are held upon request of:
- a) Chairman of the Board of Directors
  - b) At least 2/3 (two-thirds) of the members of the Board of Directors.
  - c) Head of Board of Supervisors.

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- d) Two or more members of the Board of Supervisors.
  - e) General Director
  - f) Other cases as prescribed by law and ABBANK Charter.
- 19.3. Within 07 (seven) working days from the date of receipt of the written request for an extraordinary meeting of the Board of Supervisors, the Head of the Board of Supervisors must convene and conduct an extraordinary meeting of the Board of Supervisors.
- 19.4. The Board of Supervisors meeting shall be held after 3 (three) working days from the date of sending the notice to the members of the Board of Supervisors; in case of an extraordinary meeting, the notice period may be shorter according to the decision of the Head of the Board of Supervisors. The notice of the Board of Supervisors meeting shall be made in writing, clearly stating the meeting agenda, time, location and must be accompanied by necessary documents on the issues to be discussed and voted on at the Board of Supervisors meeting. The Board of Supervisors meeting may be held in the form of a face-to-face meeting or an online meeting and electronic voting in accordance with the provisions of the Charter and Internal Regulations on ABBANK governance. A member of the Board of Supervisors who cannot attend the meeting in person may send his/her voting opinion in writing, enclosed in a sealed envelope and delivered to the Chairman of the meeting at least 01 hour before the opening time. This written voting ballot shall only be opened in the presence of all members attending the meeting in person.
- 19.5. The Board of Supervisors meeting is held when 2/3 (two-thirds) or more of the Board of Supervisors members directly attend or authorize other members of the Board of Supervisors to attend the meeting. In case the first regular Board of Supervisors meeting is convened but the required number of members does not attend, the Head of the Board of Supervisors must convene a second Board of Supervisors meeting within no more than 7 (seven) days.
- 19.6. The Board of Supervisors has the right to request members of the Board of Directors, the General Director and representatives of approved auditing organizations to attend and answer questions that need clarification.
- 19.7. Vote:
- a) Each member attending the Board of Supervisors meeting shall have one vote at the Board of Supervisors meeting. If a member of the Board of Supervisors is unable to attend the meeting, he/she may authorize in writing another member of the Board of Supervisors (who is permitted to vote) to vote on his/her behalf. A member of the Board of Supervisors with an interest related to the issue being decided by the Board of Supervisors shall not be allowed to vote on that issue, nor shall he/she be authorized by another member of the Board of Supervisors to vote on that issue.
  - b) If any doubt arises at a meeting concerning the interests of a member of the Board of Supervisors or concerning the voting rights of a member of the Board of Supervisors

and such doubt is not resolved voluntarily by that member of the Board of Supervisors agreeing to waive his voting rights, such doubt shall be referred to the Chairman of the meeting. The Chairman's decision shall be final and conclusive except in cases where the nature or extent of the interests of the relevant member of the Board of Supervisors is not clear.

- c) Any member of the Board of Supervisors related to a Contract or transaction that must satisfy certain conditions stated in the ABBANK Charter shall only be allowed to sign/approve if it is guaranteed to comply with the conditions stated in the ABBANK Charter and in accordance with the law. In this case, that member of the Board of Supervisors shall be considered to have a material interest in that contract and shall not be allowed to participate in voting on that issue.
- d) The decision of the Board of Supervisors shall be adopted if approved by the majority of the members of the Board of Supervisors who are entitled to vote at the meeting. In case of equal votes, the final decision shall belong to the side with the opinion of the Head of the Board of Supervisors or the member of the Board of Supervisors who is the Chairman of the meeting (in case the Head of the Board of Supervisors is absent or the Head of the Board of Supervisors does not convene the meeting as requested).

#### 19.8. Written opinion:

- a) In case the Head of the Board of Supervisors takes written opinions to pass a decision on an issue, the decision will be passed and have the same value as a decision passed at a meeting of the Board of Supervisors convened and held normally if:
  - The majority of members of the Board of Supervisors with voting rights agree on the issue put forward for consultation.
  - The number of members of the Board of Supervisors participating in the vote meets the requirement on the number of members required to hold a meeting of the Board of Supervisors.

The documents for collecting opinions, voting opinions of the members of the Board of Supervisors and the accompanying documents are valid and are managed and kept as the minutes of the Board of Supervisors meeting .

- b) The opinion form must have the following main contents:
  - Name and address of head office according to business registration. Number and date of issuance of ABBANK's business registration certificate.
  - Full name and contact address of Board of Supervisors members.
  - Purpose of consultation.
  - Opinion poll.

