



Niềm tin và thịnh vượng

CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM
Độc lập – Tự do – Hạnh phúc
SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

Số/ No.: 35 /2025/CV-HĐQT

Tp. Hồ Chí Minh, ngày 28 tháng 03 năm 2025
Ho Chi Minh City, March 28, 2025

CÔNG BỐ THÔNG TIN TRÊN CÔNG THÔNG TIN ĐIỆN TỬ
CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SỞ GIAO DỊCH CHỨNG KHOÁN TP.HCM
INFORMATION DISCLOSURE ON THE ELECTRONIC PORTAL OF THE STATE SECURITIES COMMISSION AND THE HO CHI MINH CITY STOCK EXCHANGE

Kính gửi: Ủy ban Chứng khoán Nhà nước
Sở giao dịch Chứng khoán TP.Hồ Chí Minh (HOSE)
To: State Securities Commission
Ho Chi Minh City Stock Exchange (HOSE)

Tên tổ chức: **NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN PHƯƠNG ĐÔNG**

Organization name: **ORIENT COMMERCIAL JOINT STOCK BANK**

Mã chứng khoán: **OCB**

Stock symbol: **OCB**

Trụ sở chính: Tòa nhà The Hallmark, 15 Trần Bạch Đằng, P. Thủ Thiêm, TP. Thủ Đức, TP.Hồ Chí Minh.

Head office: *The Hallmark Building, No. 15 Tran Bach Dang, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City.*

Điện thoại: (028) 38 220 960

Tel: (028) 38 220 960

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Người thực hiện công bố thông tin: Ông Trịnh Văn Tuấn

Information disclosing person: *Mr. Trinh Van Tuan*

Địa chỉ: Tòa nhà The Hallmark, 15 Trần Bạch Đằng, P. Thủ Thiêm, TP. Thủ Đức, TP.Hồ Chí Minh

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Loại thông tin công bố: định kỳ bất thường 24h theo yêu cầu

Type of information to be disclosed: periodic extraordinary 24h upon request

Nội dung thông tin công bố: OCB công bố thông tin về việc tổ chức họp và đường dẫn đến toàn bộ tài liệu phiên họp Đại hội đồng cổ đông thường niên OCB 2025 như sau:

Information disclosure content: OCB announces information about the organization of the Conference and the link to the full documents of the 2025 OCB Annual General Meeting of Shareholders as follows:

- Thời gian: 08 giờ 00, thứ Ba, ngày 22 tháng 04 năm 2025.
Time: 08:00, Tuesday, April 22, 2025
- Địa điểm: Khách Sạn Sheraton Sài Gòn, số 80 Đông Du (tầng 3), Phường Bến Nghé, Quận 1, TP.HCM.
Location: Sheraton Saigon Hotel, 80 Dong Du (3rd floor), Ben Nghe Ward, District 1, Ho Chi Minh City.
- Tài liệu họp: Ngày 28/03/2025, Ngân hàng TMCP Phương Đông công bố toàn bộ tài liệu họp Đại hội đồng cổ đông thường niên 2025 tại đường dẫn sau: <https://ocb.com.vn/vi/nha-dau-tu#dai-hoi-dong-co-dong>
Meeting documents: On March 28 2025, OCB announced all documents for the 2025 Annual General Meeting of Shareholders at the following link: https://ocb.com.vn/en/investors#Annual General Meeting.

Thông tin này đã được công bố trên trang thông tin điện tử của OCB tại đường dẫn: <https://ocb.com.vn/vi/nha-dau-tu#cong-bo-thong-tin> kể từ ngày 28/03/2025.

This information has been published on OCB's website at https://ocb.com.vn/vi/nha-dau-tu#cong-bo-thong-tin since March 28, 2025.

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

We confirm that the disclosed information is accurate and take full legal responsibility for its content.

Nơi nhận/ Recipients:

- Như trên/ As above
- Lưu: VP.HĐQT/ Archive: BOD Office

Đính kèm/Attached:

Tài liệu ĐHCĐ năm 2025/ Documents for the 2025 AGMS

Đại diện tổ chức
Người đại diện theo pháp luật
Organization Representative
Legal Representative



TRỊNH VĂN TUẤN



INVITATION LETTER

Re: Invitation to Attend the 2025 Annual General Meeting of Shareholders

To: Shareholders of Orient Commercial Joint Stock Bank (OCB)

Orient Commercial Joint Stock Bank (OCB)

Address: The Hallmark Building, No. 15 Tran Bach Dang Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam.

Establishment License No. 002806 GP/TLDN-03, issued on May 8, 1996.

Operating License No. 0061/NH-GP, issued by the State Bank of Vietnam on April 13, 1996.

Business Registration Certificate No. 0300852005 issued by the Ho Chi Minh City Department of Planning and Investment, first registered on May 10, 1996, with the 39th amendment registered on December 8, 2023.

The Board of Directors of Orient Commercial Joint Stock Bank (OCB) cordially invites OCB shareholders to attend the 2025 Annual General Meeting of Shareholders as follows:

- 1. Time:** 08:00 AM, Tuesday, April 22nd, 2025.
- 2. Venue:** Sheraton Saigon Hotel (3rd floor), 80 Dong Du Street, Ben Nghe Ward, District 1, Ho Chi Minh City.
- 3. Agenda:** As per the AGM agenda (attached).
- 4. Meeting format:** Physical attendance.
- 5. Meeting program and documents:** Please visit our website (www.ocb.com.vn).

Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to propose additional matters to the AGM agenda. Proposals must be submitted in writing and sent to the OCB Board of Directors Office no later than three (03) working days before the meeting date. The proposal must clearly state the shareholder's name, the number of each type of shares held, and the proposed matter for inclusion in the meeting agenda.

To ensure the quorum for the AGM, in case shareholders are unable to attend, they may authorize another individual or shareholder to attend on their behalf (using the attached Power of Attorney form provided by the Bank).

When attending the AGM, please bring this Invitation Letter, your ID Card/Citizen Identification Card/Passport, and, if applicable, the Power of Attorney (if attending as an authorized representative) to complete the registration process.

We look forward to your participation.



Recipients:

- Shareholders
- Archive: BOD Office

ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN



TRINH VAN TUAN

To ensure smooth organization and reception, we kindly request shareholders to submit their Power of Attorney forms or proposals for agenda additions (if any) no later than April 16th, 2025, to the following address: Board of Directors Office - Orient Commercial Joint Stock Bank: 29th Floor, The Hallmark Building, 15 Tran Bach Dang Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City, Vietnam. Phone: (+84 28) 3822 0960 | Extension: 68078





THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Date: April 22, 2025

Item	Time	Meeting agenda
	08:00 – 08:30	Registration of shareholders and distribution of voting cards
2	08:30 – 08:35	Opening statement and introduction of participants
3	08:35 – 08:40	Report on the verification of eligible shareholders
4	08:40 – 08:50	<ul style="list-style-type: none"> - Introduction and voting on: <ul style="list-style-type: none"> ▪ The Voting Board ▪ The working regulations for the AGM ▪ The Presidium - Appointment of the AGM Secretariat by the Presidium - Introduction and approval of the AGM agenda, voting and election rules
5	08:50 – 09:10	<ol style="list-style-type: none"> 1. Governance report by the Board of Directors (“BOD”). 2. Report on the activities of the Board of Supervisors (“BOS”).
6	09:10 – 10:00	<ol style="list-style-type: none"> 3. Proposal to approve the 2024 Financial Statements, profit distribution plan, and fund allocation for 2024. 4. Proposal for the 2025 charter capital increase plan. 5. Report on the remuneration, bonuses, and other expenses for 2024, and proposal to approve the remuneration, bonuses, and expenses for the BOD and BOS for 2025. 6. Proposal for the selection of an independent auditing firm. 7. Proposal to approve the expected remedial plan in case of early intervention. 8. Proposal to address other specific issues within the authority of the General Meeting of Shareholders.
7	10:00 – 10:10	9. Proposal for the election of members of the BOD and BOS for the 2025-2030 term.
8	10:10 – 10:20	Presentation of voting rules by the Voting Board.
9	10:20 – 10:30	Shareholders elect members of the BOD and the BOS.
10	10:30 – 11:10	Discussions on the submitted reports and proposals
11	11:10 – 11:20	Voting by shareholders on the submitted reports and proposals
12	11:20 – 11:35	15-minute break
13	11:35 – 11:45	The Voting Board announces the voting results on the contents requested for the General Meeting's opinions and announces the election results of members of the BOD and the BOS.
14	11:45 – 11:50	The BOD and BOS for the 2025-2030 term were introduced to the AGM.
15	11:50 – 11:55	<ul style="list-style-type: none"> • Presentation of the draft AGM meeting minutes by the Secretariat. • Approval of the 2025 AGM meeting minutes by the General Meeting of Shareholders.
16	11:55 – 12:00	Closing remarks of the Presidium.



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POWER OF ATTORNEY

Re: Authorization to Attend the 2025 Annual General Meeting of Shareholders
Orient Commercial Joint Stock Bank (OCB)

Grantor (Authorizing Party):

Full name of shareholder:

Nationality:

ID Card/Passport/Business License No.:

Date of issue: Place of issue:

Address:

Current shareholding:

Authorized Representative:

Full name of Authorized Representative:

Nationality:

ID Card/Passport/Business License No.:

Date of issue:

Place of issue:

Address:

Number of shares authorized*:

If the Grantor does not designate an Authorized Representative above, they may choose one of the following options by marking the corresponding box and specifying the number of shares to be authorized below.

Mr. Trinh Van Tuan - Chairman of the Board of Directors of OCB - Number of shares authorized*:

Mr. Pham Hong Hai - Chief Executive Officer of OCB - Number of shares authorized*:

Scope and Purpose of Authorization: The Authorized Representative shall act on behalf of the Grantor to attend, discuss, vote, and fully exercise all shareholder rights and obligations at the 2025 Annual General Meeting of Shareholders of OCB, scheduled to be held on April 22, 2025.

..... 2025

GRANTOR (AUTHORIZING PARTY)
(Signature, full name, and seal if applicable for legal entities)

*Note: * If the shareholder does not fill in this information, it shall be understood that they authorize the full number of shares they own.*



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MEETING REGULATIONS

ANNUAL GENERAL MEETING OF SHAREHOLDERS ON APRIL 22, 2025 ORIENT COMMERCIAL JOINT STOCK BANK (OCB)

To ensure that the 2025 Annual General Meeting of Shareholders (AGM) of Orient Commercial Joint Stock Bank (OCB) is conducted in an orderly manner and achieves its objectives, the AGM agrees to implement the following regulations:

1. The AGM attendees shall comply with the directions of the Presidium.
2. Attend the meeting on time, maintain order during the AGM, minimize movement or seat changes, switch mobile phones to silent mode, refrain from smoking, and do not bring food into the meeting hall during the AGM.
3. Do not bring flammable, explosive, or dangerous items into the meeting hall.
4. To speak during the meeting, shareholders (or authorized representatives) should raise their voting card and introduce their shareholder code. The organizing committee will provide a microphone for speaking. Shareholders or authorized representatives may also submit their opinions in writing to the Secretariat for direct delivery to the Presidium.
5. Discussions should focus on the agenda items approved by the AGM. Comments and opinions should be constructive and to the point.
6. The total number and percentage of shareholders attending the AGM will be announced during the opening procedures. If a shareholder is unable to stay until the voting session due to force majeure, they may place their voting and election ballots into the ballot box located at the entrance (with staff available for assistance). If a shareholder leaves before the AGM concludes without submitting their voting ballot, it will be deemed as agreement with the presented matters.
7. Any individual who does not comply with the Presidium's directions or violates the AGM regulations may be subject to the provisions of Article 146 of the Law on Enterprises 2020.
8. These regulations are presented for approval at the AGM and will be applied during the 2025 Annual General Meeting of OCB, held on April 22, 2025.



**VOTING REGULATIONS FOR AGENDA ITEMS
AND ELECTION RULES FOR THE BOARD OF DIRECTORS AND
BOARD OF SUPERVISORS
(TERM 2025-2030)
AT THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020;
- Pursuant to the Charter of Orient Commercial Joint Stock Bank (OCB)

I. VOTING REGULATIONS:

1. All resolutions and decisions of the General Meeting of Shareholders (GMS) shall be voted on publicly and directly at the meeting.
2. Each shareholder or legally authorized representative of a shareholder (hereinafter referred to as "Shareholder") attending the meeting will be issued one (1) Voting Card, which bears OCB's official stamp. The card contains the shareholder's name and total number of voting shares.
3. The total number of voting shares of each shareholder is determined based on the total number of ordinary shares owned and/or represented.
4. Voting method:
 - Shareholders shall exercise their voting rights by raising the Voting Card when the Chairperson calls for a vote on each agenda item.
 - Shareholders may choose one of three voting options: **"Agree," "Disagree,"** or **"No Opinion."**
 - A list of shareholders voting "Disagree" or "No Opinion" for each agenda item, including their signatures, shall be recorded and stored per OCB's regulations. Signatures from shareholders voting "Agree" will **not** be collected.
5. Approval conditions for resolutions at the GMS:

A resolution is passed when it is approved by shareholders representing more than 50% of the total voting shares of all attending shareholders, except for the following cases, which require approval by shareholders representing more than 65% of the total voting shares of all attending shareholders:

 - Approval of plans to change charter capital, including share issuance plans specifying types and quantities of newly issued shares;



- Approval of investment or fixed asset purchase/sale transactions where the investment amount, purchase price, or original book value (in case of sale) accounts for 20% or more of the charter capital stated in the latest audited financial statements;
 - Decisions on division, separation, merger, consolidation, transformation of legal form, dissolution, or filing for bankruptcy.
6. Vote counting and result announcement:
- The Vote Counting Committee shall announce the results of each voting item immediately at the meeting.
 - If any shareholder has concerns about the voting results, the Chairperson will review and decide on the matter during the meeting.
7. The voting regulations must be disclosed before shareholders proceed with voting for approval by the GMS.

II. ELECTION RULES FOR THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS

1. The GMS determines the number of members for the Board of Directors (BOD) and the Board of Supervisors (BOS) for the 2025-2030 term in accordance with these rules and OCB's Charter.
 2. Each shareholder attending the meeting will be issued an Election Ballot to vote for BOD and BOS members for the 2025-2030 term. The ballot bears OCB's official stamp and includes the shareholder's identification code, number of shares owned, total number of votes, and a list of BOD/BOS candidates for shareholders to vote on.
 3. The election of BOD and BOS members shall be conducted using the cumulative voting method, whereby each shareholder has a total number of votes equal to the number of shares owned multiplied by the number of BOD or BOS members to be elected, and shareholders may allocate all their votes to one or multiple candidates.
 4. The elected BOD and BOS members shall be determined based on the number of votes received, ranked from highest to lowest, until the required number of members is filled as per the GMS's decision.
 5. In case multiple candidates receive the same number of votes for the last available position, the GMS shall decide by Voting Card based on the following priority order:
 - Candidate with the longest tenure as a BOD/BOS member;
 - Candidate owning more shares;
 - Candidate of older age (based on date of birth);
 6. The Vote Counting Committee shall announce the election results immediately at the meeting.
7. **INSTRUCTIONS FOR COMPLETING BALLOTS (VALID BALLOTS):**
- a. If a shareholder wishes to **allocate votes evenly** to all candidates, they must mark "X" in the "Votes" column **for all candidates** on the ballot

- b. If a shareholder wishes to **allocate all votes to a single candidate**, they must mark **"X"** in the "Votes" column for that candidate and enter **"0"** in the "Votes" column for all remaining candidates.
- c. If a shareholder wishes to **distribute votes evenly among selected candidates**, they **must mark "X" in the "Votes" column** for those candidates and enter **"0" in the "Votes" column** for all others.
- d. If a shareholder **wishes to allocate different vote counts to multiple candidates**, they **must specify the exact number** of votes for each candidate.
- e. If a shareholder **does not wish to allocate votes to any candidate**, they must enter **"0" in the "Votes" column** for all candidates.
- f. Votes allocated to candidates shall be rounded down to the nearest whole number; **decimal values are not allowed.**
- g. If a shareholder makes a mistake on the ballot, they must **clearly strike through** the incorrect entry, write the correct vote count, and sign next to the correction for validation.

