**ABB: Annual Corporate Governance Report 2023**

On January 30, 2024, An Binh Commercial Joint Stock Bank announced Report No. 18/BC-HDQT.24 on the corporate governance of the Company in 2023 as follows:

* Name of company: An Binh Commercial Joint Stock Bank
* Head office address: 1st, 2nd and 3rd floors, Gelaximco Buiding, No, 36 Hoang Cau Street, O Cho Dua Ward, Dong Da District, Hanoi.
* Tel: (84-24) 37612888 Fax: (84-24) 35190416 -Email: [info@abbank.vn](mailto:info@abbank.vn)
* Charter capital: VND 1,035,036,762,000
* Securities code: ABB
* Corporate Governance Model: The General Meeting, Board of Directors, Supervisory Board and the Managing Director.
* Internal audit: Implemented.

1. Activities of the General Meeting:

On April 28, 2023, An Binh Commercial Joint Stock Bank held an Annual General Meeting successfully. On the basis of reports, proposals and discussions, the General Meeting approved the following contents:

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| No. | General Mandate/Decision of the General Meeting | Date | Contents |
| 1 |  | April 28, 2023 | 1. Approve the Report on the production and business results in 2022. 2. Approve the annual business plan for 2023, including a profit after tax target for 2023 of VND 2.826 billion. 3. Approve the Audited Financial Statements 2022 of ABBANK. 4. Approve the Report on Activities in 2022 and the orientation of activities in 2023 of the Board of Directors. The General Meeting delegates/authorizes the Board of Directors to carry out the following tasks: 5. Decide to supplement additional business sectors that are compatible with ABBANK's retail strategic direction; carry out procedures and update documentation to supplement additional business sectors as per legal regulations. 6. Review and adjust the business plan to be in line with the actual situation and directives of the state management authorities. 7. Decide to deploy the listing of ABB shares on the Hochiminh Stock Exchange when market conditions are favorable, as approved by the General Meeting. The Board of Directors is empowered to:  * Decide the timing of implementing the listing of ABB shares (transition from UPCOM). * Complete the necessary dossiers and procedures to implement the listing of ABB shares. * Decide on other related issues arising to facilitate the implementation of the listing of ABB shares.  1. Decide to implement the issue of shares under the ESOP according to the approved increase in charter capital plan by the Annual General Meeting 2022, as necessary and in line with the Bank's needs. 2. Approve the Restructuring Plan of ABBANK linked to the handling of non-performing loans for the period 2021-2025 to comply with the requirements and directives of the Prime Minister, the State Bank of Vietnam; amend, supplement, and adjust as necessary.   The Board of Directors is responsible for reporting the implementation of the delegated tasks to the General Meeting at the nearest meeting.   1. Approve the Report of the Board of Directors on the remuneration of the members of the Board of Directors and the Supervisory Board in 2022 and the proposal for 2023. 2. Approve the Board of Directors' Proposal on the allocation of reserves and distribution of profits after tax for the year 2022. This includes allocating from the profits after tax of 2022 to the reserve fund for additional charter capital of 5%, financial reserve fund of 10%, and welfare reward fund of 2%. The remaining profits after tax after allocating to reserves shall be retained and stay undistributed. 3. Approve the Report on Financial Appraisal, Activities in 2022, and the plan of activities in 2023 of the Supervisory Board. 4. Approve the list of reputable international independent audit companies including: KPMG Limited Company, Deloitte Vietnam Company Limited, Vietnam Ernst & Young Limited Company; PwC (Vietnam) Limited. The General Meeting authorizes the Board of Directors to select one of the independent audit companies from the above list to conduct the audit of ABBANK's Financial Statements for the fiscal year ending on December 31, 2023. 5. Approve the determination of the number of members of the new term Board of Directors 2023-2027 consisting of 7 members, including 02 independent members, and the number of members of the Supervisory Board consisting of 3 members, including 2 specialized members. 6. The General Meeting elected members of the Board of Directors and members of the Supervisory Board for the term 2023-2027. Specifically: 7. Member of the Board of Directors include: 8. Mr. Vu Van Tien 9. Mr. Dao Manh Khang 10. Mr. John Chong Eng Chuan 11. Mr. Foong Seong Yew 12. Mr. Nguyen Danh Luong 13. Mr. Tran Ba Vinh (independent member) 14. Ms. Do Thi Nhung (independent member) 15. Member of the Supervisory Board include: 16. Ms. Nguyen Thi Hanh Tam (executive member) 17. Ms. Pham Thi Hang (executive member) 18. Ms. Nguyen Thi Thanh Thai |