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- Voting options: Agree, disagree, no opinion.
  - The deadline for voting has been answered.
  - Full name and signature of the Head of the Board of Supervisors.

**Article 20. Minutes of meeting Board of Control**

- 20.1. The meeting of the Board of Supervisors must be fully recorded in the minutes book and can be recorded, recorded and stored in other electronic forms. The minutes of the meeting of the Board of Supervisors must be detailed and clear. The minutes of the meeting of the Board of Supervisors must be written in Vietnamese . The person taking the minutes and the members of the Board of Supervisors attending the meeting must sign the minutes of the meeting and must be jointly responsible for the accuracy and truthfulness of the minutes of the meeting of the Board of Supervisors. The meeting chair is responsible for arranging to prepare and send the minutes of the meeting of the Board of Supervisors to the members of the Board of Supervisors and such minutes will be considered as conclusive evidence of the work conducted at such meetings, except in cases where there are complaints related to the content of such minutes within 10 (ten) days from the date of sending the minutes.
- 20.2. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each member of the Board of Supervisors.

**CHAPTER V****REPORTING AND DISCLOSURE OF BENEFITS****Article 21. Annual report**

The Reports of the Board of Supervisors at the Annual General Meeting of Shareholders include the following contents:

- 21.1. Report on ABBANK's business results, on the performance of the Board of Directors and General Director to submit to the General Meeting of Shareholders for approval at the annual General Meeting of Shareholders.
- 21.2. Self-assessment report on performance of the Board of Supervisors and members of the Board of Supervisors.
- 21.3. Remuneration, operating expenses and other benefits of the Board of Supervisors. The contents of this report may be combined with the report on remuneration and operating expenses of the Board of Directors submitted by the Board of Directors to the Annual General Meeting of Shareholders.
- 21.4. Summary of meetings of the Board of Supervisors and conclusions and recommendations of the Board of Supervisors; results of monitoring the operational and financial situation of ABBANK.
- 21.5. Report on the assessment of transactions between ABBANK, its subsidiaries, other companies in which ABBANK controls more than fifty percent (50%) of charter capital with

members of the Board of Directors, General Director and related persons of such members; transactions between ABBANK and companies in which members of the Board of Directors are founding members or business managers within the last 3 years prior to the time of transaction.

- 21.6. Results of supervision of the Board of Directors, General Director and other ABBANK executives.
- 21.7. Results of the assessment of the coordination of activities between the Board of Supervisors, the Board of Directors, the General Director and shareholders.
- 21.8. Propose and recommend the General Meeting of Shareholders to approve the list of approved auditing organizations to audit ABBANK's Financial Statements; approved auditing organizations to inspect ABBANK's activities when deemed necessary.

## **Article 22. Remuneration, salary and benefits of the Board of Supervisors**

- 22.1. The remuneration or salary and other benefits (collectively referred to as remuneration) of the members of the Board of Supervisors shall be paid by ABBANK based on the requirements for performing duties, tasks, actual situation and business performance of ABBANK. The total remuneration of the Board of Supervisors shall be decided by the General Meeting of Shareholders at the annual meeting. The Chairman of the Board of Directors shall announce the remuneration level and ensure the payment of remuneration and other benefits of the members of the Board of Supervisors in accordance with the provisions of the ABBANK Charter and relevant regulations issued by the Board of Directors.
- 22.2. Members of the Board of Supervisors are paid and reimbursed for their meals, accommodation, travel expenses, and the use of independent consultants at reasonable levels and other reasonable expenses as prescribed by ABBANK when performing assigned tasks. The total remuneration and fees shall not exceed the total annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders, unless otherwise decided by the General Meeting of Shareholders.
- 22.3. The remuneration and operating expenses of the Board of Supervisors are included in ABBANK's business operating expenses according to the provisions of the law on corporate income tax, other relevant legal provisions and must be recorded as a separate item in ABBANK's annual financial statements.