8. INVALID BALLOTS:

- Ballots **not issued** by the GMS Organizing Committee.
- Ballots containing **additional candidate names** that were not approved by the GMS.
- Ballots that are **torn, erased, stained, or illegible.**
- Ballots **containing blank fields** in the "Votes" column or entries in **both numbers and words.**
- Ballots with total allocated votes **exceeding the maximum number** of votes printed on the ballot.

III. All attending shareholders must strictly comply with the Chairperson's instructions and these regulations.



BOARD OF DIRECTORS REPORT ANNUAL GENERAL MEETING 2025

I. 2024 BUSINESS PERFORMANCE

1. Macroeconomic Context and Business Results

In 2024, the global landscape continued to be complex and unpredictable, with numerous risks and uncertainties. Geopolitical tensions continued to escalate, many countries reinforced trade protectionism, public debt and fiscal deficits increased, major economies weakened, and global supply chains faced disruptions —impacting peace, stability, and global economic growth. In addition, natural disasters and extreme weather events severely affected the livelihoods and socio-economic development across many nations. Despite these challenges, the global economy showed signs of stabilization, with growth reaching 3.2% in 2024, as global trade started to improve, inflationary pressures moderated toward target levels, financial market conditions remained accommodative, and labor markets recovered positively.

In this context, Vietnam's GDP growth reached 7.09% in 2024, exceeding the National Assembly's target. Total import-export turnover reached USD 786.29 billion (up 15.4% compared to 2023), and realized FDI hit a record USD 25.35 billion (up 9.4% YoY). Thanks to expansionary fiscal policy and flexible monetary management, the economy recovered steadily month by month and quarter by quarter. Exchange rates remained stable, and inflation was controlled at 3.63%, below the targeted 4–4.5%.

Key 2024 performance metrics for OCB:

Unit: VND billion, %

Indicator	2024 Result	YoY Change	% of 2024 Target
Total Assets	280,712	17%	98%
Total Credit Outstanding (TT1) ¹	180,443	20%	102%
Total Mobilized Capital (TT1) ²	192,413	14%	98%
Pre-tax Profit	4,006	–3%	58%
Non-performing Loan Ratio (SBV)	2.38%	—	Compliant

1.1. Credit Activities

Credit growth reached 20%, above industry average. In 2024, OCB launched a wide range of preferential credit programs with a total limit exceeding VND 65,000 billion, aiming to support

¹ Total outstanding debt of TT1 includes: Customer loans; Corporate bonds; Debt purchases.

² Total mobilized capital of TT1 includes: Customer deposits; Valuation; Sponsored capital - trust.

both corporate and individual customers in accessing capital at a reasonable costs. By year-end, these programs had enabled over 15,000 corporate and individual clients to access loan packages with competitive interest rates ranging from 2% to 6.3%.

For corporate customers, OCB deployed multiple loan packages tailored to import-export enterprises, businesses with USD-denominated collateral, and enterprises with foreign currency inflows transferred through OCB. These programs enabled hundreds of businesses to access capital at interest rates starting from 2%, helping optimize cash flows, expand production and business operations, and improve competitiveness in the market.

For individual customers, OCB also introduced a variety of loan products, including mortgage loans, consumer loans, and business loans—particularly targeting homebuyers, and new clients—with interest rates ranging from 5.2% to 6.3%, allowing them easier access to credit, improved personal financial stability, and better realization of long-term plans.

1.2. Capital Mobilization

Market 1 mobilized capital grew by 14.5% compared to the same period last year, reaching over VND 192 trillion, fulfilling 98% of the planned funding scale for 2024. Within that: Deposits from individual and institutional customers grew by 13.1%, higher than the industry average of below 10%; Deposits from individual customers continued to grow steadily at approximately 16%, accounting for 65% of total customer deposits.

Issuance of valuable papers and borrowings from international financial institutions increased by 18.5% year-on-year, achieving 101% of the full-year 2024 plan.

1.3. Risk Management

In 2024, OCB remained compliant with SBV regulations regarding key liquidity safety ratios, including the Liquidity Reserve Ratio (LRR), the Loan-to-Deposit Ratio (LDR), and the ratio of short-term funds used for medium- and long-term loans. Additionally, OCB maintained a high level of liquid assets—including cash, government bonds, and interbank lending—to ensure that the LRR met regulatory requirements.

The Bank also conducted monthly monitoring of the LCR (Liquidity Coverage Ratio) and NSFR (Net Stable Funding Ratio) to move towards full compliance with Basel III international risk management standards. Implementing Basel III liquidity risk regulations helps OCB shape its development strategy toward long-term sustainability.

In 2024, OCB also performed an Internal Liquidity Adequacy Assessment (ILAAP) along with liquidity stress tests under multiple scenarios. Based on the results, under normal market conditions, OCB's current liquidity buffer is sufficient to maintain operational liquidity for over 90 days. Therefore, OCB affirms its capability to meet financial obligations to customers and partners in all foreseeable situations, ensuring short-term operational stability and sufficient long-term capital for growth.

OCB fully complied with all regulatory prudential limits in 2024, maintaining stable, efficient operations and robust risk control.

Key Risk Limit Monitoring Results in 2024:

Indicator	2024 Performance	SBV Regulation	Compliance Status
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Capital Adequacy Ratio (CAR – Basel II)	12.48%	≥ 8%	Compliant
Ratio of Short-term Funds to Medium/Long-term Lending	27.84%	≤ 30%	Compliant
Loan-to-Deposit Ratio (LDR)	73.61%	≤ 85%	Compliant
Liquidity Reserve Ratio (LRR)	16.69%	≥ 10%	Compliant
Non-performing Loan Ratio	2.38%	< 3.00%	Compliant

1.4. Information Technology and Digital Banking

In 2024, OCB's information technology and digital banking activities continued to deliver strong growth with notable achievements, contributing significantly to enhancing customer experience and optimizing operational efficiency. Key highlights include:

(1) Launch of OCB OMNI 4.0 – A Breakthrough in Digital Banking

- On May 15, 2024, OCB officially launched OMNI 4.0 – a modern digital banking platform built on advanced technology from Backbase, one of the world's leading Engagement Digital Banking platforms. This enables OCB to rapidly deploy digital products, services, and features that precisely and promptly meet customer demands across digital channels.
- The new version was developed based on 4 key principles: Simple - Smooth - Convenient - Personalized, enabling better fulfillment of diverse customer needs, improving transaction speed, ensuring top-tier seamless experience, and optimizing user experience across all channels.

(2) Strengthening Online Transaction Security

- In 2024, OCB transitioned to using FIDO security technology, featuring robust encryption algorithms and multi-layered security for each transaction. Simultaneously, OCB implemented a series of solutions to enhance security in online payments and card transactions through facial biometric authentication, alongside a real-time fraud prevention system. These advancements not only improve safety but also elevate customers' experience with cutting-edge technology, while pioneering compliance with the State Bank of Vietnam's (SBV) new regulations.

(3) Continued developing digital features and products to enhance customer experience on online channels.

- Deployed online credit card and consumer loan solutions, customers can be approved for an Igen credit card or an unsecured payroll-based loan within just a few working hours through the automated underwriting and process management system.
- Applied AI technology in Marketing Automation tools to analyze customer behavior and needs based on data and events, thereby recommending suitable products, services, and features to enhance customer engagement effectiveness.
- Integrated AI Chatbot to enhance customer interaction, provide rapid support, and reduce operational costs for digital channel customer service.

- Empowered individual customers with automated spending analytics and intelligent transaction classification for enhanced budget control and personalized financial management.
- New features to cater to different customer segments, such as personalized transaction suggestions, splitting large orders for faster transfers, QR Cash withdrawals, etc.

(4) Digital ecosystem expansion

- Launched the "OCB Cà phê" program, connecting with nearly 8,000 retail outlets to offer customers practical benefits within OCB's service ecosystem and promote cashless payments.
- Continued expanding partnerships with leading universities, fintech companies, and large enterprises by providing comprehensive payment and cash flow management solutions via OPEN API. This solution enhances efficiency, reduces costs, accelerates transaction speed, automates processes, and broadens the ecosystem—delivering OCB customers a seamless, multi-channel, and multi-touchpoint digital experience.

1.5. Brand Development Activities

In 2024, OCB's Marketing and Communications efforts made significant breakthroughs, positioning the Bank among the Top Most Valuable Brands in Vietnam, with an estimated brand value of USD 150 million and a Brand Strength Index (BSI) of 67.3, rated AA. Compared to 2023, the Bank increased its brand value by 20%, and its BSI improved by one tier, equivalent to a 14.5-point increase. In addition, OCB ranked among the Top 6 fastest-growing banks, the Top 8 banks with the strongest brand health, and the Top 10 banks with the highest media coverage.

Alongside brand guideline standardization across the network, OCB focused on enhancing brand experience at every touchpoint—from digital interfaces to physical branch environments—allowing customers to clearly feel the Bank's value and differentiation.

OCB also ran numerous marketing campaigns targeting both individual and corporate customers. The Bank proactively studied market trends and applied new communication approaches to optimize campaign effectiveness. These activities were deployed in an integrated manner across online and offline platforms, helping increase brand visibility and accessibility to product information.

Thanks to these efforts, OCB received several prestigious awards in 2024:

- (1) Vietnam Value – National Brand
- (2) Top 25 Leading Listed Brands of 2024
- (3) Inspirational Brand 2024
- (4) Top Most Valuable Brand in Vietnam
- (5) Top 100 Sustainable Enterprises
- (6) Strong Vietnamese Brand

Especially in 2024, OCB intensified its marketing and communications efforts with a strong message of being a pioneer in sustainable banking, with a clear goal of becoming Vietnam's leading green bank. At the same time, the Bank actively rolled out multiple environmental and social responsibility initiatives, including: Full sponsorship for building Minh Thanh Secondary School in Tuyen Quang province, Supporting people affected by Typhoon Yagi, Partnering with the Kien Giang Education Promotion Fund, Contributing to the reforestation of Xuan Lien Nature

Reserve (Thanh Hoa) through Gaia, Supporting the national banking sector's campaign to eliminate substandard housing, Providing scholarships to students of Yersin University, Da Lat...

1.6. Network Expansion

In 2024, OCB successfully completed the rollout and commissioning of 05 new branches and 12 transaction offices in accordance with approvals from the State Bank of Vietnam (SBV). As of December 31, 2024, the Bank had a total of 176 business units, including: 01 Head Office, 62 Branches, 113 Transaction Offices — operating across 48 key provinces and cities nationwide.

1.7. Human Resource Management and Training

As of December 31, 2024, OCB had a total workforce of 7,021 employees, ensuring sufficient human resources to support business and operational activities across all units in the Bank's system.

Human resource development at OCB has always been guided and closely supervised by the Board of Directors (BOD) and Executive Management (EM) to ensure both short- and long-term HR needs are met in terms of both quality and quantity. These efforts involved active coordination between functional departments at Head Office and business units, from management levels to professional staff, in building a strong, capable workforce aligned with OCB's development goals. In 2024, the Bank continued to implement a range of human capital development activities focused on:

- Succession planning through talent assessment and development programs, including: Potential Business Center Directors, Potential Relationship Managers, Potential Credit Managers, Potential Customer Service Controllers → resulting in the addition of 229 employees to the succession pipeline.
- Management capacity enhancement through training programs such as: Digital Academy, OCB Management 1 (for frontline managers), OCB Management 2 (for middle managers), Coaching programs and more.
- Promoting a learning culture, through a digital learning library covering diverse topics in personal development, alongside regular learning programs such as Micro-learning on subjects like English skills and management tips.
- Building new competencies aligned with the Bank's strategic direction, including: Green finance and environmental-social risk management, Digital capabilities, Data analytics.

1.8. ESG and Sustainable Development Activities

In 2024, OCB made further positive strides in ESG implementation, achieving a number of notable milestones that contributed to realizing its long-term strategy of becoming a pioneering Green Bank in Vietnam. ESG activities during the year focused on:

- Strengthening governance structures in line with both domestic and international sustainable development standards and best practices.
- Finalizing and officially issuing an updated policy on Environmental and Social Risk Management (ESRM) in credit activities, based on compliance with the IFC Performance Standards and fully incorporating applicable Vietnamese laws and regulations. 100% of corporate lending and project finance transactions were screened, assessed, and managed in accordance with OCB's ESRM policy.

- Expanding and diversifying green financial products, contributing effectively to climate change mitigation and adaptation. OCB actively supported the development of technological solutions in renewable energy, green buildings, wastewater treatment and clean water supply, and smart, sustainable agriculture. → The green credit ratio in 2024 remained above 11% of OCB's total credit portfolio.
- Rolling out green operational initiatives, aiming to reduce resource consumption, energy and water use, and environmental emissions.
- Participating in social responsibility programs to improve the environment and create new green spaces. Over 1,000 trees were contributed by OCB employees to reforest the Xuan Lien Nature Reserve in Thanh Hoa.
- Publishing an independent Sustainability Report under the theme: "The Journey to Becoming a Green Bank" → positioning OCB as one of the first banks in Vietnam to develop and publish an independent sustainability report across its entire system.

2. Overall Evaluation of Corporate Governance Activities

2.1. Corporate Governance

As of early 2024, the Board of Directors (BOD) of OCB comprised nine members, including two independent members. All BOD members exercised their governance responsibilities based on principles of transparency, accountability, and clear segregation of governance and executive functions.

In 2024, the BOD convened 38 meetings, including 04 in-person meetings and 34 written consultations, to execute shareholder resolutions, assign tasks to the Executive Management, and monitor performance against key business indicators. In total, the BOD reviewed and approved 176 resolutions and decisions across various areas of the Bank's business and operations.

Additionally, during 2024, the BOD issued and amended several key governance documents, including: OCB Organizational Structure Charter, Risk Management Committee Charter, Credit Risk Decision-Making Delegation Policy, Information Security Management Regulations, Market Risk Management Regulations...

2.2. Activities of Board Committees

To support its governance functions, the BOD established several specialized committees.

Before April 1, 2024, the BOD operated the following committees: Human Resources Committee, Risk Management Committee, Risk Resolution Committee, Strategic Cooperation Committee, Credit Committee, Debt Restructuring Committee, Debt Trading Council.

From April 1, 2024, the BOD restructured its governance bodies as follows: Human Resources Committee, Risk Management Committee, Risk Resolution Committee, Strategic Cooperation Committee, Strategy Committee, Sustainable Development Committee.

Detailed activities of each committee in 2024:

Human Resources Committee (HRC): The HRC provided advisory support on executive appointments and organizational restructuring. It led reviews of recruitment standards to enhance hiring practices, analyzed staff turnover rates, and proposed improvements to compensation and benefit policies. These actions aimed to boost employee engagement and retention, while also

guiding targeted action plans to strengthen internal training, develop leadership succession, and reinforce corporate culture and professional work standards.