1. Board of Directors (Report of 2023).
2. Information about members of the Board of Directors:

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| No. | Member of the Board of Directors | Position (independent member, non-executive member of the Board of Directors) | Date of appointment/dismissal as members/independent member of the Board of Directors | |
| Date of appointment | Dismissal date |
| 1 | Mr. Dao Manh Khang | Chair of the Board of Directors, non-executive member of the Board of Directors | May 27, 2011 |  |
| 2 | Mr. Vu Van Tien | Vice Chair of the Board of Directors (Non-executive member of the Board of Directors) | June 10, 2003 |  |
| 3 | Mr. Nguyen Danh Luong | Non-executive member of the Board of Directors | April 25, 2018 |  |
| 4 | Mr. Tran Ba Vinh | Non-executive and independent member of the Board of Directors | April 28, 2023 |  |
| 5 | Ms. Do Thi Nhung | Non-executive and independent member of the Board of Directors | April 28, 2023 |  |
| 6 | Mr. John Chong Eng Chuan | Non-executive member of the Board of Directors | April 28, 2023 |  |
| 7 | Mr. Foong Seong Yew | Non-executive member of the Board of Directors | April 28, 2023 |  |
| 8 | Mr. Soon Su Long | Non-executive member of the Board of Directors | April 25, 2018 | April 28, 2023 (term expired) |
| 9 | Mr. Jason Lim Tsu Yang | Non-executive member of the Board of Directors | June 12, 2020 | April 28, 2023 (term expired) |
| 10 | Mr. Luu Van Sau | Non-executive and independent member of the Board of Directors | April 25, 2018 | April 28, 2023 (term expired) |

1. Board Resolutions/Board Decisions 2023:

In 2023, the Board of Directors approved and promulgated many Resolutions/Decisions on mechanisms, policies, regulations on internal governance, investments, transactions with related parties and other issues under the authorities of the Board of Directors:

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| No. | Board Resolution/Board Decision | Date | Contents |
| 1 | 01.1/NQ-HDQT.23 | January 17, 2023 | Approve on the adjustments for the year 2023 in ABBANK's medium-term plan (2021 - 2025): |
| 2 | 01/NQ-HDQT.23 | January 30, 2023 | Accept Mr. Nguyen Manh Quan to cease assuming the duties and authorities of ABBANK's Managing Director. |
| 3 | 02/NQ-HDQT.23 | January 30, 2023 | Personnel planned for appointment as ABBANK's Managing Director - Ms. Le Thi Bich Phuong. |
| 4 | 03/NQ-HDQT.23 | January 30, 2023 | Approve on Ms. Le Thi Bich Phuong as the person assuming the duties and authorities of ABBANK's Managing Director. |
| 5 | 04/NQ-HDQT.23 | March 06, 2023 | Convenne and draft the agenda and documents for ABBANK's General Meeting 2023. |
| 6 | 05/NQ-HDQT.23 | March 06, 2023 | Approve on the nominations for independent members of the Board of Directors. |
| 7 | 06/NQ-HDQT.23 | March 06, 2023 | Approve on the planned number of Board of Directors' members, Supervisory Board's members, and the list of candidates for the 2023-2027 term. |
| 8 | 07/NQ-HDQT.23 | April 28, 2023 | Election of the Chair, Vice Chair of ABBANK's Board of Directors for the 2023-2027 term. |
| 9 | 08/NQ-HDQT.23 | April 28, 2023 | Implementation of reserves allocation from profits after tax of 2022. |
| 10 | 09/NQ-HDQT.23 | April 28, 2023 | Approve on the restructuring plan of ABBANK linked to bad debt resolution for the period 2021-2025. |
| 11 | 10/NQ-HDQT.23 | June 05, 2023 | Registration of new charter capital after the end of the share issue for dividend distribution. |
| 12 | 11/NQ-HDQT.23 | August 09, 2023 | Approve the plan on the first round of private placement of bonds in 2023. |
| 13 | 12/NQ-HDQT.23 | August 10, 2023 | Cease the assumption of duties and authorities of the Managing Director & dismissal of the Deputy Managing Director position for Ms. Le Thi Bich Phuong. |
| 14 | 13/NQ-HDQT.23 | August 10, 2023 | Appointment of Deputy Managing Director position for Mr. Pham Duy Hieu. |
| 15 | 14/NQ-HDQT.23 | August 10, 2023 | Assign of the person assuming the duties and authorities of ABBANK's Managing Director. |
| 16 | 15/NQ-HDQT.23 | August 10, 2023 | Planned appointment of ABBANK's Managing Director - Mr. Pham Duy Hieu. |
| 17 | 16/NQ-HDQT.23 | October 10, 2023 | Approve on the registration for private placement of bonds issued by ABBANK. |
| 18 | 17/NQ-HDQT.23 | November 03, 2023 | Approve the plan for private placement of bonds for the 2nd round in 2023 |
| 19 | 01/QD-HDQT.23 | January 03, 2023 | Decision on the promulgation for regulations of management and use of seals at ABBANK. |
| 20 | 02/QD-HDQT.23 | January 10, 2023 | Decision on promulgating policies of centralized risk management |
| 21 | 37-1/QD-HDQT.23 | February 09, 2023 | Decision on the purchase and sale of debts of An Binh Commercial Joint Stock Bank (ABBank). |
| 22 | 38/QD-HDQT.23 | February 10, 2023 | Decision on the promulgation of the internal credit rating system. |
| 23 | 39/QD-HDQT.23 | February 16, 2023 | Decision on authorizing ABBANK's representative to stand for election as members of the Board of Directors and Supervisory Board at International Electricity Corporation (EIC) for the term 2023-2028. |
| 24 | 44/QD-HDQT.23 | February 28, 2023 | Decision on revoking Board Decision No. 08/QD-HDQT.14 dated January 17, 2014 and Board Decision No. 154/QD-HDQT.17 dated September 28, 2017. |
| 25 | 52/QD-HDQT.23 | February 28, 2023 | Decision on amending and supplementing the Regulations on Debt Handling Regulations announced with Board Decision No. 63/QDHDQT.18 dated April 3, 2018. |
| 26 | 57/QD-HDQT.23 | March 10, 2023 | Decision on establishing the Project Steering Committee "Building Hybrid Cloud Infrastructure and implementing 04 User cases on cloud environment". |
| 27 | 59-1/QD-HDQT.23 | March 21, 2023 | Decision of the anti-corruption and anti-criminal steering committee for 2023. |
| 28 | 61/QD-HDQT.23 | March 22, 2023 | Decision on amending and supplementing the Regulations on safety limit rate in ABBANK's operations announced with Board Decision No. 09/QD.HDQT.20 dated February 4, 2020. |
| 29 | 62/QD-HDQT.23 | March 22, 2023 | Decision on the Promulgation of guarantee regulations for customers |