## **Article 23. Disclosure of related interests**

- 23.1. Members of ABBANK's Board of Supervisors must declare to ABBANK their related interests, including:
  - a) Name, enterprise code, head office address, business lines of the enterprise in which the member of the Board of Supervisors owns or owns capital contributions or shares; ratio and time of ownership or ownership of such capital contributions or shares;

- 
- b) Name, enterprise code, head office address of the enterprise or other economic organization in which you or you and a related person own capital contributions or shares of 5% or more of the charter capital, including capital contributions or shares authorized or entrusted to other organizations or individuals;
  - c) Name, enterprise code, head office address of the enterprise or other economic organization of which you or you and a related person are a member of the Board of Directors, member of the Board of Members, controller, member of the Board of Supervisors, General Director (Director);
  - d) Other cases as prescribed by ABBANK Charter.
- 23.2. The declaration as prescribed in Clause 1 of this Article must be made within 07 working days from the date of arising of related interests; any amendment or supplement must be notified to ABBANK within 07 working days from the date of the corresponding amendment or supplement.
- 23.3. Members of the Board of Supervisors and their related persons may only use information obtained through their positions to serve the interests of ABBANK.
- 23.4. Members of the Board of Supervisors are obliged to notify in writing the Board of Directors and the Board of Supervisors of transactions between ABBANK, its Subsidiaries, and other companies in which ABBANK controls more than fifty percent (50%) of the charter capital with members of the Board of Supervisors or with related persons of members of the Board of Supervisors in accordance with the provisions of law. For the above transactions approved by the General Meeting of Shareholders or the Board of Directors, ABBANK must disclose information about these resolutions in accordance with the provisions of the securities law on information disclosure.
- 23.5. Members of the Board of Supervisors and their related persons shall not use or disclose to others inside information to carry out related transactions.
- 23.6. A member of the Board of Supervisors, if to his/her knowledge, is involved, directly or indirectly, in 01 (one) contract, an agreement or 01 (one) proposed contract or an agreement expected to be entered into with ABBANK, must declare the nature of the related interests at the meeting of the Board of Directors and the meeting of the Board of Supervisors, where the Board of Directors and the Board of Supervisors will consider whether to enter into such contracts or agreements. If he/she later learns about the existence of such interests or in any other case, that member must notify at the nearest meeting of the Board of Directors and the nearest meeting of the Board of Supervisors after he/she learns that he/she has related interests.



**Article 24. Information Security**

- 24.1. Members of the Board of Supervisors shall handle all information and documents obtained within their scope and authority with necessary care and shall be responsible for keeping the information confidential according to ABBANK's confidentiality regulations.
- 24.2. Members of the Board of Supervisors are not allowed to disclose, publish or otherwise provide to third parties confidential information, ABBANK documents and information related to the business activities of customers, ABBANK, or information that ABBANK has not yet published to the outside.
- 24.3. Members of the Board of Supervisors are not allowed to disclose state secrets and business secrets of ABBANK that they know.
- 24.4. Do not copy or use confidential information during work at ABBANK except in necessary cases to perform ABBANK's tasks according to the provisions of law or with prior written agreement of the customer.
- 24.5. Information security is still maintained after the term of office of a member of the Board of Supervisors ends.

In case of violation of information security regulations as prescribed by ABBANK and/or by law, members of the Board of Supervisors shall be responsible and subject to sanctions as prescribed by ABBANK and/or by law and shall be responsible for compensating for any damages arising from their actions.

**CHAPTER VI****BOARD OF SUPERVISORS RELATIONSHIP****Article 25. Relationship between members of the Board of Supervisors**

The members of the Board of Supervisors have an independent relationship, not dependent on each other but have coordination and collaboration in common work to ensure good implementation of the responsibilities, rights and duties of the Board of Supervisors according to the provisions of law and ABBANK Charter. The Head of the Board of Supervisors is the person who coordinates the common work of the Board of Supervisors but does not have the right to control the members of the Board of Supervisors.

**Article 26. Relationship with Shareholders**

- 26.1. The Board of Supervisors shall report on its activities at the Annual General Meeting of Shareholders in accordance with the provisions of law and the Charter of ABBANK.
- 26.2. The Board of Supervisors shall conduct unscheduled reviews and inspections upon request of major shareholders or groups of major shareholders as prescribed in the ABBANK Charter and shall submit reports as prescribed in this regulation and the ABBANK Charter.

**Article 27. Relationship with the Board of Directors**

The Board of Supervisors has an independent relationship with the ABBANK Board of Directors, and is the unit that performs the function of supervising the activities of the Board of Directors.

**Article 28. Relationship with the Board of Directors**

The Board of Supervisors has an independent and coordinated relationship with the ABBANK Board of Directors, and is the unit that performs the function of supervising the activities of the Board of Directors.

**Article 29. Relationship with Internal Audit**

The Board of Supervisors shall direct, direct and supervise the Internal Audit department in accordance with the provisions of this Regulation and other relevant regulations.