Risk Management Committee (RMC): In 2024, the RMC held 04 regular meetings and conducted 03 email consultations to deliberate and reach consensus on key matters including: (i) Oversight of risk appetite and the Bank's overall risk profile; (ii) Annual review of capital adequacy disclosures and ICAAP (Internal Capital Adequacy Assessment Process); (iii) Evaluation and direction on risk response programs and mitigation measures in light of adverse market developments; (iv) Approval of regulatory-compliant governance documents and timely consideration of policy proposals aligned with legal effectiveness.

Risk Resolution Committee (RRC): Comprising 6 members, the RRC was responsible for: (i) Managing provisioning policy; (ii) Approving or deciding on debt recovery solutions for loans that utilized provisions, including collateral enforcement; (iii) Approving risk mitigation actions for overdue or at-risk debts; (iv) Approving solutions for operational risk events that resulted in financial loss and where recovery is not viable, in line with the Bank's risk appetite at each point in time.

Strategic Cooperation Committee (SAC): The SAC provided strategic advisory support to the BOD in relation to the cooperation between OCB and Aozora Bank (AOZ), and also on broader business development initiatives. In 2024, five SAC meetings were held to discuss and agree on strategic cooperation directions and business growth opportunities for OCB.

Strategy Committee: This committee acted as the focal point for the execution of the Bank's development strategy, coordinating strategic activities and performing other duties as assigned by the BOD.

Sustainable Development Committee: This committee oversaw the Bank's sustainability initiatives, coordinated ESG-related activities, and carried out other assignments under the direction of the BOD.

2.3. Activities of Independent Board Members and Their Evaluation of the BOD's Performance

2024 marked the fifth year of the 2020–2025 Board of Directors (BOD) term. During the year, OCB had two independent BOD members: (i) Mr. Pham Tri Nguyen, who also served as a member of the Risk Management Committee and was responsible for developing relationships with foreign financial institutions; (ii) Mr. Bui Minh Duc, who was in charge of government and regulatory agency relations at the central level.

Key contributions of independent BOD members in 2024 included:

- Fully participating in all BOD meetings and performing their assigned duties.
- Reviewing and contributing to the Bank's strategy, business plans, and other proposals within the BOD's authority.
- Monitoring and urging the Executive Management (EM) to implement the approved business plans.
- Ensuring independent and objective perspectives in the Bank's governance and decision-making processes.

Evaluation by independent BOD members of the BOD's overall performance:

- The BOD operated in accordance with OCB's Charter, internal regulations, and relevant laws.

- All members acted with diligence, transparency, and accountability.
- The BOD effectively performed its strategic planning role and supported the EM in achieving the 2024 business targets.

2.4. Oversight of the Executive Management

- The BOD's oversight of the CEO and other executive officers was conducted in line with OCB's Charter and internal regulations, ensuring compliance with legal requirements and alignment with the Bank's business objectives.
- On a quarterly basis, the BOD held regular meetings to review business performance and evaluate the EM's action plans, ensuring that the resolutions approved at the Annual General Meeting of Shareholders (AGM) were being implemented in accordance with set directions.
- The BOD also actively participated in executive oversight through the issuance of various BOD Resolutions throughout 2024.

2.5. Implementation of 2024 AGM Resolutions

In addition to resolutions related to business performance, the BOD implemented several other AGM resolutions during 2024, including:

- Amended and promulgated the OCB Charter; BOD and Supervisory Board Regulations; and OCB's Internal Governance Regulations.
- Appropriated statutory funds for fiscal year 2023.
- Appointed KPMG Limited as the external auditor for the 2025 financial statements.
- Established the OCB Asset Management and Debt Recovery Company, a wholly owned subsidiary of Orient Commercial Bank – approved by the SBV and currently undergoing business registration procedures.
- Regarding the charter capital increase: Successfully increased OCB's charter capital to VND 24,657,891,520,000 through a stock dividend issuance to existing shareholders.
- Items from the 2024 AGM resolution not yet executed: OCB has not carried out the issuance of: Shares under the employee stock ownership plan (ESOP) worth VND 50 billion, and Private placement shares worth VND 8.823 billion, due to unfavorable market conditions during 2024.

3. Other Statutory Disclosures by the Board of Directors to the General Meeting of Shareholders

- Disclosure of related-party transactions between the Bank, its subsidiaries, and entities in which the Bank holds more than 50% of charter capital, and members of the Board of Directors or their related persons: There were transactions (details provided in the 2024 Corporate Governance Report).
- Disclosure of transactions between the Bank and companies in which a member of the Board of Directors is a founding shareholder or held a management position within the past three years prior to the transaction: None.
- Disclosure of Credit to Restricted Parties:



In accordance with Article 135 of the Law on Credit Institutions 2024, OCB publicly reports to the General Meeting of Shareholders on lending to credit-restricted parties as of December 31, 2024, as follows:

- a) Audit firms, auditors currently conducting the audit at OCB; individuals involved in inspection or supervision at OCB: None
- b) Chief Accountant of OCB: None
- c) Major shareholders and founding shareholders of OCB: None
- d) Enterprises in which any of the parties listed in Clause 1, Article 134 of the Law on Credit Institutions 2024 owns more than 10% of charter capital: None
- e) Credit appraisers or approvers at OCB (excluding personal credit cards): 26 staff members
- f) OCB's subsidiaries and affiliates: None

Total outstanding credit granted to parties listed in items (a), (b), (c), (d), and (e) amounted to VND 32,18 billion, equivalent to 0.097% of OCB's own capital, ensuring that it remains well within the 5% limit prescribed by law.

All lending activities involving such parties were conducted in compliance with applicable laws and internal OCB regulations.

- Disclosure of Ownership and Related Interests:

Pursuant to Article 49 of the Law on Credit Institutions 2024, OCB publicly reports to the General Meeting of Shareholders the ownership and related interests of shareholders owning 1% or more of the Bank's charter capital, and entities related to members of the Board of Directors, Supervisory Board, and Executive Management, as of December 31, 2024, as follows:

- Board of Directors: 19 enterprises/organizations related to 09 members
Supervisory Board: 02 enterprises/organizations related to 02 members
Executive Management: 01 enterprise/organization related to 01 member
Details are provided in the 2024 Corporate Governance Report.
- Information on shareholders owning 1% or more of charter capital and their related parties has been disclosed on OCB's official website under the Investor Relations / Disclosures section.

- List of related parties and their associated interests: Available in detail in the 2024 Corporate Governance Report.

- Report on Loan Classification, Off-Balance Sheet Commitments, and Provisions:

Pursuant to Circular 31/2024/TT-NHNN dated June 30, 2024 and Decree 86/2024/NĐ-CP dated July 11, 2024, OCB reports the following information to the General Meeting of Shareholders as of December 31, 2024:

- Loan classification results: Total on-balance-sheet credit assets: VND 247.895,02 billion, Total non-performing loans: VND 6.870,61 billion, NPL ratio: Compliant under 3% threshold,



- Total off-balance sheet commitments: VND 7.126,90 billion
- Provisions set aside as of December 31, 2024: VND 2.621,31 billion
- Provision usage for risk handling in 2024: VND 2.176,90 billion.

II. STRATEGIC DIRECTION OF THE BOARD OF DIRECTORS FOR 2025

Entering 2025—a pivotal milestone marking a strong transformation phase for OCB—the Bank sets forth a series of ambitious strategic goals aimed at enhancing governance efficiency and optimizing operations. Key priorities include:

- Elevating market position and performance: Strive to position OCB among the Top 5 leading private joint stock commercial banks in Vietnam in terms of efficiency and sustainability (ESG), ensuring sustainable development.
- Optimizing the governance and operating model toward modernization, with a customer-centric approach.
- Implementing a clear customer segmentation strategy, with demand-driven product and service offerings.
- Strengthening the Bank's risk management and compliance foundation to support sustainable growth.
- Accelerating digital transformation and the integration of technology into banking operations.
- Building a high-quality workforce, establishing a long-term competitive advantage.
- Completing and promoting comprehensive ESG implementation across the Bank's operations, targeting a green credit ratio over 11% of total TT1 credit outstanding by the end of 2025.

Key Financial Targets for 2025:

(Unit: VND billion)

No.	Indicator	2024 Actual	2025 Plan	+/-	Growth (%)
1	Total Asset ⁰⁰⁷³	280,712	316,779	+36,067	13%
2	Total Deposits (TT1)	192,413	218,842	+26,429	14%
3	Total Credit Outstanding (TT1) ³	180,443	208,472	+28,029	16%
4	Non-performing Loan Ratio (SBV)	2.38%	<3.00%	—	—
5	Pre-tax Profit	4,006	5,338	+1,332	33%

Although the market outlook continues to present numerous challenges, OCB is confident that with the strong unity of the Board of Directors, the tireless efforts of the Executive Management and staff, as well as the continued support from shareholders, the State Bank of Vietnam, and other regulatory bodies, the Bank will successfully fulfill its 2025 objectives.

³ The Total outstanding debt index of TT1 will be adjusted according to the credit growth limit approved by the State Bank.

Sincerely,

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office.

ON BEHALF OF THE BOD

CHAIRMAN *vu*



TRINH VAN TUAN



REPORT OF THE SUPERVISORY BOARD TO THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Credit Institutions dated January 18, 2024;
- Pursuant to the current Charter of Orient Commercial Joint Stock Bank (OCB);
- Pursuant to the Regulation on the Organization and Operation of the Supervisory Board of OCB;
- Pursuant to the Board of Directors' Report and the audited separate and consolidated financial statements for 2024 of OCB..

The Supervisory Board hereby reports to the Annual General Meeting of Shareholders (AGM) on its activities and performance of assigned duties and responsibilities in 2024, as well as its key focus areas for 2025, as follows:

I. PERFORMANCE OF THE SUPERVISORY BOARD

1. Summary of Supervisory Board Meetings

- In 2024, the Supervisory Board held six meetings on March 6, May 13, July 1, July 11, October 11, and December 13. All meetings were conducted in accordance with applicable laws and the OCB Charter. All members of the Supervisory Board attended the regular meetings in full and unanimously voted on matters within the Board's functions and responsibilities.
- The Supervisory Board attended regular meetings of the Board of Directors to stay updated on business performance and offered recommendations based on internal audit results to prevent risks and ensure safety in business operations.
- In addition, the Supervisory Board regularly participated in periodic meetings of the Executive Management, engaging in discussions and evaluations of Internal Audit activities to support the Board's supervisory duties.

2. Financial Statement Review for 2024

Based on the reviewed financial statements for the first half of 2024 and the audited financial statements for the full year 2024—both conducted by Ernst & Young Vietnam Limited and disclosed on OCB's official website in accordance with regulations—the Supervisory Board concurs with the opinions and comments provided in the auditor's report. Specifically, the separate and consolidated financial statements present fairly and in all material respects the financial position of OCB as of December 31, 2024, as well as the results of its operations and cash flows for the year then ended, in conformity with Vietnamese Accounting Standards, the accounting regime for credit institutions in Vietnam, and relevant legal requirements on the preparation and presentation of financial statements.

3. Oversight of the Board of Directors (BOD), Chief Executive Officer (CEO), and Other Executives

- In 2024, the Supervisory Board (SB) carried out its oversight responsibilities over the BOD, CEO, and other executive officers through internal audit results, focusing on the following areas:
 - + Monitoring compliance with legal regulations and OCB's Charter in governance and management activities.
 - + Monitoring the implementation of the internal control system and risk management framework.
 - + Reviewing legal compliance in the issuance of internal regulations and policies by the BOD and CEO.
 - + Monitoring the implementation of directives from the State Bank of Vietnam in banking operations.
 - + Supervising the execution of BOD resolutions and decisions.
- Based on its supervisory activities, the SB assessed that governance and management practices were executed in accordance with legal requirements and OCB's internal regulations.
- The approval and execution of investment projects, purchases and sales of fixed assets, contracts, and other transactions under the BOD's authority were carried out in compliance with OCB's Charter and internal procedures.

4. Assessment of Coordination Between the Supervisory Board, BOD, CEO, and Shareholders

- The coordination between the SB, the BOD, the CEO, and shareholders was conducted in accordance with legal provisions and internal regulations of OCB, and in the best interests of the Bank.
- The BOD created favorable conditions for the SB to fully perform its functions and responsibilities. The SB participated in all in-person BOD meetings, reporting on its activities, engaging in discussions, and providing opinions during each meeting.
- Recommendations from the SB and Internal Audit were acknowledged and considered by the BOD and CEO, with directions issued to relevant departments for implementation.

5. Remuneration, Operating Expenses, and Other Benefits of the Supervisory Board

Remuneration, operating expenses, and other benefits of the SB were maintained within the budget approved by the 2024 Annual General Meeting of Shareholders.

6. Internal Audit Activities

In 2024, the SB supervised and directed the Internal Audit Department to perform its assigned functions and duties as follows:

- Completed 100% of the 2024 audit plan approved by the SB, with all 32/32 audit areas/units audited as scheduled.
- Developed the 2025 internal audit plan based on a risk-oriented approach, in accordance with Circular 13/2018/TT-NHNN dated May 18, 2018, issued by the Governor of the State

Bank of Vietnam on the internal control system of commercial banks and foreign bank branches.

- Based on audit results, the Internal Audit Department provided recommendations to rectify errors and improve or supplement internal policies and procedures, thereby enhancing risk management and operational efficiency, and improving OCB's internal control and risk governance systems.
- Internal Audit regularly issued recommendations to adjust and enhance control checkpoints, helping prevent and promptly detect material risks in banking operations.

II. EVALUATION OF THE IMPLEMENTATION OF THE 2024 AGM RESOLUTIONS

1. Supervision of OCB's business and financial performance

The Board of Directors has fulfilled the business targets assigned by the 2024 AGM as follows:

(Unit: VND billion)

No	Indicator	Actual as of 31/12/2024	2024 Target	% Complete
1	Total Assets	280,712	286,562	98%
2	Total Credit Outstanding (TT1) ¹	180,443	177,592	102%
3	Total Mobilized Capital (TT1) ²	192,413	197,346	98%
4	Pre-tax Profit	4,006	6,885	58%
5	Non-performing Loan Ratio	2.38%	<3.00%	Compliant

Risk management indicators were fully monitored and complied with in accordance with applicable regulations issued by supervisory authorities.

2. Implementation of other 2024 AGM resolutions

In addition to business indicators, the Board of Directors and Supervisory Board have implemented the following resolutions of the 2024 AGM:

- Completed and issued the Bank's Charter, the Regulations on the Organization and Operations of the Board of Directors, the Supervisory Board, and the Internal Governance Regulation in accordance with the 2024 Law on Credit Institutions.
- Completed the appropriation of statutory funds for 2023, as per the AGM resolution.
- Appointed KPMG Limited as the independent auditor to perform the 2025 audit and review of OCB's separate and consolidated financial statements under VAS, the audit of the internal control system related to financial reporting, and the 2025 consolidated financial statements audit under IFRS.
- Received approval from the State Bank of Vietnam for the establishment of the OCB Debt Management and Asset Recovery Company.

¹ Total credit outstanding (TT1) includes: customer loans, corporate bonds, and debt purchases.

² Total mobilized capital (TT1) includes: customer deposits, valuable papers, and entrusted/borrowed funding sources.

- Completed the charter capital increase to VND 24,657,891,520,000 through the issuance of bonus shares to existing shareholders. OCB did not carry out the employee stock ownership plan or private share issuance in 2024 due to unfavorable market conditions.