| 30 | 63/QD-HDQT.23 | March 22, 2023 | Decision on amending the organization and operation regulations of the credit approval levels at ABBANK (Decision No. 141/QD-HDQT.20 dated September 7, 2020). |
| 31 | 71/QD-HDQT.23 | April 04, 2023 | Decision on promulgating the Risk Appetite for 2023. |
| 32 | 79/QD-HDQT.23 | April 10, 2023 | Decision on implementing the issue of shares for dividend payment. |
| 33 | 83/QD-HDQT.23 | April 28, 2023 | Assign duties to members of the Board of Directors |
| 34 | 84/QD-HDQT.23 | April 28, 2023 | Personnel overhaul of the Credit Review Department. |
| 35 | 85/QD-HDQT.23 | April 28, 2023 | Personnel overhaul of the Credit Control Department & Human Resource Department. |
| 36 | 86/QD-HDQT.23 | April 28, 2023 | Personnel overhaul of the Risk Management Department. |
| 37 | 87/QD-HDQT.23 | April 28, 2023 | Personnel overhaul of the Human Resources Department |
| 38 | 89/QD-HDQT.23 | May 09, 2023 | Promulgate the Project Management Regulations at ABBANK |
| 39 | 90/QD-HDQT.23 | May 09, 2023 | Decision on changing the location of Quyet Thang Transaction Office. |
| 40 | 91/QD-HDQT.23 | May 09, 2023 | Decision on changing the location of Binh Phuoc Transaction Office. |
| 41 | 96/QD-HDQT.23 | May 10, 2023 | Decision on promulgating the Interest Rate Risk Governance policy at ABBANK. |
| 42 | 97/QD-HDQT.23 | May 10, 2023 | Decision on promulgating the Liquidity Risk Governance policy. |
| 43 | 98/QD-HDQT.23 | May 12, 2023 | Decision on promulgating the Operating Regulations and Procedures of ABBANK's Transaction Offices. |
| 44 | 99/QD-HDQT.23 | May 12, 2023 | Decision on promulgating regulations on Customer Service Centers and Transaction Offices of ABBANK's Banking Cluster. |
| 45 | 100/QD-HDQT.23 | May 12, 2023 | Decision on establishing and promulgating Operation Regulations of the Business Center of ABBANK's Banking Cluster and Sale Points of Banking Cluster. |
| 46 | 101/QD-HDQT.23 | May 12, 2023 | Decision on establishing Regulations on the Operation and Activities of Credit Approval Levels. |
| 47 | 102/QD-HDQT.23 | May 16, 2023 | Decision on establishing a steering committee and organizing committee for the 30th Anniversary Celebration Program of ABBANK. |
| 48 | 114/QD-HDQT.23 | May 31, 2023 | Decision on promulgating the criteria for classification of Transaction Offices. |
| 49 | 115/QD-HDQT.23 | May 31, 2023 | Decision on amending and supplementing the restructuring regulations of debt repayment terms announced with Decision No. 210/QD- HDQT.22. |
| 50 | 123/QD-HDQT.23 | June 09, 2023 | Decision on repealing Decision No. 154/QD-HDQT.21 and Decision No. 93/QD-HDQT.22 on the announcement of the plan for allocating SME sales points at the Business Units |
| 51 | 124/QD-HDQT.23 | June 13, 2023 | Decision on promulgating regulations on trading corporate bonds |
| 52 | 150/QD-HDQT.23 | June 14, 2023 | Decision on appointing representatives of ABBANK to run for membership in the Board of Directors and the Board of Supervisors at Dien Luc 3 Joint Stock Company |
| 53 | 169/QD-HDQT.23 | June 27, 2023 | Decision on promulgating regulations on updating and changing the names of Business Units |
| 54 | 216/QD-HDQT.23 | August 29, 2023 | Decision on establishing the Project Steering Committee "Bank Strategy Renewal Project" |
| 55 | 217/QD-HDQT.23 | August 30, 2023 | Decision on promulgating lending regulations for Customers |
| 56 | 241/QD-HDQT.23 | October 02, 2023 | Decision on changing the address of the Tay Ninh Branch |
| 57 | 243/QD-HDQT.23 | October 04, 2023 | Decision on promulgating regulations on the organization and operation of the Human Resource Department. |
| 58 | 248/QD-HDQT.23 | October 06, 2023 | Establishment of regulations for drafting, promulgation, and management at ABBANK |
| 59 | 273/QD-HDQT.23 | November 03, 2023 | Establishment of Internal Security Committee and promulgation of regulations on organization and activities of the Internal Security Committee |
| 60 | 282/QD-HDQT.23 | November 13, 2023 | Change of address for Phu Bai Transaction Office |
| 61 | 283/QD-HDQT.23 | November 14, 2023 | Decision on amending the debt handling Regulations accompanying Decision No. 63/QD-HDQT.18 |
| 62 | 295/QD-HDQT.23 | November 24, 2023 | Reconstitution of the Anti-Corruption and Crime Steering Committee of ABBANK |
| 63 | 323/QD-HDQT.23 | December 27, 2023 | Decision on changing the name from Phu Bai to Nam Thua Thien Hue |