**CHAPTER VII****IMPLEMENTATION PROVISIONS****Article 30. Effective Date**

- 30.1 The operating regulations of the Board of Supervisors of An Binh Commercial Joint Stock Bank include 07 chapters, 31 articles and take effect from the date of issuance .
- 30.2 Amendments and supplements to this Regulation shall be decided by the Board of Supervisors.
- 30.3 Members of the Board of Supervisors, General Director; Directors of Blocks/Headquarters; Business Units and individuals are responsible for implementing this Regulation.

**Article 31. Transitional provisions**

- 31.1 The Board of Supervisors for the 2023 - 2027 term of ABBBANK still maintains the number of members as prescribed in Decision 15/QD-BKS.21 on promulgating the Operating Regulations of the Board of Supervisors of An Binh Commercial Joint Stock Bank until the end of the term, except in cases where ABBANK elects, appoints additional members or replaces members of the Board of Supervisors.
- 31.2 Members of the Board of Supervisors elected, appointed before date This Regulation takes effect without meeting the conditions and standards under Article 11 of this Regulation and/or falling into the cases of not being allowed to hold a position, or in the cases of not holding the same position as prescribed in Article 42, Article 43 of the Law on Credit Institutions, may continue to hold the position until the end of the term or until the end of the term of election or appointment.



**ABBANK**

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

Vào ngày / on the date: 18 -04- 2025

## **THE REMEDIAL PLAN IN CASE OF EARLY INTERVENTION**

# THE REMEDIAL PLAN IN CASE OF EARLY INTERVENTION

## CHAPTER I GENERAL PROVISIONS

### **Article 1. Purpose of developing the plan**

The proposed remedial plan in case of early intervention (hereinafter referred to as the proposed remedial plan) is developed to comply with Article 143 of the Law on Credit Institutions No. 32/2024/QH15, to ensure the ability to respond promptly to different situations in case the Bank receives early intervention.

### **Article 2. Subjects of application**

This proposed solution is applied at An Binh Commercial Joint Stock Bank.

### **Article 3. Abbreviations and definitions of terms**

#### **1. Abbreviations**

- SBV: State Bank of Vietnam
- ABBANK/Bank: An Binh Commercial Joint Stock Bank
- TCTD: Credit institution
- Shareholders' Meeting: General Meeting of Shareholders
- Board of Directors: Board of Directors of ABBANK

#### **2. Word explanation**

- a) *Early intervention* is the State Bank's application of requirements and restrictive measures to credit institutions and foreign bank branches and requesting such credit institutions and foreign bank branches to implement proposed remedial measures under the supervision of the State Bank to remedy the situation as prescribed in Clause 1, Article 156 of the Law on Credit Institutions.
- b) *Mass withdrawal* is when a credit institution is withdrawn by many depositors at the same time, leading to the credit institution being at risk of insolvency or insolvency according to the regulations of the Governor of the State Bank.
- c) *Charter capital* is the total par value of shares of a credit institution that is a joint stock company sold to shareholders.
- d) *Equity capital* includes the actual value of the credit institution's charter capital, plus some reserve funds, plus some other liabilities, minus deductions. The determination of equity capital is carried out according to the regulations of the Governor of the State Bank.

#### **Article 4. Cases in which the State Bank shall carry out early intervention**

Pursuant to Clause 1, Article 156 of the Law on Credit Institutions, the State Bank shall consider and decide to implement early intervention when the Bank falls into one or more of the following cases:

1. The accumulated loss is greater than 15% of the value of charter capital and reserve funds recorded in the most recent audited financial statements or according to the inspection and audit conclusions of competent state agencies and violates the maintenance of the minimum capital safety ratio of 8% or a higher ratio as prescribed by the Governor of the State Bank of Vietnam from time to time.
2. Below average rating as prescribed by the Governor of the State Bank of Vietnam.
3. Violation of maintaining the solvency ratio as prescribed by the Governor of the State Bank for 30 consecutive days;
4. Violation of maintaining the minimum capital safety ratio of 8% or higher as prescribed by the Governor of the State Bank of Vietnam from time to time for 06 consecutive months;
5. Mass withdrawal and report sent to State Bank.

#### **Article 5. General requirements and main measures expected in case of early intervention**

1. *The proposed remedial plan includes the following main contents:*
  - a) Information and assessment of the Bank's organizational structure and business operations;
  - b) Financial and operational status of the Bank;
  - c) Measures to be implemented to overcome each case specified in Clause 1, Article 156 of the Law on Credit Institutions;
  - d) Roadmap and deadline for implementing each remedial measure.
2. *General requirements for implementing remedial measures in cases of early intervention:*
  - a) Identify the cause for early intervention and update and adjust the proposed remediation plan (if necessary).
  - b) Implement remedial measures specifically identified for each early intervention case.
  - c) Report and fully comply with the requirements of the State Bank and legal regulations; closely coordinate with relevant competent agencies and organizations.