III. DIRECTION OF THE SUPERVISORY BOARD FOR 2025

Building on the achievements of recent years, the Supervisory Board has identified the following key priorities for 2025:

- Supervise governance and management activities in compliance with laws, internal regulations, the Bank's Charter, and resolutions and decisions of the AGM and BOD.
- Monitor financial status; appraise semi-annual and annual financial statements; assess the reasonableness, legality, accuracy, and prudence in accounting, statistics, and financial reporting.
- Oversee the approval and implementation of investment projects, purchases and sales of fixed assets, contracts, and transactions within the decision-making authority of the AGM and BOD.
- Review, update, and supplement internal regulations of the Supervisory Board and Internal Audit in line with current laws.
- Direct Internal Audit to develop and refine internal audit procedures, improve remote monitoring processes to enhance audit efficiency, reduce fieldwork time and operational costs; apply IT to internal audit to increase productivity and finalize internal audit software for deployment.
- Improve the quality of auditors through international-standard training and higher recruitment standards for new audit staff.
- Fulfill and direct the implementation of requirements from the State Bank of Vietnam and relevant authorities in accordance with the law.
- Perform other statutory functions and duties of the Supervisory Board in line with OCB's Charter and current legal regulations.

IV. RECOMMENDATION

Based on the report presented above, the Supervisory Board recommends:

- The Board of Directors and Chief Executive Officer continue to manage and operate the Bank in alignment with market trends and State Bank of Vietnam regulations to ensure effective and sustainable growth of OCB.
- The General Meeting of Shareholders considers and approves this Supervisory Board Report, the proposal for selection of an independent auditor, and other reports presented at the Meeting.

Respectfully submitted.

ON BEHALF OF THE BOS

HEAD OF THE BOS

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office.



NGUYEN THI THUY MINH



PROPOSAL
THE 2025 ANNUAL GENERAL MEETING OF SHARE HOLDERS
Re: Approval of the 2024 Financial Statements and Profit Distribution Plan for 2024

- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to the Charter of Orient Commercial Joint Stock Bank (OCB);
- Pursuant to Decree No. 93/2017/NĐ-CP dated August 7, 2017 on the financial regime for credit institutions and foreign bank branches;
- Pursuant to the consolidated and separate financial statements (FS) for the year ending December 31, 2024, independently audited by Ernst & Young Vietnam Co., Ltd.

The Board of Directors (BOD) respectfully submits to the General Meeting of Shareholders (GMS) for consideration and approval of the following matters:

I. Audited financial statements for 2024

Based on the list of auditing firms submitted by the BOD for GMS approval, the BOD has selected Ernst & Young Vietnam Co., Ltd. to conduct the audit for the 2024 fiscal year. The audit results have been fully published on OCB's official website (<https://www.ocb.com.vn/>).

In accordance with the results of the independent audit and financial statement review, the BOD proposes the approval of the audited consolidated and separate financial statements for the year ending December 31, 2024 for OCB (*please refer to the attached separate and consolidated financial statements*).

II. Profit distribution plan and fund allocation for 2024

Unit: VND

No.	INDICATOR	AMOUNT
A1	Profit before tax	4,006,295,939,181
A2	Corporate income taxable profit	4,127,642,620,256
B	Corporate Income tax	832,872,712,413
C	Profit after tax	3,173,423,226,768
D	Provision of funds according to regulations	634,869,606,672



No.	INDICATOR	AMOUNT
1	Reserve fund for supplementing charter capital	317,434,803,336
2	Financial reserve fund	317,434,803,336
E	Remaining profit after allocating statutory reserves	2,538,553,620,096
1	Allocation to welfare fund	17,698,128,179
2	Allocation to reward fund	12,698,128,179
F	Retained profits of shareholders for 2024	2,508,157,363,738
G	Retained profits from previous years (prior to 2024)	1,197,702,174,714
H	Total remaining profit after allocating funds	3,705,859,538,452
	Profit distribution plan	
1	Current charter capital	24,657,891,520,000
2	Cash dividends (rate 7%)	1,726,052,406,400
J	Total remaining profit after allocating funds and paying cash dividends	1,979,807,132,052

III. The General Meeting of Shareholders approval of the following matters:

- The Board of Directors proposes that the GMS approve the Fund allocation plan and Profit distribution for 2024 as mentioned above.
- Authorize the Board of Directors to decide on the following tasks related to cash dividend payment:
 - The GMS authorizes the Board of Directors to decide the time to pay dividends and organize the payment of dividends in accordance with the provisions of law.
 - The payment ratio and specific payment amount shall not exceed the Fund allocation plan and Profit distribution for 2024 as mentioned above.

Sincerely submitted for consideration and approval./.

ON BEHALF OF THE BOARD OF DIRECTORS

CHAIRMAN *me*

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office.



TRINH VAN TUAN



PROPOSAL
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Plan to Increase Charter Capital in 2025

I. REPORT ON THE RESULTS OF THE 2024 CAPITAL INCREASE

In 2024, OCB successfully completed an increase in its charter capital in accordance with Resolution No. 01/2024/NQ-ĐHĐCĐ of the Annual General Meeting of Shareholders held on April 15, 2024, through the issuance of shares for dividend payment to existing shareholders. As a result, OCB's charter capital increased from VND 20,548,242,940,000 to VND 24,657,891,520,000. However, OCB did not proceed with the issuance of shares under the employee stock ownership plan or the private placement in 2024 due to unfavorable market conditions for issuing shares.

II. NECESSITY OF INCREASING CHARTER CAPITAL IN 2025

To support the bank's ongoing strategy for sustainable growth and expansion, increasing charter capital is essential to strengthening its financial capacity and ensuring compliance with the capital adequacy ratio (CAR) requirements set by the competent authorities, specifically:

- Expanding the bank's operational scale, boosting its competitiveness, and supporting OCB's network expansion plans;
- Continuing investment in technological systems for bank modernization, supporting the development of new products, and enhancing customer service experience;
- Strengthening credit-related operations and optimizing capital efficiency.

III. PLAN TO INCREASE CHARTER CAPITAL IN 2025

1. Additional charter capital to be increased in 2025: VND 1,972,631,320,000

Unit: VND

Current Charter Capital	24,657,891,520,000
Projected additional capital increase in 2025 through share issuance to raise capital from owner's equity	1,972,631,320,000
Post-Increase Charter Capital	26,630,522,840,000

2. Implementation subject: Share issuance to increase capital from equity for existing shareholders (VND 1,972,631,320,000).
3. Implementation plan: The specific time of issuance will be determined by the Board of Directors. The expected completion date for the charter capital increase: Within 2025.

IV. DETAILS OF CHARTER CAPITAL INCREASE IN 2025

Issuing shares to increase capital from equity for existing shareholders.

1. Name of share	Orient Commercial Joint Stock Bank shares
2. Type of share	Ordinary shares without transfer restrictions
3. Par value	VND 10,000/share
4. Total number of issued shares	2,465,789,152 common shares
5. Total number of outstanding shares	2,465,789,152 common shares
6. Number of preferred shares	None
7. Number of treasury shares	None
8. Number of shares to be issued	197,263,132 shares
9. Total issuance value at Par value	VND 1,972,631,320,000
10. Issuance rate (Shares to be Issued / Outstanding Shares)	8%
11. Source of funding	Equity as of December 31, 2024, based on the 2024 audited financial statements (FS), after allocations to reserves as required.
12. Execution timeline	Immediately upon approval from competent authorities.
13. Plan for handling fractional shares	Issued shares will be rounded down to whole units. Any accumulated fractional shares will be decided by the Board of Directors.

- Information on the reserve fund for charter capital, capital surplus, undistributed accumulated profits and other funds will be determined according to the independent audit results as of December 31, 2024.

No.	Indicators	Separate FS	Consolidated FS
1	Capital surplus	53,271,987,348	53,271,987,348
2	Reserve fund for charter capital	662,488,211,467	662,488,211,467
3	Other funds	374,056,888	374,056,888
4	Financial reserve fund	2,560,763,862,811	2,560,763,862,811
5	Undistributed retained earnings (after reserve allocation)	3,705,692,738,963	3,705,859,538,452
	Total	6,982,590,857,477	6,982,757,656,966

- Information on the amount from the reserve fund for additional charter capital, capital surplus, undistributed accumulated profits and other funds expected to be used to increase charter capital:

Unit: VND

No.	Indicator	Projected Amount to be used for Charter Capital Increase
1	Capital surplus	53,271,987,348
2	Reserve fund for charter capital	662,488,211,467
3	Undistributed retained earnings (after reserve allocation)	1,256,871,121,185
	Total	1,972,631,320,000

- List of shareholders and their ownership percentages of shares from 5% or more of voting shares and charter capital as of the current date and projected after the capital increase, as well as a list of shareholders and related persons owning 15% or more of the charter capital currently and post-increase, including foreign investor shareholdings currently and projected, as per Appendices 1 and 2.
- Register and deposit all issued shares at the Vietnam Securities Depository and list them on the Ho Chi Minh Stock Exchange.

V. CAPITAL UTILIZATION PLAN

1. Plan for the use of additional charter capital

The additional charter capital will be utilized as follows:

Unit: VND

a. Procurement and construction of facilities	714,381,176,379
Including:	
- Investment in information technology	171,155,444,808
- Asset upgrades and construction	463,839,000,000
- Acquisition of fixed assets, labor tools	79,386,731,571
b. Supplementing capital for business, investment and lending	1,258,250,143,621
TOTAL	1,972,631,320,000

2. Calculation of financial indicators for 2025 after the capital increase

Unit: billion VND, %

No.	Indicator	FY2024 Actual	FY2025 Plan	Comparison	
				Plan 2025 vs Actual 2024	
				+/-	%
1	Total Assets	280,712	316,779	36,067	13%
2	Total Mobilization in Primary Market	192,413	218,842	26,429	14%
3	Total Outstanding Loans in Primary Market	180,311	208,472	28,161	16%
4	Profit before tax	4,006	5,338	1,332	33%
5	NPL ratio (SBV)	2.38%	< 3.00%		

3. Governance, management, and supervision capacity of OCB

With its current capabilities, OCB has the necessary governance, management, and supervision capacity to align with the new capital scale, as follows:

- The Board of Directors of OCB consists of members with extensive experience in business management and corporate governance. The Executive Board of OCB is stable, highly skilled, and capable of supporting OCB's future development;
- OCB is committed to training and developing high-quality human resources to enhance its competitiveness, in preparation for deeper integration into the global economy;
- The bank has implemented a robust three-tiered risk management system - comprising compliance control, risk management, and internal audit - operated by a team of experienced professionals with a strong focus on legal compliance. Additionally, OCB continually enhances

its operational procedures in line with the regulations of the State Bank of Vietnam (SBV) and international standards;

- OCB's financial position is sound, meeting SBV requirements, and ensuring stable and sustainable development.

Based on these key factors, OCB is fully capable of managing, operating, and supervising the bank in line with the new capital scale.

VI. APPROVAL OF THE GENERAL MEETING OF SHAREHOLDERS FOR THE FOLLOWING ITEMS

1. Approving the Plan to increase Charter Capital in 2025 for OCB with details as outlined above, and authorizing the Board of Directors to:
 - Prepare detailed share issuance plans and utilize the proceeds from the issuance to benefit shareholders and the bank;
 - Decide on any necessary amendments, refinements, or adjustments to the capital increase plan (including decisions on any related matters that have not been mentioned herein) and finalize other required documentation as per relevant authorities to ensure legal compliance during the process, as well as the handling of fractional shares, undistributed/ unissued shares during the plan execution;
 - Authorize the Board of Directors to determine the specific amount of capital to be increased, the source of funds to be used, the exact number of shares to be issued, and the issuance ratio, ensuring that the maximum level does not exceed the total number of additional shares issued according to the Charter Capital Increase Plan approved by the General Meeting of Shareholders; as well as approve the plan to ensure the issuance of shares meets the foreign ownership ratio;
 - Select the appropriate time and carry out necessary procedures to finalize the list of shareholders exercising their rights and the first trading date for the newly listed shares in accordance with the law;
 - Approve the issuance results, carry out necessary procedures and report to the relevant state agencies;
 - Register and deposit all issued shares at the Vietnam Securities Depository and list them on the Ho Chi Minh Stock Exchange;
 - Allow the BOD to authorize the Chairman of the BOD to perform the tasks listed above.
2. Approving amendments to the charter regarding the capital structure, shares, and stock details to reflect the updated charter capital after the increase; and delegating authority to the Chairman of the Board of Directors to sign and issue the Charter accordingly, and update the charter capital increase as the actual issuance results to the Operating License in accordance with the law.

Sincerely submitted for consideration and approval./.

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office.

ON BEHALF OF THE BOD
CHAIRMAN *TV*



TRINH VAN TUAN





Niêm tin và thịnh vượng



Appendix 01

List of shareholders and ownership percentages of shareholders holding 5% or more compared to voting shares capital and charter capital at present and projected after the capital increase

No.	Shareholder name	Business registration number / Ownership registration number	Headquarters address	Legal representative	Current ownership percentage		Projected ownership percentage after capital increase	
					Percentage of Ownership / Voting Shares (%)	Percentage of Ownership / Charter Capital (%)	Percentage of Ownership / Voting Shares (%)	Percentage of Ownership / Charter Capital (%)
1	Aozora Bank, Ltd	0100-01-016861	6-1-1, Kojimachi, Chiyoda-ku, Tokyo 102-8660, Japan	Omi Hideto, Passport No. , Date of issue: December , Place of issue: , Nationality:	15%	15%	15%	15%



Appendix 2

List of shareholders and their related persons holding 15% or more of the shares
 compared to the charter capital at present and projected after the capital increase

No.	Shareholder name	Business registration number / Ownership registration number	Headquarters address	Legal representative	Current ownership percentage		Projected ownership percentage after capital increase	
					Percentage of Ownership / Voting Shares (%)	Percentage of Ownership / Charter Capital (%)	Percentage of Ownership / Voting Shares (%)	Percentage of Ownership / Charter Capital (%)
1	Aozora Bank, Ltd	0100-01-016861	6-1-1, Kojimachi, Chiyoda-ku, Tokyo 102-8660, Japan	Omi Hideto, Passport No. , Date of issue: December , Place of issue: , Nationality:	15%	15%	15%	15%



Appendix 03

**Information on total foreign share ownership
at present and projected after the capital increase**

No.	Shareholder information	Current ownership percentage		Projected ownership percentage after capital increase	
		Number of shares	Shareholding percentage to charter capital (%)	Number of shares	Shareholding percentage to charter capital (%)
1	Individual shareholder	3,751,786	0.152	4,051,929	0.152
2	Corporate shareholder	479,791,857	19.458	518,175,206	19.458
Total		483,543,643	19.610	522,227,134	19.610

PROPOSAL**THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025**

Re: Report on Remuneration, Bonuses, and Other Expenses for 2024; and Proposal for Remuneration, Bonuses, and Other Expenses for 2025 for the Board of Directors and the Board of Supervisors.

- *In accordance with the applicable laws and the Charter of Orient Commercial Joint Stock Bank on remuneration, bonuses and other expenses of the Board of Directors (BOD) and the Board of Supervisors (BOS);*
- *Based on the actual operations and needs of Orient Commercial Joint Stock Bank (OCB) in the past years and in 2025.*

I. Report on Remuneration, Bonuses, and Other Expenses for 2024:

- As per Resolution No. 01/2024/NQ-ĐHĐCĐ of the 2024 Annual General Meeting of Shareholders (AGM), the approved total operating budget of the BOD and the BOS in 2024 was VND 48 billion.
- As of December 31, 2024, the actual amounts disbursed for remuneration, bonuses and other expenses paid to the members of the BOD and BOS as follows:

Unit: VND

Subject	Remuneration & Bonuses	Other Expenses	Total
Board of Directors	32,924,175,589	1,205,808,314	34,129,983,903
Board of Supervisors	2,883,140,000	200,956,609	3,084,096,609
Total	35,807,315,589	1,406,764,923	37,214,080,512

- The BOD would like to seek approval from the General Meeting of Shareholders (GMS) for the actual sum of remuneration, bonuses and other expenses paid to the members of BOD and BOS in 2024, as outlined above.