In 2023, the Board of Directors/Chair of the Board of Directors announced many other Decisions within the authority of the Board of Directors/Chair of the Board of Directors, such as Decisions on recruitment, appointment, reappointment, concurrent appointment, transfer, termination of labor contracts, and disciplinary actions against employees...

1. Supervisory Board/Audit Committee:
2. Information about the members of the Supervisory Board

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| --- | --- | --- | --- | --- |
| No. | Member of the Supervisory Board | Position | Date of appointment/dismissal as member of the Supervisory Board | Qualification |
| 1 | Ms. Nguyen Thi Hanh Tam | Chief of the Supervisory Board: | Appointed on April 25, 2018 | Bachelor in Accounting;  Chief Accountant Certification; Master of Business Administration |
| 2 | Ms. Pham Thi Hang | Executive member | Appointed on April 25, 2018 | Bachelor in Finance - Credit;  Bachelor in Laws  Master of Finance and Banking |
| 3 | Ms. Nguyen Thi Thanh Thai | Semi-executive member | Appointed on April 25, 2018 | Bachelor in Credit |

1. Executive Board.

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| No. | Member of the Board of Management | Date of birth | Qualification | Date of appointment/dismissal as member of the Board of Management |
| 1 | Mr. Pham Huy Hieu | February 26, 1978 | Master of Economics  Bachelor in English | Date of appointment of duties and powers of Managing Director of ABBANK  August 10, 2023 |
| 2 | Mr. Nguyen Manh Quan - Deputy Managing Director, Person in charge of the duties and powers of the Managing Director | April 02, 1973 | Master in Business Administration  Bachelor in Finance and Accounting  Bachelor in Foreign Language | Date of appointment  June 19, 2015 |
| 3 | Ms. Nguyen Thi Huong - Deputy Managing Director | August 03, 1973 | Master of Development Economics;  Bachelor in Business and Commerce | Date of appointment  January 21, 2016 |
| 4 | Mr. Do Lam Dien - Deputy Managing Director | April 10, 1973 | Master of Economics and Finance;  Bachelor in Finance - Credit  Bachelor in English Linguistics. | Date of appointment  August 08, 2017 |
| 5 | Mr. Lai Tat Ha - Deputy Managing Director | November 21, 1978 | Master of Finance | Date of appointment  October 08, 2019 |
| 6 | Mr. Khuong Duc Tiep - Deputy Managing Director | January 10, 1981 | Bachelor in Business Administration  Master of Business Administration | Date of appointment  April 19, 2022 |

1. Chief Accountant

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| Full name | Date of birth | Qualification: | Date of appointment /dismissal |
| Mr. Bui Quoc Viet | June 13, 1975 | Bachelor in Corporate Finance;  Master of Business Administration | January 01, 2011 |

1. Training on corporate governance
2. List of related persons of the public company (Report in 2023) and transaction

of related persons of the company with the company itself.

1. Transactions between the Company and related persons of the Company, or between the Company and principal shareholders, PDMR, or related persons of PDMR:

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| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Name of organization/individual | Relations with the Company | NSH\* No., date of issue, place of issue | Head office address/Contact address | Time of transaction with the Company | General Mandate/Decision of the General Meeting of Shareholder No. or Board Resolution/Decision No. (including date of promulgation, if any) | Content, quantity, total value of transaction | Note |
| 1 | An Binh Securities Joint Stock Company | Related company of principal shareholder - Geleximco and PDMR of ABBANK | 16/UBCK-GPHDKD issued by the State Securities Commission on September 29, 2006 | 16th Floor, Geleximco Building, 36 Hoang Cau Street, O Cho Dua Ward, Dong Da District, Hanoi. | March 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK10-2023 | Contract for using custody support services of ABS.  Maximum: VND 30 million/1 month |  |
| 2 | Vu Thi Thu Quynh | Related person of PDMR of ABBANK |  |  | March 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK17-2023 | Issue of credit card limit of VND 500 million |  |
| 3 | Nguyen Quoc Huy | Deputy Managing Director of principal shareholder - Geleximco | 011818295, issued on April 10, 2010, Hanoi | 8th Floor, Geleximco Building, 36 Hoang Cau Street, O Cho Dua Ward, Dong Da District, Hanoi. | September 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK49- 2023 | Issue of overdraft limit of VND 5 billion |  |
| 4 | An Binh Securities Joint Stock Company | Related company of principal shareholder - Geleximco and PDMR of ABBANK | 16/UBCK-GPHDKD issued by the State Securities Commission on September 29, 2006 | 16th Floor, Geleximco Building, 36 Hoang Cau Street, O Cho Dua Ward, O Cho Dua Ward, Dong Da District, Hanoi. | October 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK54-2023 | Renewal of credit limit of VND 350 billion |  |
| 5 | Nguyen Phung Anh | Related person of PDMR of ABBANK |  |  | November 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK60-2023 | Issue of credit limit for Ms. Nguyen Phung Anh VND 900 million |  |
| 6 | Huynh Thi Huong Thao | Related person of PDMR of ABBANK |  |  | December 2023 | Based on the comprehensive voting results of the Board of Directors in Proposal No. ABBANK65- 2023 | Issue of credit for Ms. Huynh Thi Huong Thao VND 1 billion |  |

Notes: NSH Number\*: ID Card/Passport No. (as for individuals) or the Business Registration Certificate No., License on operation or equivalent legal documents (as for organizations).

"Additionally, ABBANK, its subsidiaries, and members of the Board of Directors, Supervisory Board, Managing Director, Deputy Managing Director, Chief Accountant, and related parties may engage in contracts and transactions related to operations such as: savings deposits, withdrawal of savings, interest on deposits, and issue of credit card limits (if any) under applicable laws.

1. Transactions between Company’s PDMR, related persons of PDMR and subsidiaries or companies controlled by the Company None.
2. Transactions between the Company and other entities
   1. Transactions between the Company and the company in which members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers have been founding members or members of the Board of Directors or Executive Manager (the Managing Director) for the past three (03) years (calculated at the date of reporting). As mentioned in point 2, section VII.
   2. Transactions between the Company and companies executed by the related people of members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers who are members of the Board of Directors or Executive Manager (Managing Director). None
   3. Other transactions of the Company (if any) which can bring material or non-material benefits to members of the Board of Directors, members of the Supervisory Board, Executive Manager (Managing Director) and other managers: None.
3. Share transactions of PDMR and related persons of PDMR in 2023
4. Company’s share transaction of PDMR and related persons.

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| --- | --- | --- | --- | --- | --- | --- | --- |
| No. | Transaction conductor | Relations with PMDR | Number of shares owned at the beginning of the period | | Number of shares owned at the end of the period | | Reasons for increase or decrease (buy, sell, convert, reward, ...) |
| Number of shares | Rate (%) | Number of shares | Rate (%) |
| 1 | Nguyen Danh Luong | Independent member of the Board of Directors | 232,166 | 0.02% | 365,382 | 0.035% | Purchase of 100,000 shares and granted 33,216 bonus shares |
| 2 | Khuong Duc Tiep | Deputy Managing Director | 0 | 0 | 1,100,000 | 0.106% | Purchase of 1,000,000 shares and granted 100,000 bonus shares |
| 3 | Nguyen Thi Diem Phuong | Younger brother-in-law of the Chief of the Supervisory Board | 4,560 | 0.00 | 858 | 0.00% | Sale of 3,780 shares and granted 78 bonus shares |
| 4 | Dinh Hong Kien | Son of member of the Supervisory Board | 0 | 0 | 1,760 | 0.00% | Purchase of 1,600 shares and granted 160 bonus shares |

1. Other significant issues: None