### **3. Main remedies in case of early intervention:**

- a) Increase charter capital and implementation time; roadmap for reducing the share ownership ratio and capital contribution of shareholders as prescribed in Point b, Clause 1, Article 159 of the Law on Credit Institutions
- b) Improve liquidity; increase holdings of highly liquid assets; sell, transfer assets and other solutions to meet safety requirements in banking operations;
- c) Improve business performance;
- d) Improve management and operational capacity;
- e) Handling of existing financial weaknesses, bad debts, secured assets and measures to remedy violations of the law;
- f) Communication and information technology measures to overcome liquidity difficulties.

## **CHAPTER II**

### **INFORMATION, ASSESSMENT OF ORGANIZATIONAL STRUCTURE AND BUSINESS FINANCIAL STATE AND PERFORMANCE OF THE BANK**

#### **Article 6. Information and assessment of organizational structure and business activities**

##### **1. Information on Establishment and Operation License**

- a) First establishment and operation license No. 0031/NH-GP dated April 15, 1993Z, re-issued license No. 120/GP-NHNN dated December 12, 2018, has been updated, amended and supplemented according to Decision No. 2575/QD-NHNN dated December 13, 2019, Decision No. 1466/QD-NHNN dated September 14, 2021, Decision No. 672/QD-NHNN dated April 12, 2022 and Decision No. 1360/QD-NHNN dated July 13, 2023 of the Governor of the State Bank of Vietnam.
- b) Business registration number: 0301412222, first registered by the Business Registration Office under the Department of Planning and Investment of Ho Chi Minh City on May 17, 1993, 29th change registered by the Business Registration Office under the Department of Planning and Investment of Hanoi on June 28, 2023.

##### **2. Network operations**

- a) Head office: 1st, 2nd, 3rd Floor, Geleximco Building, 36 Hoang Cau, O Cho Dua Ward, Dong Da District, Hanoi City.
- b) Branches, Transaction Offices: As of December 31, 2024, the Bank has 35 Branches and 130 Transaction Offices in provinces and cities across the country.

### **3. *Management structure***

ABBANK's management structure follows the model of a joint stock company, including: General Meeting of Shareholders, Board of Directors, Board of Supervisors and General Director. ABBANK's management structure complies with the provisions of the Law on Credit Institutions and other relevant laws.

The roles, tasks, responsibilities, powers and personnel structure of the Bank's management and administration are specifically stipulated in the ABBANK Charter.

### **4. *Business activities***

The Bank conducts monetary business and banking services with the contents of receiving deposits, granting credit, providing payment services, treasury and other banking activities and business activities nationwide and abroad in accordance with the License issued by the State Bank and the provisions of law. The main activities of the Bank include:

- Monetary intermediary activities include: capital mobilization such as receiving demand deposits, term deposits, savings deposits, issuing deposit certificates, promissory notes, treasury bills, bonds to mobilize domestic and foreign capital; borrowing short-term capital from the State Bank of Vietnam in the form of refinancing; borrowing capital from credit institutions and financial companies; entrusting, accepting entrustment, acting as an agent in fields related to banking activities, insurance business, asset management according to regulations of the State Bank of Vietnam;
- Short-term, medium-term and long-term lending, financial leasing, bank guarantees;
- Other financial services: providing domestic and international payment services and other banking services permitted by the State Bank of Vietnam; international trade finance services;
- Other credit activities: issuing credit cards; discounting, rediscounting negotiable instruments and other valuable papers;
- Financial service support activities: banking and financial consulting; buying and selling government bonds and corporate bonds; gold trading; participating in treasury bill bidding; buying and selling negotiable instruments, treasury bills, SBV bills and other valuable papers on the money market;
- Capital contribution, share purchase, investment in government bond futures contracts; and
- Securities depository, e-wallet, debt purchase activities.

## Article 7. Assessment of financial status and operations

### 1. Some financial indicators as a basis for evaluation:

Unit: million VND, %

STT	Target	12/31/2024	12/31/2023
1	Total assets	176,619,412	161,977,364
2	Equity	13,936,837	13,349,434
3	Charter capital	10,350,368	10,350,368
4	Total capital mobilized from the economy	109,959,587	115,654,059
5	Total outstanding credit to the economy	110,098,929	102,448,052
6	Profit before tax	778,549	513,288
7	Profit after tax	627,225	398,229
8	ROE	4.60%	3.03%
9	ROA	0.37%	0.27%
10	Bad debt ratio	2.48%	2.17%

Source: Audited financial statements

(Data and detailed information according to the Bank's financial statements).