II. Proposal of the BOD to the GMS

The BOD proposes the following for remuneration, bonuses, and other expenses for the BOD and BOS in 2025:

1. Appropriating a total budget up to VND 48 billion for operations and payments of remuneration, bonuses and other expenses in 2025 for the BOD and the BOS.
2. Authorizing the Board of Directors to determine the specific allocation of remuneration, bonuses and other expenses for the BOD and the BOS within the total operating budget approved by the General Meeting of Shareholders for 2025 as proposed above, and between the two Annual General Meetings of Shareholders in 2025 and 2026.

Sincerely./.



Recipients:

- Shareholders;
- BOD members;
- BOS members ;
- CEO;
- Archive: BOD Office

ON BEHALF OF THE BOD
CHAIRMAN *TR*



TRINH VAN TUAN



PROPOSAL

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Re: Selection of an independent auditing firm for Orient Commercial Joint Stock Bank

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 of the National Assembly and its implementation guidelines;
- Pursuant to Circular No. 51/2024/TT-NHNN dated November 29, 2024 of the State Bank of Vietnam regarding Regulations on Independent Audits of Commercial Banks, Non-Bank Credit Institutions, Microfinance Institutions, and Foreign Bank Branches;
- In accordance with the Charter of Orient Commercial Joint Stock Bank;
- Pursuant to current legal regulations governing the selection of an independent auditing firm.

The Board of Supervisors (BOS) respectfully submits the following for approval by the General Meeting of Shareholders:

1. Approval is sought for the selection of one of the following 04 (four) Independent Auditing Firms to provide audit and review services for the financial statements and perform assurance services related to the internal control system in the preparation and presentation of the financial statements for the year 2026 of Orient Commercial Joint Stock Bank (OCB). Specifically:
 - a) KPMG Vietnam Company Limited;
 - b) Ernst & Young Viet Nam Limited;
 - c) PricewaterhouseCoopers (Vietnam) Limited;
 - d) Deloitte Vietnam Company Limited.

Besides, the BOS requests authorization for the Board of Directors to select and appoint one of the four above-listed auditing firms, between the two Annual General Meetings of Shareholders in 2025 and 2026, to provide audit and review services for the financial statements and perform assurance services related to the internal control system in the preparation and presentation of the financial statements for the year 2026 of OCB.

2. Authorization is requested for the Board of Directors, from the 2025 until the 2026 Annual General Meeting of Shareholders, to select an independent auditing firm that meets all applicable regulations to audit other matters as required by law.

Sincerely submitted for consideration and approval./.



ON BEHALF OF THE BOS
HEAD OF THE BOS

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office



NGUYEN THI THUY MINH



No.: 07/2025/TT-~~HĐQT~~/ĐH

Ho Chi Minh City, March 28, 2025

STATEMENT OF PROPOSAL

Re: Propose for approval of the ANTICIPATED REMEDIATION PLAN IN CASE OF EARLY INTERVENTION OF ORIENT COMMERCIAL JOINT STOCK BANK (OCB)

The Board of Directors sincerely submits to the General Meeting of Shareholders for approval of the Anticipated Remediation Plan in case of Early Intervention of Orient Commercial Joint Stock Bank (OCB) as follows:

I. REASONS AND BASE OF PROPOSAL

Based on the Law on Credit Institutions No. 32/2024/QH15, issued on 18/01/2024, took effect on 01/07/2024 (*hereinafter referred to as the "Law on Credit Institutions"*):

- Clause 1, Article 143 stipulates that commercial banks must prepare an anticipated remediation plan in case of early intervention.
- Point i Clause 3, Article 67, and Clauses 4 and 5, Article 143 stipulate that the anticipated remediation plan in case of early intervention of a joint stock commercial bank must be approved by the General Meeting of Shareholders.

II. PROPOSAL CONTENTS

According to the Law on Credit Institutions, OCB prepares the Anticipated Remediation Plan in case of Early Intervention of OCB (*hereinafter referred to as "the Plan"*) with the main contents as follows:

1. Part 1: Present the base of establishment and purposes, applicable subjects, and scope of application of the Plan.
2. Part 2: Present the situation of operations and risk management at OCB as of 31/12/2024, including:
 - Organizational structure and operating principles of the organizational structure of OCB, in which evaluating the compliance of the organizational structure of OCB with the Law on Credit Institutions and the regulations of the State Bank (SBV) in Circular No. 13/2018/TT-NHNN on the internal control system of commercial banks.
 - The scale of operations, financial status, and the implementing results of the prudent limits and ratios in the operations of OCB as of 31/12/2024 are presented based on information and data in the Consolidated Financial Statements of OCB for the year 2024 (unaudited). Evaluate the compliance with the control thresholds prescribed in



the Law on Credit Institutions and Circular No. 22/2019/TT-NHNN of the SBV on prudent limits and ratios in banking operations.

- The organization of the risk management model, risk management principles, and risk management framework of OCB are described and presented according to Decision No. 79/2023/QĐ-HĐQT dated 31/08/2023 regarding "Regulations on risk management strategy framework".
3. Part 3: Present the anticipated remediation measures that OCB expects to apply to each early intervention case stipulated in Article 143 of the Law on Credit Institutions, the roadmap and execution time of each measure, the procedure of implementing the remediation plan in the case of early intervention of OCB, and the implementation responsibilities of relevant units at OCB.
- Details of the anticipated remediation measures in the case of early intervention of OCB, established according to the guidance in Article 157 of the Law on Credit Institutions, including support measures for credit institutions in early intervention as stipulated in Article 159.
 - The implementation process of the remediation plan in the case of early intervention at OCB is developed in accordance with Articles 158 and 160 of the Law on Credit Institutions.
 - Cases of termination of early intervention according to Article 161 of the Law on Credit Institutions.

III. PROPOSAL FOR APPROVAL

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the following contents:

1. Approve the Anticipated Remediation Plan in case of Early Intervention of Orient Commercial Joint Stock Bank (OCB) attached to this Statement of Proposal.
2. Assign the Board of Directors to decide on amending and supplementing the contents of the Anticipated Remediation Plan in case of Early Intervention of OCB in case of written comments and requests for amends and supplementation from competent state agencies to be sent the Plan to the SBV in accordance with Clause 4, Article 143 of the Law on Credit Institutions.

Respectfully submit.



ON BEHALF OF THE BOD
CHAIRMAN 

Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO;
- Archive: BOD Office.



TRINH VAN TUAN



**ANTICIPATED REMEDIATION PLAN
IN CASE OF EARLY INTERVENTION AT
ORIENT COMMERCIAL JOINT STOCK BANK (OCB)**

(Attached to the Statement of Proposal No. 07/2025/TTr-HĐQT/ĐH dated 28/03/2025)



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LIST OF ABBREVIATIONS

In this paper, the term "The Plan" refers to the Anticipated Remediation Plan in the case of Early Intervention of Orient Commercial Joint Stock Bank (OCB) presented here.

Other abbreviations as follows

- BOD : Board of Directors
- BOS : Board of Supervisors
- CEO : General Director
- ERM : Enterprise Risk Management Department
- GMOS : General Meeting of Shareholders
- HO : Head Office
- OCB : Orient Commercial Joint Stock Bank
- RMD : Risk Management Division
- SBV : State Bank of Vietnam



PART I: BASE AND SCOPE OF APPLICATION OF THE PLAN

1. ESTABLISHMENT BASE OF THE PLAN

- Law on Credit Institutions No. 32/2024/QH15 issued by National Assembly on 18/01/2024.
- The Charter of Orient Commercial Joint Stock Bank (OCB) takes effect from 01/07/2024.
- Circular No. 13/2018/TT-NHNN dated 18/05/2018 of the SBV regarding "Regulation on the internal control system of commercial banks and foreign bank branches" and amendments and supplements.
- Circular No. 22/2019/TT-NHNN dated 15/11/2019 of the SBV regarding "Regulation on prudent limits and ratios in the operations of banks and foreign bank branches" and amendments and supplements.
- Circular No. 41/2016/TT-NHNN dated 30/12/2016 of the SBV regarding "Regulation on capital adequacy ratio for banks and foreign bank branches" and amendments and supplements.
- Decision No. 137/2024/QD-HDQT dated 04/10/2024 of the BOD of OCB on promulgating the "Regulation on the organizational structure of Orient Commercial Joint Stock Bank".
- Decision No. 79/2023/QD-HDQT dated 31/08/2023 of the BOD of OCB on promulgating the "Regulation on risk management strategy framework".
- OCB's 2024 Audited Consolidated Financial Statements.

2. MAIN PURPOSES OF THE PLAN

The Plan is established aiming for the following purposes:

- a. Comply with requirements and regulations in the current Law on Credit Institutions.
- b. Specify cases where early intervention is required to minimize losses.
- c. Specify anticipated remediation methods in the case of early intervention.
- d. Ensure that OCB has maintained its operation safely and developed sustainably.

3. APPLICABLE SUBJECTS AND SCOPE OF APPLICATION OF THE PLAN

The Plan is established to apply at OCB in the following cases:

- a. OCB shall proactively and promptly implement the remediation measures envisaged in the Plan when OCB experiences one or more risk events resulting in early intervention, according to the decision of the OCB's competent authorities.
- b. When SBV requests to deploy early intervention measures at OCB to prevent and minimize risks and losses at OCB and banking operations.

4. AMEND, UPDATE AND APPROVE OF THE PLAN

- a. The CEO shall appoint a unit to act as the focal point to review, amend, complement, and update the Plan periodically for at least 02 years and submit it to the BOD for acceptance before going to the GMOS for approval, then send it to the SBV by the law.
- b. Relevant Divisions/ Centers/ Departments/ Offices (hereinafter referred to as "Units") at OCB are responsible for coordinating to update and modify the Plan periodically and when risk events occur resulting in early intervention at OCB in accordance with the law.

- c. The BOD and the BOS, according to their functions and duties, are responsible for organizing, directing, and examining the implementation of the Resolution of the GMOS.

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PART 2: THE SITUATION OF OPERATIONS AND RISK MANAGEMENT AT OCB

1. THE BUSINESS LEGAL INFORMATION OF OCB

Full name in Vietnamese	Ngân hàng Thương mại Cổ phần Phương Đông
Full name in English	Orient Commercial Joint Stock Bank
Abbreviation	Orient Commercial Bank or OCB
Stock code	OCB
Tax code/ Corporation code	0300852005
License of Operation	0061/NHGP issued by the Governor of the SBV on 13/04/1996
Term of operation	99 years from the date of issuance of the License of Operation
Business sectors	Monetary and credit activities and services of finance, monetary, and banking are stipulated in the License of Operation and the Charter.
Head office address	The Hallmark Tower, 15 Tran Bach Dang Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City
Legal representative	Mr. Trinh Van Tuan Title: Chairman of the BOD
Charter capital at 31/12/2024	24,657,891,520,000 VND

2. THE SITUATION OF THE ORGANIZATIONAL STRUCTURE OF OCB AND PRINCIPLES OF OPERATING ITS ORGANIZATIONAL STRUCTURE

2.1. The network and the management, control, and operation apparatus at OCB

- a. The current organizational structure of OCB is organized by Decision No. 137/2024/QĐ-HĐQT issued by the BOD on 04/10/2024 and effective from 07/10/2024.

❖ The OCB's governance structure comprises the General Meeting of Shareholders (GMOS), the Board of Directors (BOD), the Board of Supervisors (BOS), the General Director (CEO), and assistant bodies.

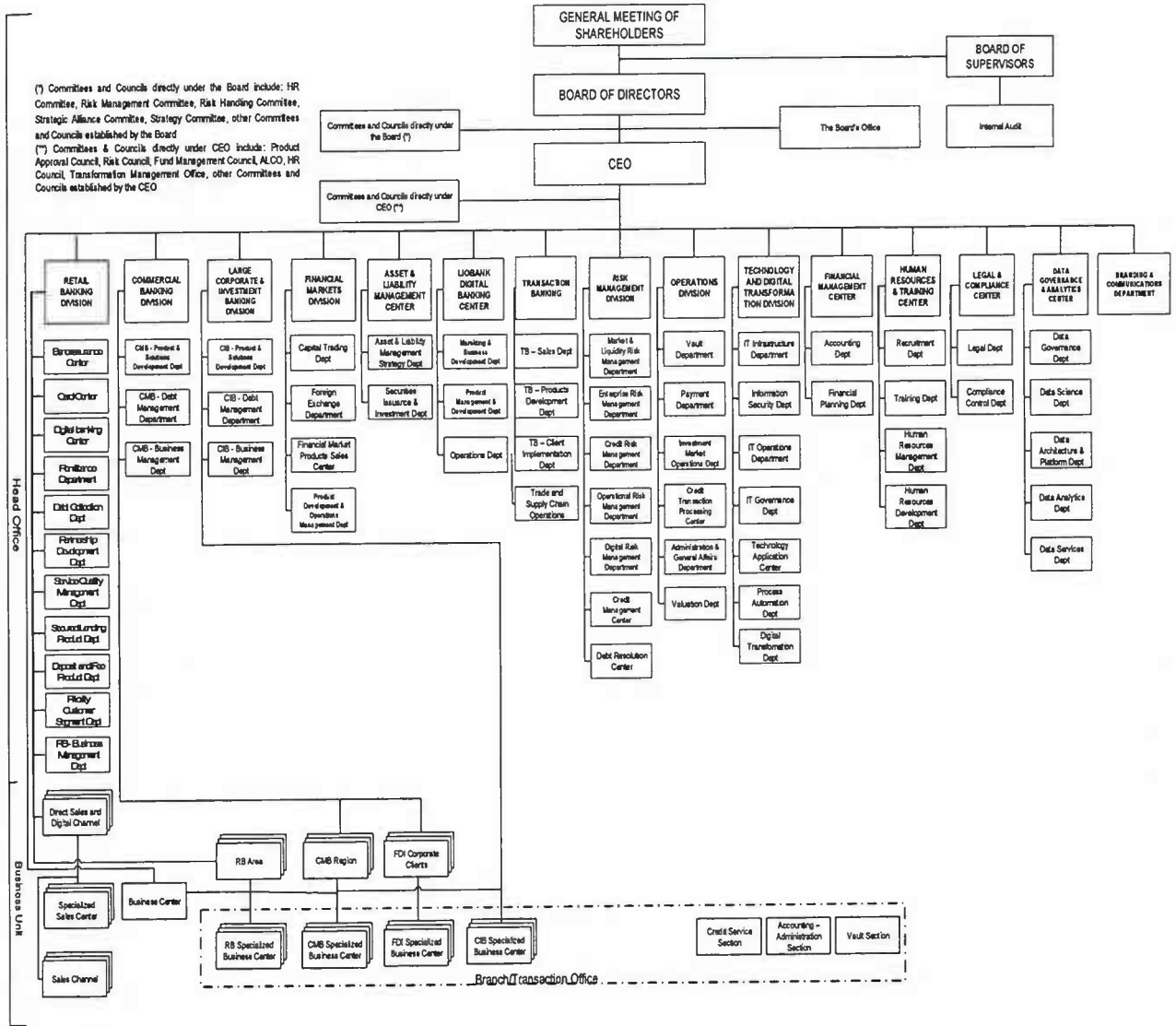
❖ OCB system comprises:

- Head Office;
- Branches;
- Transaction Offices;
- Representative Office;
- Non-business Units;
- Affiliates.