### 2. Asset quality

#### a) Credit status

- Following the Prime Minister's direction on prioritizing growth support associated with macroeconomic stability, inflation control in Resolution 01/NQ-CP and the directives of the State Bank of Vietnam, ABBANK has implemented synchronous credit solutions, removed difficulties, and increased access to credit for people and businesses. ABBANK targets businesses and people who need to expand production, develop safe and healthy business, have feasible and sustainable business plans but lack capital. At the same time, consider reasonable preferential interest rates for people and businesses with legitimate and legal needs but facing difficulties in accessing capital.
- ABBANK promotes communication, dissemination of knowledge, information widely, fully, clearly, transparently and promptly about loan programs, products, and ways to access capital so that people can grasp and access policies with a variety

of media such as: website, leaflets, call centers, information posted at transaction points, etc. Periodically every month, ABBANK updates and announces interest rates on the Bank's website, including information on programs and preferential credit packages applicable to each specific customer group.

- For existing customers, ABBANK continues to implement interest rate/fee reduction mechanisms according to decentralization, reviewing preferential interest rate policies for each customer group to promptly support customers to overcome difficult times and restore production and business activities. Up to now, ABBANK has implemented 5 interest rate reduction adjustments, with reductions ranging from 0.3% to 0.7%/adjustment. At the same time, the Bank has adjusted its business plan and profit targets to focus on reducing lending rates for existing loans and new loans.
- The Bank also reviewed operating costs, focused investments, increased technology application, digitalized banking operations, digitized credit granting processes, provided better customer experience, streamlined procedures to increase customers' access to capital and shorten customer service time, contributing to reducing the Bank's operating costs and capital costs.
- For lending activities of other credit institutions: all loans to other credit institutions are group 1 debts, fully and timely recovered in principal and interest.
- For investment in bonds issued by other credit institutions: Bonds issued by other credit institutions invested by AB BANK are all group 1 debts, fully and timely recovered in principal and interest.

b) Asset quality

- ABBANK maintains control over the bad debt ratio and measures to handle bad debt have been basically effective. As of December 31, 2024, the total outstanding bad debt is VND 3,841,212 million, corresponding to a bad debt ratio of 2.48% (the bad debt ratio is lower than the level of 2.52% as of September 30, 2024).
- Debt restructuring, interest exemption, reduction and maintaining the debt group according to Circulars of the State Bank: Based on the report on the implementation of debt restructuring, maintaining the debt group according to Circular 02/2023/TT-NHNN and for customers damaged by storm No. 03, storm Yagi at December 31, 2024, the total outstanding principal is 454,740 million VND and interest is 50,134 million VND.
- Bad debt sold to Vietnam Asset Management Company (VAMC), recovery ability, recovery measures: As of December 31, 2024, the outstanding principal debt sold to VAMC is still being monitored: VND 4,492 billion. As of March 31, 2025, the outstanding principal debt sold to VAMC has decreased to VND 4,302 billion. From September 2024 to the end of the first quarter of 2025, ABBANK

will not sell new debts to VAMC. It is expected that in 2025, the Bank will not sell new debts to VAMC and will actively buy back to reduce the debt portfolio sold to VAMC.

- Debt investment in corporate bonds: not incurred.
- Interest accrued but not yet accrued: does not arise.

### **3. *Business results***

Pre-tax profit in 2024 will reach VND 779 billion, up 52% compared to 2023 thanks to the Bank's focus on collecting off-balance sheet debt and taking advantage of positive signals from the market to grow investment activities (Details according to the Bank's financial statements)

### **4. *Liquidity situation and compliance with safety limits and ratios***

In 2024, ABBANK maintains liquidity ratios in compliance with internal limits, meeting the Bank's risk appetite and the State Bank's regulations.

ABBANK complies with the limits and safety ratios as prescribed in the Law on Credit Institutions, Circular 22/2019/TT-NHNN, Circular 41/2016/TT-NHNN and amended and supplemented documents.

### **5. *Internal control system***

ABBANK complies with the provisions of Circular 13/2018/TT-NHNN and amended documents on the internal control system.

## **CHAPTER III**

### **EXPECTED SOLUTIONS AND IMPLEMENTATION ROADMAP AND TIMELINE**

#### **Article 8. Expected remedial measures and implementation roadmap and deadline**

- 1. The proposed remedial plan in case ABBANK's accumulated losses are greater than 15% of the value of charter capital and reserve funds recorded in the most recent audited financial statements or according to the inspection and audit conclusions of competent state agencies and violates the maintenance of the minimum capital safety ratio of 8% or a higher ratio as prescribed by the Governor of the State Bank of Vietnam from time to time.***

The expected measures, roadmap and implementation deadline for each measure are as follows:



<b>No.</b>	<b><i>Proposed measures</i></b>	<b><i>Time of execution</i></b>
1.1	Measures to improve business performance	6 – 12 months
1.2	Cost cutting measures	6 – 12 months
1.3	Measures to mobilize all possible financial resources to offset losses	6 – 12 months
1.4	Measures to improve capital safety ratio	
a	Measures to improve Equity	
	+ Increase charter capital and have a roadmap to reduce share ownership ratio	6 – 12 months
	+ Increase Tier 2 Capital	3 – 6 months
b	Measures to improve the quality of Risk Assets	6 – 12 months
1.5	Other measures	6 – 12 months

**2. *Expected remedial measures in case of below average rating as prescribed by the Governor of the State Bank***

The expected measures, roadmap and implementation deadline for each measure are as follows:

<b>No.</b>	<b><i>Proposed measures</i></b>	<b><i>Time of execution</i></b>
2.1	Measures to improve the Capital index group (C)	6 – 12 months
2.2	Measures to improve the group of Asset Quality indicators (A)	9 – 12 months
2.3	Measures to improve the group of indicators of Executive Management (M)	6 – 12 months
2.4	Measures to improve the group of indicators Business performance (E)	6 – 12 months
2.5	Measures to improve the group of indicators of Solvency (L)	3 – 6 months
2.6	Measures to improve the index group Sensitivity to market risk (S)	3 – 6 months

**3. *Expected remedial plan in case of violation of maintaining solvency ratio as prescribed by the Governor of the State Bank for 30 consecutive days.***

The expected measures, roadmap and implementation deadline for each measure are as follows:

<b>No.</b>	<b><i>Proposed measures</i></b>	<b><i>Time of execution</i></b>
3.1	Measures to improve liquidity; increase holdings of highly liquid assets; sell or transfer unprofitable or high-risk assets	3 – 6 months
3.2	Measures to request support from the State Bank	1 – 3 months
3.3	Measures to improve net cash outflow	Daily
3.4	Other measures	1 – 3 months

**4. *Expected remedial plan in case of violation of maintaining minimum capital safety ratio of 8% or higher ratio as prescribed by the Governor of the State Bank of Vietnam from time to time for 6 consecutive months***

The expected measures, roadmap and implementation deadline for each measure are as follows:

<b>No.</b>	<b><i>Proposed measures</i></b>	<b><i>Time of execution</i></b>
4.1	Measure Management, development of equity capital	
	+ Increase charter capital and have a roadmap to reduce share ownership ratio	6 – 12 months
	+ Increase Tier 2 Capital	3 – 6 months
4.2	Measures to improve the quality of assets	6 – 12 months
4.3	Measures to handle existing financial weaknesses, bad debts, and secured assets	9 – 12 months
4.4	Other measures	6 – 12 months

**5. *Expected solution in case of mass withdrawal and report to State Bank***

The expected measures, roadmap and implementation deadline for each measure are as follows:

<b>TT</b>	<b><i>Proposed measures</i></b>	<b><i>Time of execution</i></b>
5.1	Measures on communication and information technology to overcome liquidity difficulties: <ul style="list-style-type: none"> <li>- Communication work: external communication, internal communication, psychological reassurance, minimizing negative effects; strictly controlling adverse information that affects the bank's reputation.</li> <li>- Information technology: ensures the system operates stably and continuously, has a response plan in case of sudden increase in transactions; data is updated</li> </ul>	7 - 30 days

	continuously, promptly and accurately to serve data exploitation, update the liquidity status of the Bank, promptly provide forecasts/warnings from which appropriate and effective solutions can be found.	
5.2	Measures to ensure treasury safety	Daily
5.3	Liquidity support measures	Daily
5.4	Measures from business, customer care	Daily
5.5	Approaches and support from the State Bank and partners	Daily
5.6	Other measures	Daily

## CHAPTER IV

### TERMS OF IMPLEMENTATION

#### **Article 9. Entry into force**

1. The proposed remedial plan shall take effect from the date of approval by the General Meeting of Shareholders.
2. In case the proposed Remedial Plan has been approved by the General Meeting of Shareholders and the State Bank has requested for adjustment (amendment, supplement), the adjustment of the proposed Remedial Plan according to the State Bank's opinion will be implemented by the Board of Directors. Assign/authorize the Board of Directors to adjust, supplement, and detail the contents of this Plan in accordance with the provisions of law, the actual situation of ABBANK and/or the direction and guidance of the management agency and report to the State Bank of Vietnam.
3. In case the provisions of relevant laws have not been mentioned in this Plan or in case there is a change in the provisions of relevant laws leading to the content of this Plan being in conflict with the provisions of law, the relevant provisions of law shall naturally apply.