❖ The management apparatus at OCB comprises the BOD and BOD assistant bodies listed below, operating according to regulations issued by the BOD:

- The BOD Office;

- Human Resources Committee;
 - Risk Management Committee;
 - Risk Handling Committee;
 - Strategic Cooperation Department;
 - Strategy Board;
 - Other bodies established by the BOD.
- ❖ The supervision apparatus at OCB comprises the BOS and its affiliated units (Internal Audit Department and other units (if any)), operating according to regulations issued by the competent authorities of OCB.
- ❖ The executive apparatus at OCB comprises the Executive Board and CEO assistant bodies listed below, operating according to regulations issued by the competent authorities of OCB:
- The Divisions/ Centers/ Departments/ Offices at the HO are established by the BOD resolutions based on the proposal of the BOD, operating with the organizational structure and functions, tasks, and powers assigned by the CEO according to the delegation of the BOD.
 - The professional councils established by the CEO have the organizational structure, functions, tasks, and powers according to regulations issued by the CEO, including:
 - Product Approval Council;
 - Risk Council;
 - Capital Management Council;
 - Asset and Liability Management Council (ALCO);
 - Credit Council;
 - Debt Restructuring Council;
 - Debt Purchasing Council;
 - Human Resources Council.
- b. The overall chart of the organizational structure of OCB:



2.2. Principles of operating organizational structure of OCB

The current organizational structure of OCB is operated by the principles specified in Decision No. 137/2024/QĐ-HĐQT of the BOD, including the following principles:

- Ensure publicity, transparency, efficiency, compliance with current legal regulations, and move towards practices and standards throughout the network.
- Separate business, support, and monitoring activities to ensure transparency, avoid overlap, and have reasonable cross-control among units.
- Drive performance throughout the system, create cross-unit collaboration mechanisms to ensure strategic and operational alignment, and achieve common goals.
- Apply a vertically centralized management mechanism in all aspects of operations under the highest leadership of the CEO, in accordance with the responsibilities and powers of the CEO as prescribed by law.

- e. The CEO manages daily operations through a decentralization and authorization mechanism to ensure work progress and quality, as well as enhance the initiative and sense of responsibility of managers.
- f. Heads of Divisions/ Centers/ Departments/ Offices at the HO are responsible for managing, operating, and supervising the activities of the units under their charge vertically from the HO to the Regions, Areas, and Business Units at Branches and Transaction Offices.

2.3. Evaluate the compliance of the organizational structure of OCB compared with the law

Legal regulations	At OCB
A. Compare with the Law on Credit Institutions No. 32/2024/QH15	
The legal representative is the Chairman of the BOD/ CEO (<i>Clause 1, Article 11</i>)	<input checked="" type="checkbox"/> Response
The legal representative must reside in Vietnam (<i>Clause 2, Article 11</i>)	<input checked="" type="checkbox"/> Response
The governance structure includes the General Meeting of Shareholders, Board of Directors, Board of Supervisors, and General Director (<i>Clause 1, Article 40</i>).	<input checked="" type="checkbox"/> Response
The BOD must establish a Risk Management Committee and a Human Resources Committee under the BOD (<i>Clause 5, Article 50</i>).	<input checked="" type="checkbox"/> Response
The credit institution has to establish the Internal Audit Department under the BOS (<i>Clause 3, Article 51</i>).	<input checked="" type="checkbox"/> Response
B. Compare with Circular No. 13/2018/TT-NHNN	
The Risk Management Committee and the Human Resources Committee, respectively, must include at least more than half of the voting members who are not executives (<i>Clause 1, Article 9</i>).	<input checked="" type="checkbox"/> Response
The CEO must establish a Risk Council, an Asset & Liability Management Council, and a Capital Management Council to advise the CEO on risk management, asset and liability management, and internal capital adequacy assessment (<i>Clause 3, Article 9</i>).	<input checked="" type="checkbox"/> Response

Thus, the current organizational structure of OCB complies with the current Law on Credit Institutions No. 32/2024/QH15 and meets the requirements of the SBV on the internal control system of commercial banks stipulated in Circular No. 13/2018/TT-NHNN.

3. THE PERFORMANCE AND FINANCIAL STATUS OF OCB UP TO 31/12/2024

3.1. Scope of operations and main business activities of OCB

According to the Charter, OCB has the scope of business and operations both domestically and internationally in accordance with the law, with main business activities including:

- a. Banking activities as prescribed by the Law on Credit Institutions.
- b. Activities of borrowing, depositing, and buying and selling valuable papers:
 - Borrow, and buy and sell valuable papers with the SBV following the Law on State Bank.

- Borrow, lend, deposit and receive deposits, buy and sell fixed-term valuable papers with other credit institutions.
- Borrow abroad following the Law on Foreign Exchange and relevant legal regulations.
- c. Organize and participate in the payment system:
 - Organize internal payments and participate in the national interbank payment system.
 - Participate in the international payment network upon written approval from the SBV.
- d. Foreign exchange trading and providing foreign exchange services and derivative products:
 - Foreign exchange trading and providing foreign exchange services upon written approval from the SBV.
 - Provide derivative products on interest rates, foreign exchange, currencies, and other financial assets upon written approval from the SBV.
- e. Perform entrustment and agency operations, and agency assignments:
 - Perform entrustment, entrustment acceptance, agency operations in banking activities, and assign payment agents according to regulations of the SBV.
 - Perform activities of the insurance agency according to the Law on Insurance Business and the scope of insurance agency activities prescribed by the SBV.
- f. Other business activities as prescribed by the SBV:
 - Provide the service of storing assets and safe boxes for rent.
 - Provide cash management and treasury services to other credit institutions.
 - Provide services of money transfer, collection, payment, and non-account payment.
 - Buy and sell SBV bills, corporate bonds, and valuable papers according to the laws.
 - Currency brokerage, gold trading, and services related to factoring and letters of credit.
 - Consult on banking and other business activities specified in the License of Operations.
 - Other business activities related to banking activities as prescribed by the SBV or upon written approval from the SBV.
- g. Other business activities as prescribed by relevant laws:
 - Bond issuance, securities depository, banking supervision, and debt purchase.
 - Buy and sell government debt instruments, government bonds, government-guaranteed bonds, and local government bonds.
 - Provide collateral management agency services for lenders such as credit institutions, international financial institutions, and foreign credit institutions.
 - Deposit at and receive deposits from domestic and foreign credit institutions and financial institutions in accordance with the law and guidance of the SBV.

3.2. The scale of the OCB operation network as of 31/12/2024

a. The network scale: By the end of 2024, the OCB system includes:

- 01 head office at The Hallmark Tower, 15 Tran Bach Dang Street, Thu Thiem Ward, Thu Duc City, Ho Chi Minh City.
- 62 main branches and 113 transaction offices across the country.
- 01 subsidiary in which OCB owns 100% of its charter capital, providing foreign currency receiving and payment services.

Table 1: Information on subsidiaries of OCB as of 31/12/2024

No.	Company name	Corporation number	Date of establishment	Business sector	Charter capital	OCB ownership ratio
1.	Orient Commercial Bank International Money Transfer Limited Company (OIMT)	0314327542	03/04/2017	Foreign currency receiving and payment services	25,000 million VND	100%

b. **The scale of human resources:** As of 31/12/2024, the whole system of OCB has 7,026 employees, rising 204 persons compared to 31/12/2023.

3.3. Development objectives and the latest credit rating of OCB

a. **Development objectives:** OCB is the first bank in Vietnam to announce the completion of all items of the risk management project according to Basel II international standards in 2017 and is one of the first three banks approved by the SBV to apply Circular No. 41/2016/TT-NHNN ahead of schedule in 12/2018. Up to now, OCB continues to be in the group of Vietnamese commercial banks leading in the implementation of advanced Basel II and Basel III. The objectives of OCB are to grow continuously, sustainably, and effectively and strive to be one of the leading private banks in Vietnam by 03 criteria of "Growth, Safety, Efficiency".

b. **Credit rating:** On 09/09/2024, Moody's International Credit Rating Organization announced the credit rating of OCB at Ba3 with a "Stable" outlook, specifically:

-	Long-term deposit rating:	Ba3
-	Long-term issuer rating:	Ba3
-	Baseline Credit Assessment (BCA):	B1
-	Rating Outlook:	Stable

3.4. Financial status of OCB (OCB's 2024 Audited Consolidated Financial Statements)

a. Consolidated balance sheet

Table 2: Consolidated balance sheet of OCB as of 31/12/2023 and 31/12/2024

Items (Unit: Million VND)	31/12/2024	31/12/2023
A. ASSET		
Cash, gold, silver, and precious stones	787,774	779,734
Deposits at the SBV	2,377,473	6,965,365
Deposits and loans to other credit institutions	39,126,199	33,900,216
Trading securities	-	-

Items (Unit: Million VND)	31/12/2024	31/12/2023
Derivatives and other financial assets	-	41,474
Customer loans	168,295,146	144,704,317
Purchased debts	5,041,128	546,768
Investment securities	52,589,034	40,291,755
Contribute capital and long-term investments	-	-
Fixed assets	630,507	554,565
Investment real estates	-	-
Other assets	11,865,111	12,330,081
TOTAL ASSETS	280,712,372	240,114,275
B. LIABILITIES AND EQUITY		
Claims from Government and the SBV	3,469,536	94,394
Deposits and loans from other credit institutions	45,008,281	31,039,865
Customer deposits	142,459,763	125,945,932
Derivatives and other financial liabilities	356,263	-
Grants, entrusted funds and loans exposed to risks	5,942,084	4,358,195
Issuance of valued papers	44,010,713	37,808,325
Other liabilities	7,794,038	12,331,859
Capital and funds	31,671,694	28,535,703
Non-controlling interest	-	-
TOTAL LIABILITIES AND EQUITY	280,712,372	240,114,275

b. Consolidated business results

Table 3: Consolidated business results of OCB in 2023 and 2024

Items (Unit: Million VND)	2024	2023
Net interest income	8,606,669	6,765,518
Net profit/ loss from service activities	930,981	882,063
Net profit/ loss from foreign exchange trading	310,954	389,065
Net profit/ loss from trading securities	2,250	1,496
Net profit/ loss from trading investment securities	(188,422)	646,562
Net profit/ loss from other operations	406,651	253,422
Income from capital contribution, equity investment	-	-
Operating expenses	(3,803,761)	(3,171,425)
Net profit from operating activities	6,265,322	5,766,702
Provision expenses for credit risk	(2,259,026)	(1,627,225)

Items (Unit: Million VND)	2024	2023
Total profit before tax	4,006,296	4,139,476
Corporate income tax expense	(832,873)	(836,173)
Profit after tax	3,173,423	3,303,303

3.5. Evaluate the performance and financial status of OCB as of 31/12/2024

- a. **Regarding the business scale:** The total consolidated assets as of 31/12/2024 increased by 16.91% compared to 31/12/2023, in which customer loans increased by 16.06% and customer deposits increased by 13.11%.
- b. **Regarding business efficiency, credit quality, and capital adequacy:** Consolidated net profit from business activities before credit risk provisions in 2024 increased by 8.65% compared to 2023. However, due to the increase in credit risk provision expenses, consolidated profit after tax decreased by 3.91%. Credit quality is controlled within the safe limit, and the capital adequacy ratio is maintained higher than the minimum level prescribed by the SBV.

4. RISK MANAGEMENT FRAMEWORK AND RISK MONITORING MECHANISM OF OCB

4.1. Types of crucial risks in the OCB's operations

From its business operations, OCB identifies crucial risks and stipulates in Decision No. 78/2023/QĐ-HĐQT issued by the BOD on the risk management strategy framework, including credit risk, operational risk, market risk, interest rate risk on the banking book, liquidity risk, concentration risk, and other risks arising from main activities.

4.2. Organizational structure and principles of risk management of OCB

- a. **The risk management organizational structure:** OCB has deployed the risk management system according to the model of 03 independent lines of defense as prescribed in Circular No. 13/2018/TT-NHNN as follows:
 - The first line of defense has the function of identifying, controlling, and minimizing risks, which is performed through the activities of the following Units: (i) Units with business functions and generating revenue; (ii) Units with the function of implementing risky decisions; (iii) Units with the function of allocating risk limits, controlling risks, minimizing risks for each type of transaction and business activity.
 - The second line of defense is responsible for developing internal policies and regulations on risk management, and measuring and monitoring risk compliance with the laws, which is performed by the following Units: (i) the Risk Management Division; (ii) the Legal and Compliance Center.
 - The third line of defense is responsible for internal audits at OCB, performed by the Internal Audit Department.
- b. **Risk management principles:** Risk management activities at OCB are implemented on the basis of compliance with the risk management principles stipulated in Decision No. 78/2023/QĐ-HĐQT as follows:

- Comply with the law, reasonably disperse risks, and balance between risk management and benefits. If there are difficulties in assessing benefits, risk management will be prioritized.
 - Risk management activities are closely monitored and managed by the BOD. The Risk Management Committee, Risk Council, and specialized Risk Management Departments at the HO are advisory bodies that assist the BOD and the CEO in risk management.
 - Risk management activities ensure the identification, measurement, control, monitoring, and mitigation of risks for all OCB's business activities under the model of 03 independent lines of defense, especially in credit granting and proprietary trading activities.
 - Establish and deploy a consistent risk management culture throughout the OCB system and ensure full communication of risk management awareness and requirements to each employee. The information exchange mechanism and risk management information system are centralized, effective, accurate, and reliable. Support Business Units achieve their goals and identify and prevent risks for each business activity.
- c. **The risk management framework:** The OCB's risk management framework includes the Risk Appetite Declaration issued, amended, and supplemented by the BOD and the risk limits established and managed through indicators of each crucial risk. Risk limits are approved by the CEO and reviewed and reassessed at least once a year or when major changes affect OCB's risk status. In case to adjust risk limits in a loosening direction, the CEO must report to the BOD after the adjustment.
- 4.3. Evaluate the compliance of the OCB's risk management system compared with the law and implementation results of risk management indicators at OCB in 2024**
- a. The organizational structure of the risk management model, risk management principles, and risk management framework of OCB meet the requirements of SBV on risk management prescribed in Chapter IV of Circular No. 13/2018/TT-NHNN, specifically:
- The risk management system is organized according to the model of 03 independent lines of defense. Risk decisions are guaranteed to be transparent, clear, and consistent with the risk management policy.
 - Fully identify, accurately measure, and regularly monitor crucial risks in business operations to prevent and minimize risks.
 - Annually disclose risk appetite and risk limits for crucial risks, comply with regulations of the SBV on prudent limits and ratios in banking activities and periodically implement internal liquidity adequacy assessment (ILAAP) and internal capital adequacy assessment (ICAAP) according to the laws and internal regulations of OCB.
- b. Risk management indicators at OCB in 2024 are within safe limits according to the provisions of the Law on Credit Institutions No. 32/2024/QH15, Circular No. 22/2019/TT-NHNN, and amendments and supplements, reflecting the efficiency of OCB's performance and its compliance with the laws.

5. SUMMARY OF THE PERFORMANCE AND RISK MANAGEMENT OF OCB

Moody's credit rating, financial and business performance results, and risk management indicators in 2024 stated above show that OCB has operated effectively, safely, and fully complies with legal regulations on prudent limits and ratios in banking operations.