*This proposed remedial plan was approved by the ABBANK General Meeting of Shareholders on April 18, 2025./.*

**APPROVAL OF THE RESIGNATION  
AND ELECTION OF REPLACEMENT MEMBERS  
OF THE BOARD OF DIRECTORS  
DIRECTORS (TERM OF ELECTED MEMBERS 2025-2027);**



Hanoi, March 26, 2025

ĐẠI HỘI ĐỒNG CỔ ĐÔNG ĐÃ THÔNG QUA VĂN BẢN NÀY  
GENERAL SHAREHOLDERS MEETING APPROVED THIS DOCUMENT

**SUBMISSION TO THE GENERAL MEETING OF THE SHAREHOLDERS**

Vào ngày / on the date: **18-04-2025** *On Dismissal and election of replacement members of the Board of Directors*

**To: Shareholders of An Binh Commercial Joint Stock Bank (ABBANK)**

**1. Reasons for dismissal and election of replacement a member of the Board of Directors**

The ABBANK General Meeting of Shareholders on April 28, 2023 approved the number of members of the Board of Directors for the 2023 - 2027 term, including 07 members, and approved the election of the following personnel: Mr. Dao Manh Khang, Mr. Vu Van Tien, Dato' John Chong Eng Chuan, Mr. Foong Seong Yew, Mr. Nguyen Danh Luong, Ms. Do Thi Nhung and Mr. Tran Ba Vinh to hold the position of Members of the ABBANK Board of Directors for the 2023 - 2027 term.

On January 5, 2025, Malayan Banking Berhad (Maybank) - a foreign shareholder owning 16.394% of the equity capital at ABBANK, sent a document to ABBANK announcing the nomination of Mr. Syed Ahmad Taufik Albar as a candidate for the position of Member of the Board of Directors of ABBANK for the 2023-2027 term and as the representative of 50% of Maybank's capital at ABBANK to replace Dato' John Chong Eng Chuan, effective immediately after completing relevant legal procedures.

On January 16, 2025, Mr. Tran Ba Vinh - Independent member of the Board of Directors submitted a resignation letter for personal reasons, effective from the time the ABBANK General Meeting of Shareholders approved the dismissal.

Pursuant to the provisions of law and the ABBANK Charter, the ABBANK Board of Directors (BOD) has announced to seek shareholders' nominations, carry out personnel preparation steps, and the BOD has submitted document No. 37/CV-HDQT.25 dated March 20, 2025 to the State Bank the expected personnel to replace the members of the BOD due to changes in capital representatives and resignation letters as presented above.

Summary information of the expected personnel is as follows:

1. Mr. Syed Ahmad Taufik Albar

Current position: Chief Executive Officer of Maybank's Community Financial Services – Representative 50% of Maybank's equity (8.197%) at ABBANK

Expected position to be elected: Member of the BOD of ABBANK

2. Mr. Trinh Thanh Hai

Current position: Independent member of the Board of Directors and Chairman of the Inspection Committee of Van Phu Investment Joint Stock Company; Non-executive member of the Board of Directors of Vinacapital Vietnam Opportunity Investment Fund (VOF).

Expected elected position: Independent member of the BOD of ABBANK.

The above-mentioned personnel are all prestigious experts, highly qualified, with many years of experience working in the field of finance and banking, fully meeting the standards and conditions prescribed by the Law on Credit Institutions.

**2. Proposal**

The BOD would like to submit to the General Meeting of Shareholders:

- 2.1. To Acknowledge the ceasing of the Board of Directors membership of Dato' John Chong Eng Chuan due to the change of Maybank's capital representative at ABBANK; to approve the dismissal of Mr. Tran Ba Vinh as an independent member of the Board of Directors who submitted his resignation letter according to his personal wishes.
- 2.2. To elect Mr. Syed Ahmad Taufik Albar as a member of the Board of Directors and Mr. Trinh Thanh Hai as an independent member of the BOD of ABBANK (term of office of the elected member: 2025-2027).

Respectfully.

**ON BEHALF OF THE BOD  
CHAIRMAN**

*(Signed)*

**Đào Mạnh Kháng**