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PART III : ANTICIPATED REMEDIATION PLAN IN CASE OF EARLY INTERVENTION AT OCB

1. TERMINOLOGIES AND GENERAL PROVISIONS

1.1. TERMINOLOGIES

- a. Early intervention refers to the case when the SBV applies requirements and restrictive measures to a credit institution and requires that credit institution to implement the remediation plan under the supervision of the SBV in order to remediate risk situations according to the Law on Credit Institutions.
- b. Law on Credit Institutions refers to the Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024 and amendments, supplements, implementation instructions, or legal documents replacing those documents (if any).
- c. Circular 22 refers to Circular No. 22/2019/TT-NHNN dated 15/11/2019 of the SBV on "Regulations on prudent limits and ratios in the operations of banks and foreign bank branches" and amendments, supplements, or legal documents replacing (if any).

1.2. General provisions

- a. The Laws, Circulars, and legal documents cited in the Plan include the first issued document and amendments, supplements, implementation instructions, or legal documents replacing those documents.
- b. In the Plan, referring to a specific Division/ Center/ Department/ Office at OCB means covering the Division/ Center/ Department/ Office (hereinafter referred to as "Unit") with equivalent functions and tasks (in case of name change or separation of the Unit) according to the Regulation on the organizational structure of OCB and other relevant regulations of OCB in each period.
- c. Highly liquidity assets are determined under the provisions of Circular 22, including: cash, gold; current deposits (including compulsory reserves), overnight deposits, and margin deposits at the SBV; valuable papers used in transactions with the SBV; balances on payment accounts, overnight deposits at agency banks (except for amounts committed for specific payment purposes); demand deposits and overnight deposits at domestic and foreign credit institutions (except for amounts committed or agreed to be used for specific payment purposes); bonds and treasury bills issued or payment-guaranteed by governments or central banks of countries with ratings of AA or higher; corporate bonds rated AA- or higher and listed on the stock market.
- d. The prudent limits and ratios mentioned in the Plan include credit limits, capital contribution and share purchase limits; capital adequacy ratio, solvency ratio, and other prudent ratios, which are determined by the Law on Credit Institutions and Circular 22, or legal documents replacing the Law on Credit Institutions/ Circular 22 in effect at each period.

2. ANTICIPATED REMEDIATION MEASURES IN CASE OF EARLY INTERVENTION

2.1. Risk events that lead to early intervention

According to the Law on Credit Institutions No. 32/2024/TT-NHNN, the SBV shall require early intervention at OCB if OCB experiences one or more of the following risk events:

Table 4: List of cases that lead to early intervention prescribed by the law

Event	Interpretation of risk events
Event 1	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 violate the minimum capital adequacy ratio.
Event 2	Below average rating according to the regulations of the SBV
Event 3	Violation of solvency ratio for 30 consecutive days
Event 4	Violation of minimum capital adequacy ratio for 06 consecutive months
Event 5	Occur mass withdrawal and has reported to SBV

2.2. Anticipated remediation measures and implementation roadmap

The following remediation measures are expected to apply at OCB in case of early intervention (hereinafter referred to as "Anticipated Remediation Measures").

The implementing roadmap of the anticipated remediation measures is expected to be from 36 months to 60 months, specifically as follows:

- Measures on personnel, operating expenses, network : 36 months
- Measures related to credit activities, assets, capital : 60 months

Depending on the requirements, nature, and extent of the impact, the execution date of each anticipated remediation measure is as follows:

Table 5: Execution date and conditions of anticipated remediation measures

Group	Execution date	Interpretation of execution date and execution conditions
Group 1	Immediately as early intervention occurs	<ul style="list-style-type: none"> - In case the written request for early intervention from the SBV requires such measures: Implement immediately upon receipt of the written request from the SBV or by the schedule requested by the SBV. - In case the written request for early intervention from the SBV does not require such measures: Implement after the Early Intervention Remediation Plan of OCB, which is the updated version after receiving the written request for early intervention from the SBV, approved by the BOD stipulates such measures.
Group 2:	After reviewing and evaluating risk and efficiency	Just implement only the measures specified in the Early Intervention Remediation Plan of OCB approved by the BOD after the conditions for implementing such measures are fully met (if any).
Group 3	After approval of the competent authorities	Only implement as the measure meets the following conditions: (i) being specified in the Early Intervention Remediation Plan of OCB approved by the BOD, and (ii) being accepted/ approved by the SBV or competent authorities of OCB to implement such measures by legal regulations.

Anticipated remediation measures applied to each case of early intervention, execution duration and date of execution of each measure as follows:

Table 6: Anticipated remediation measures for each case of early intervention

No.	Anticipated remediation measures	Execution duration	Applicable risk events					Date of execution		
			1	2	3	4	5	1	2	3
I. Cut operating expenses to limit losses										
1.	Cut non-essential operating expenses	36 months	x	x	x	x		x		
2.	Shrink inefficient assistant bodies	36 months	x	x	x	x			x	
3.	Cut management expenses, wages, salaries, and bonuses	36 months	x	x	x	x				x
II. Reduce withdrawals of receivable interest, provision expenses to reduce losses										
1.	Accelerate bad debt collection to recover provision expenses	60 months	x	x	x	x	x	x		
2.	Apply support measures on the provisions (*)	60 months	x	x	x					x
3.	Apply support measures on withdrawals of interest receivables	60 months	x	x	x					x
III. Preserve assets, restrict new investments										
1.	No network expansion; restrict expansion of new businesses/ markets	36 months	x	x	x	x			x	
2.	No dividend, interest, and distribution of after-tax profits after funds provision	60 months	x	x	x	x	x	x		
3.	No capital contributions or new share purchases	60 months	x	x	x	x	x	x		
4.	Restrictions on transfer of shares and assets	60 months	x	x	x	x	x	x		
IV. Increase capacity on equity										
1.	Supplement charter capital	60 months	x	x	x	x	x			x
2.	Apply support measures on shareholder ownership ratio (*)	60 months	x	x	x	x	x			x
3.	Apply support measures on capital adequacy ratio (*)	60 months	x	x	x					x
V. Enhance the ability of liquidity										
1.	Increase holdings of highly liquidity	60 months	x	x	x	x	x	x		

No.	Anticipated remediation measures	Execution duration	Applicable risk events					Date of execution		
			1	2	3	4	5	1	2	3
	assets									
2.	Apply support measures on solvency ratio (*)	60 months		x		x	x			x
VI.	Strengthen risk management activities									
1.	Strengthen supervision on large and high-risk loans, diminish credit limits, diminish capital contribution and share purchase limits, restrict credit growth	60 months	x	x	x	x	x	x		
2.	Restrict the growth of loans with high-risk weight	60 months	x	x	x	x	x	x		
3.	Stop inefficient and high-risk business activities	36 months	x	x	x	x	x		x	
4.	Gradually reduce the outstanding balance of loans with high-risk weight	60 months	x	x	x	x	x		x	
5.	Stop banking and business activities that show signs of violating the law; do not supplement new banking activities and business activities	36 months	x	x	x	x	x	x		
6.	Suspend managers and executives who violate the law or pose a major risk to the operations of OCB. Elect and appoint replacing managers and executives who violate the law or pose a major risk to the operations of OCB. Reorganize the governance and executive apparatus.	36 months	x	x	x	x	x	x		
7.	Apply support measures on prudent limits and ratios (*)	60 months	x	x	x	x	x			x
VII.	Strengthen communication activities									
1.	Communicate to staff to spread the message	36 months					x	x		
2.	Press releases and strengthen communication on capacity	36 months					x			x

2.3. Conditions for applying support measures

Measures marked with (*) in Section 2.2 of Part III are Support Measures, which can only be implemented upon receipt of written approval from the SBV.

Details of the Support Measures according to the Law on Credit Institutions No. 32/2024/QH15 are as follows:

- a. Develop and implement according to the roadmap for compliance with prudent limits and ratios in operations (applicable to violated prudent limits and ratios).
- b. If the measure of supplement charter capital is applied, shareholders are allowed to own shares exceeding the limit of share ownership ratio prescribed by the Law on Credit Institutions but must have a roadmap to reduce the share ownership ratio to comply with the limit cited by the law.
- c. In case of accumulated loss greater than 50% of the value of charter capital and reserve funds recorded in the most recent audited financial statements or according to the inspection or audit conclusion of competent state agencies, the support measures shall be applied as follows:
 - i. If the amount of risk provision required is greater than the difference between total revenue and total expense from annual business results, excluding the amount of risk provision provisioned in the year, the amount of risk provision shall be equal to the difference between total revenue and total expense.
 - ii. If having withdrawals of interest receivables, the interest receivables are allocated following financial capacity on the principle that the total amount of withdrawals of interest receivable and the amount of risk provision must be equal to the difference between total revenue and total expense from annual business results. The maximum duration for allocating interest receivables must be 05 years from the date of approval by the SBV and only applies to receivables arising up to the date the SBV issues a written request to implement early intervention measures. In case of necessity, the duration for allocating interest receivables must be longer than 05 years but must not exceed 10 years and must comply with Government regulations.

3. IMPLEMENT REMEDIATION MEASURES IN CASE OF EARLY INTERVENTION

3.1. Procedure for implementing remediation measures in case of early intervention

a. Flowchart

Step	Unit	Procedure	Duration	Attached documents
1	ERM Relevant units	Receiving the request from the State Bank	As required by the SBV	The written request of the SBV for early intervention
2	ERM Relevant units	Identify the causes leading to early intervention	T + 03	The written request of the SBV for early intervention
3	ERM Relevant units	Update the remediation plan	T + 05	Early Intervention Remediation Plan of OCB
4	Relevant units	Suggest a remediation plan	T + 05	Early Intervention Remediation Plan of OCB
5	BOD Office BOD	Approve the loss recovery plan	According to internal regulations of OCB	Early Intervention Remediation Plan of OCB
6	ERM SBV	Accept the remediation plan	According to the regulations of the SBV	Early Intervention Remediation Plan of OCB
7	Relevant units	Implement the remediation plan	According to the Plan	Early Intervention Remediation Plan of OCB
8	Relevant units ERM	Progress report, implementation results Terminate early intervention	By the request of the SBV	Report on the implementation of the Early Intervention Remediation Plan of OCB

b. Flowchart interpretation

Step	Unit	Flowchart interpretation	Related documents
1	ERM Relevant units	<ul style="list-style-type: none"> - As OCB occurs a risk event that requires early intervention and receives a written request from the SBV for early intervention, the ERM shall activate this Procedure. - The ERM informs relevant units to immediately implement the requirements and restrictive measures as requested by the SBV in the written request for early 	- The written request of the SBV for early intervention

Step	Unit	Flowchart interpretation	Related documents
		intervention	
2	ERM Relevant units	<p>Identify the causes for early intervention</p> <ul style="list-style-type: none"> - The ERM coordinates with the Market & Liquidity Risk Management Department and the Financial Management Center to analyze and determine the causes leading to early intervention. - Processing time: Maximum 03 working days from the date of receipt of the request from the SBV for early intervention 	<ul style="list-style-type: none"> - The written request of the SBV for early intervention - The Anticipated Remediation Plan in case of Early Intervention of OCB
3	ERM Relevant units	<p>Update the Early Intervention Remediation Plan of OCB (hereinafter referred to as "Remediation Plan")</p> <ul style="list-style-type: none"> - The ERM coordinates with relevant units to update, amend, supplement, and complete the Remediation Plan (which may include Support Measures submitted to the SBV for approval as prescribed in Section 2.3 of this Part or by the legal regulations in each period) in accordance with the resource situation of OCB, the risk extent and relevant legal regulations. - Processing time: Maximum 10 working days from the date of receipt of the request from the SBV for early intervention 	<ul style="list-style-type: none"> - The Anticipated Remediation Plan in case of Early Intervention of OCB - The draft of Early Intervention Remediation Plan of OCB
4	Relevant units	<p>Comments for the Remediation Plan</p> <ul style="list-style-type: none"> - The ERM sends the draft of the Remediation Plan to the Financial Management Center, Market & Liquidity Risk Management Department, Credit Risk Management Department, Operational Risk Management Department, and other relevant units for comments and completion. - Units receiving requests for comments are responsible for responding within a maximum of 02 working days from the date of receipt of the request for 	<p>The Early Intervention Remediation Plan of OCB submitted to the BOD for approval</p>

Step	Unit	Flowchart interpretation	Related documents
		<p>comments.</p> <ul style="list-style-type: none"> - The ERM collects the comments and completes the Remediation Plan (which may include Support Measures submitted to the SBV for approval) to submit to the BOD for approval as required by the law. - Method of information exchange among units: Via OCB internal email, with the cc to the Head of the sending unit and the Head of the receiving unit. 	
5	BOD Office BOD	<p>BOD approves the Remediation Plan.</p> <ul style="list-style-type: none"> - The ERM coordinates with the BOD Office to prepare and complete the record submitted to the BOD for approval of the Remediation Plan. <ul style="list-style-type: none"> ▪ If the BOD approves it: Go to Step 6. ▪ If the BOD rejects it: Return to Step 3. - Processing time: According to relevant internal regulations of OCB 	The Early Intervention Remediation Plan of OCB
6	ERM SBV	<p>Send the Remediation Plan to the SBV</p> <ul style="list-style-type: none"> - ERM sends the Early Intervention Remediation Plan of OCB to the SBV. <ul style="list-style-type: none"> ▪ In case the SBV has no opinion: Go to Step 7 ▪ In case the SBV requires to amend: Return to Step 3. - If the Remediation Plan stipulates Support Measures, such measures may only be implemented after receiving written approval from the SBV. - Processing time: Maximum 10 working days from the date the BOD approves the Remediation Plan. 	The Early Intervention Remediation Plan of OCB
7	Relevant units	<p>Implement the Remediation Plan</p> <ul style="list-style-type: none"> - The Heads of the Departments/ Offices under the Risk Management Division, the Financial Management Center, the Legal and Compliance Center, and other relevant units are responsible for deploying remediation measures 	The Early Intervention Remediation Plan of OCB

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Step	Unit	Flowchart interpretation	Related documents
		<p>according to the Remediation Plan approved by the BOD. If measures have conditions for implementation, such conditions must be met as implementing those measures.</p> <ul style="list-style-type: none"> - The Operational Risk Management Department, the Media Branding and Communications Department coordinate to compile communication content and coordinate with the Technology and Digital Transformation Division to organize and supervise communication work and related issues. - The ERM, the Credit Risk Management Department, the Market and Liquidity Risk Management Department, the Financial Management Center, and other relevant units are responsible for monitoring the implementation of prudent limits and ratios in operations according to the Early Intervention Remediation Plan of OCB approved by the BOD (which may include Support Measures approved by the SBV) and promptly reporting to the Chief Financial Officer, Chief Risk Officer, and CEO in case of failure to comply with that prudent limits and ratios according to the prescribed implementation roadmap. - Execution time of remediation measures: Comply with the Remediation Plan approved by the BOD 	
8	Relevant units ERM	<p>Report on the implementation of the Remediation Plan</p> <ul style="list-style-type: none"> - The relevant units mentioned in Step 7 are responsible for reporting the progress and results of implementing remediation measures according to the Early Intervention Remediation Plan of OCB to the ERM every 02 weeks to summarize and report to the SBV. - The ERM collects reports from relevant units to report to the SBV following the 	Report on the implementation of the Early Intervention Remediation Plan of OCB

Step	Unit	Flowchart interpretation	Related documents
		requirements of the SBV and the laws.	

3.2. Relevant procedures and related issues

- a. If need to extend the execution duration of the Early Intervention Remediation Plan: Carry out similarly to the Procedure for implementing the Early Intervention Remediation Plan explained in detail in Section 3.1 of this Part III.
- b. If need to amend or supplement Support Measures in the Early Intervention Remediation Plan: Carry out similarly to the Procedure for implementing the Early Intervention Remediation Plan stated in Section 3.1 of this Part III, and only implement such amended or supplemented support measures after receiving written approval from the SBV.
- c. During the implementation of the Early Intervention Remediation Plan, if a share transfer or charter capital increase leads to conversion of the legal form of OCB: The conversion of the legal form is carried out in accordance with the Law on Credit Institutions and related laws.
- d. In case OCB needs to promptly implement remediation measures to prevent risks and minimize damages: Only implement measures belonging to Group 1 and Group 2 by the Decision of the CEO after reporting to the BOD.

4. CASES OF EARLY INTERVENTION TERMINATION

The application of early intervention at OCB (if any) will terminate when one of the following early intervention termination cases occurs, in accordance with the provisions of the Law on Credit Institutions:

- a. The SBV issues a written document terminating early intervention at OCB.
- b. The SBV issues a written document approving the merger and consolidation of OCB with other credit institutions. The merger and consolidation will be carried out following the Decision of the SBV and according to the laws.
- c. The competent authority of the State issues the decision to dissolve and bankrupt OCB. The dissolution and bankruptcy will be carried out following the Decision of the SBV and according to the laws.
- d. The SBV decides to put OCB under special control according to the law.



PROPOSAL
THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS
Re: Deciding additional matters within the authority of the General Meeting of Shareholders

In order to ensure the prompt, smooth, and effective management and operation of Orient Commercial Joint Stock Bank (OCB), the Board of Directors (BOD) would like to seek approval from the General Meeting of Shareholders (GMS) to authorize the BOD to make decisions on the matters within the authority of the GMS as follows:

1. Determining the organizational structure and management framework of OCB.
2. Deciding on measures to address significant financial fluctuations of OCB.
3. Endorsing the implementation of procedures for granting and amending the OCB's Operating License in accordance with the License format issued by the State Bank.
4. Considering and deciding on changes and additions to the business registration content in compliance with applicable laws, as well as issuing financial regulations and related provisions within the authority of the GMS.
5. Deciding on the maximum foreign ownership ratio at OCB, ensuring it does not exceed 30% of OCB's charter capital or any other limit as prescribed by law, and making necessary amendments to the OCB Charter to reflect this maximum foreign ownership ratio.
6. Deciding on matters related to the purchase and sale of treasury shares, including but not limited to issuing, approving, and amending relevant capital usage plans.
7. Approving the write-off debts that have been risk-managed and removed from off-balance sheet items in accordance with legal regulations.

The above authorization shall remain in effect until the next Annual General Meeting of Shareholders.

Sincerely./.



Recipients:

- Shareholders;
- BOD members;
- BOS members;
- CEO
- Archive: BOD Office.

ON BEHALF OF THE BOD
CHAIRMAN 



TRINH VAN TUAN



PROPOSAL

THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Re: Election of members of the Board of Directors and the Board of Supervisors for the term of 2025 – 2030

The term of the Board of Directors of OCB for the period 2020-2025 will conclude at the 2025 Annual General Meeting of Shareholders. To initiate the process for the election of members to the Board of Directors (BOD) and Board of Supervisors (BOS) for the 2025-2030 term in accordance with legal requirements, OCB has issued a notice to shareholders outlining the conditions, criteria, and procedures for the nomination and candidacy of individuals for these positions. The notice also specifies the deadline for submitting nomination and candidacy applications to OCB, which will be used to finalize the list of candidates for approval by the State Bank.

Following the expiration of the nomination and candidacy deadline in accordance with the regulations, OCB has received nomination documents from Aozora Bank, a strategic shareholder, which owns 15% of OCB's charter capital, nominating Mr. Yoshizawa Toshiki and Mr. Segawa Mitsuhiro as members of the BOD. Therefore, based on the personnel needs for the BOD and BOS of OCB for the 2025-2030 term, expected to consist of 08 members of the BOD and 05 members of the BOS, the OCB's Board of Directors has approved the Resolution No. 23/2025/NQ-HĐQT regarding the agreement on the list of expected personnel to be elected as members of the BOD and the BOS of OCB for the term of 2025 – 2030.

Accordingly, the State Bank has approved the list of personnel expected to be elected as members of the BOD and members of the BOS of OCB for the 2025-2030 term as follows (with profile summary in the attached Appendix):

No.	Full name	Expected positions to be elected
I	List of candidates elected as Members of the Board of Directors	
1	TRINH VAN TUAN	Member of the BOD
2	NGO HA BAC	Member of the BOD
3	TRINH THI MAI ANH	Member of the BOD
4	YOSHIZAWA TOSHIKI	Member of the BOD



5	SEGAWA MITSUHIRO	Member of the BOD
6	PHAN TRUNG	Member of the BOD
7	NGUYEN QUOC HUONG	Independent Member of the BOD
8	DUONG KY HIEP	Independent Member of the BOD
II	List of candidates elected as Members of the Board of Supervisors	
1	DANG THI THANH HUYEN	Member of the BOS
2	DANG THI QUY	Member of the BOS
3	NGUYEN VAN HAI	Member of the BOS
4	NGUYEN TRONG HAI	Member of the BOS
5	PHAM QUANG VINH	Member of the BOS

With the above proposed candidate list, the Board of Directors would like to seek approval from the General Meeting of Shareholders for the following items:

1. The number of members of the BOD and the BOS:
 - Number of members of the BOD: 08 members, including 2 independent members
 - Number of members of the BOS: 05 members.
2. To conduct an election for the above-mentioned candidates as members of the BOD and members of the BOS for the term of 2025-2030.

Sincerely./.



Recipients:

- Shareholders;
- BOD members;
- BOS members ;
- CEO;
- Archive: BOD Office

**ON BEHALF OF THE BOD
CHAIRMAN** *sk*



TRINH VAN TUAN





Trust and Prosperity

APPENDIX

INFORMATION ON CANDIDATES EXPECTED TO BE ELECTED AS MEMBERS OF THE BOARD OF DIRECTORS AND THE SUPERVISORY BOARD FOR THE TERM OF 2025 – 2030

(Issued together with Proposal No. 09/2025/TTr-HĐQT/ĐH dated 28/03/2025)

No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
I					
Persons expected to be elected as Members of the BOD					
1	TRINH VAN TUAN	28/11/1965	Vietnamese	Electronic Engineering – Hanoi University of Science and Technology	<ul style="list-style-type: none"> - 1994–1995: Doing business in the Republic of Poland - 1996–2010: Member of the BOD, Chairman of the BOD - VIB - 2006–2010: Member of the BOD - Vietnam International Securities Joint Stock Company (VIS) - 2010– present: Chief Executive Officer (CEO), Vice Chairman of the BOD, Chairman of the BOD - OCB
2	NGO HA BAC	20/04/1955	Vietnamese	Solid-state Physics Engineering – Hanoi University of Science and Technology	<ul style="list-style-type: none"> - 1978–1985: Specialist, Institute of Technical Physics, Military Technical Institute - Ministry of National Defense - 1985–1990: Postgraduate student, Military Technical Academy in Warsaw, Poland - 1991–1993: Scientific collaborator, Institute of Electronic Engineering, Republic of Poland. - 1994: Chairman of the BOD, Russia-Poland-Vietnam Import & Export Joint Venture Company (ROSPL). - 1994–1998: Chairman of the BOD, Ukraine-Poland-Vietnam Joint Venture Company (POVICO) - 1998–2024: Chairman of the BOD, LBT Co., Warsaw, Poland - 2008–2010: Member of the BOD, Vietnam Prosperity Joint Stock Commercial Bank (VPBank)

No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
					<ul style="list-style-type: none"> - 2010 - 2011: Head of Management Board supervises business activities of VIS Board of Directors - 2011–present: Member of the BOD, term 2015-2020 (OCB)
3	TRINH THI MAI ANH	05/04/1992	Vietnamese	Bachelor of Science – London School of Economics and Political Science (UK)	<ul style="list-style-type: none"> - 2013 –2013: Intern, HSBC London - 2014–2016: Analyst, HSBC London - 2016–2017: Financial Consulting Director, Vietnam International Securities Joint Stock Company (VIS) - 2017–2018: Analyst, VinaCapital Group - 2018–2020: Senior Investment Specialist, Temasek Singapore - 2020–present: Member of the BOD, Orient Commercial Joint Stock Bank
4	YOSHIZAWA TOSHIKI	26/01/1967	Japanese	Bachelor of Laws – Waseda University, Tokyo	<ul style="list-style-type: none"> - 1989–1993: Employee of Sendai Branch in Miyagi Prefecture, Japan - Nippon Credit Bank, Ltd. - 1993–2002: Employee of Business Planning Department, Assistant Manager - Los Angeles Branch, USA; Assistant Deputy Manager of New York Representative Office, USA - Nippon Credit Bank, Ltd. - 2002–2008: Deputy Manager of Investment Banking; Head of Global Finance; Head of New York, USA Representative Office - Aozora Bank, Ltd. - 2008–2011: CEO cum Member of the BOD - Aozora Asia Pacific Finance - 2011–2014: Head of Asia Business Promotion - Aozora Bank, Ltd. - 2013–2020: Vice President, Deputy CEO - Vietnam International Leasing Company Limited - 2017–2020: Head of Asia Business Solutions - Aozora Bank, Ltd.

No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
					<ul style="list-style-type: none"> - 2020–present: Member of the BOD, term 2020-2025, Orient Commercial Joint Stock Bank (OCB) - 2022– present: Deputy Head of Asia Investment Division; Head of Asia Pacific Department; Senior Manager of Asia Pacific Department - Aozora Bank, Ltd.
5	SEGAWA MITSUHIRO	05/03/1968	Japanese	Bachelor of Science – Tokyo University of Science	<ul style="list-style-type: none"> - 1991–1998: Financial Markets Officer; Treasury Planning Officer - Nippon Credit Bank, Ltd. - 1998–2001: Deputy Head of Tokyo Branch, Japan - Sakura Global Capital, Inc. - 2001–present: Financial Markets Officer; Treasury Officer; Fund Investment Officer; Head of Currency Investment; Head of Credit Investment; Head of International Business; Deputy Head of International Finance, cum Head of International Business; Deputy Head of International Finance, cum Deputy Head of Asia Investment; Senior Manager, Head of International Business - Aozora Bank, Ltd.
6	PHAN TRUNG	05/05/1964	Vietnamese	<ul style="list-style-type: none"> - Bachelor of Economics – University of Commerce; - Master of Business Administration – Asia E University (Malaysia) 	<ul style="list-style-type: none"> - 1987-1992: Sales staff - Material Chemical Company - 1992–1995: Founder, Deputy Director - Trung Hung Trading and Service Co., Ltd. - 1996–1998: Founder, Deputy Director in charge of business - Huu Tin Trading Co., Ltd. - 1998–2024: Chairman Of The Member's Council, CEO - An Huy Trading and Service Co., Ltd. - 2007–2021: Founder, Deputy Chairman of the BOD, Member of the BOD - ROMANA Investment Joint Stock Company - 2010–present: Member of the BOD - Orient Commercial Joint Stock Bank.

No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
7	NGUYEN QUOC HUONG	03/11/1971	Vietnamese	<ul style="list-style-type: none"> - Bachelor – Banking University of Ho Chi Minh City - Master – University of Economics Ho Chi Minh City 	<ul style="list-style-type: none"> - 1993–2017: Credit Officer; Assistant to Head of Department; Team Leader - Credit Department; Deputy Manager - Investment Credit; Head of Credit Department and Head of Corporate Credit Department; Head of Credit Management-Head Office; Deputy CEO; Deputy CEO cum Director of Transaction Office 1; Regional Head in charge of Eximbank HCMC; Acting CEO; CEO; Deputy CEO; Deputy CEO cum Regional Head in charge of Eximbank HCMC; Deputy CEO cum Co-Head of the Restructuring and Strategy Project Management Board - Eximbank - 2018–2020: Advisor to the CEO, Vietnam Joint Stock Commercial Bank for Industry and Trade (Vietbank) - 2018–present: Member of the BOD, Century Synthetic Fiber Corporation
8	DUONG KY HIEP	01/01/1984	Vietnamese	Bachelor of Business Administration – Open University Ho Chi Minh City	<ul style="list-style-type: none"> - 2007–2018: Customer Development Officer; Stock Exchange Trading Specialist; Unit Head; Deputy Manager; Deputy Branch Director; Deputy Manager of Customer Development Department; Head of Operations Department; Deputy Branch Manager; Branch Manager; Deputy Divisional Head; Head of Operations - Sacombank Securities JSC - 2018–2025: CEO - Vietnam International Securities JSC - 2025–present: Assistant to Chairman of the BOD - Vietnam International Securities JSC.
II	Persons expected to be elected as Members of the BOS				
1	DANG THI THANH HUYEN	19/02/1970	Vietnamese	<ul style="list-style-type: none"> - Bachelor – Hanoi University of Commerce; - Bachelor – Hanoi Law University 	<ul style="list-style-type: none"> - 1992–2014: Credit Officer; Deputy Head of Internal Control; Head of Internal Control; Head of HO Risk Management; Deputy Director of Credit Management; Head of Compliance Control; Deputy Head of Internal Audit under the Supervisory Board; Director of Personal Credit Product Business Center; Director of Personal Credit Business Center; Deputy Director of Personal Credit Risk Management Center - MSB

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No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
					- 2014-2024: Head of Internal Audit, OCB
2	DANG THI QUY	02/11/1956	Vietnamese	Bachelor of Economics – University of Economics Ho Chi Minh City	<ul style="list-style-type: none"> - 1980–1991: Employee (Level 1 Economist), SBV HCMC Branch - SBV District 1 - 1991–2004: VietinBank Officer; Employee - Sales Department; Deputy Head of Marketing Synthesis Department; Acting Head of Marketing Synthesis Department - VietinBank–Branch 1, HCMC - 2004–2006: Head of the Southern Supervisory Board, Techcombank - 2006–2011: Head of the Supervisory Board; Head of the Supervisory Board; Deputy Director, Tan Binh Branch - HCMC Housing Development Bank - 2011–present: Member of OCB's Supervisory Board.
3	NGUYEN VAN HAI	25/05/1978	Vietnamese	Bachelor of Law –Ho Chi Minh City University of Law	<ul style="list-style-type: none"> - 2002–2012: Head of Consulting Department - Hoang Quan Law Company Limited - 2012–2021: Deputy Legal Head; Legal Head; Head of Legal & Compliance Department; Head of Legal Service Delivery - OCB - 2021–present: Legal Head - Phuc Khang Company Limited.
4	NGUYEN TRONG HAI	30/11/1979	Vietnamese	Bachelor – National Economics University, Hanoi	<ul style="list-style-type: none"> - 2001–2003: Employee - Asia Industrial Trading Company Limited - 2003–2017: Employee/Business Development Officer; Officer/Leader of the Residential Capital Mobilization Management Team - Branch and Service Management Department, Branch and Service Division; Senior Officer in charge of the team - Branch and Service Management Department, Branch and Service Division; Acting Head of Residential Capital Management Department, Personal Customer Banking Division; Director of Residential Capital Management, Personal Customer Banking Division; Deputy Director of Product Management cum Director



No	Full name	Year of birth	Nationality	Professional qualifications	Employment history
					<p>of Residential Capital Management, Retail Banking Division; Team Leader of Product Management Department, Retail Banking Division; Senior Deputy Director of Product Management Department, Retail Banking Division; Acting Director of Product Management Department, Retail Banking Division; Senior Deputy Director, Term Deposit Department, Product Management Department, Retail Banking Division; Acting Director of Product Management Department, Retail Banking Division; Deputy Director of Customer Value Management Center, Director of Lending Products Department, Director of Mobilization and Transaction Products Department, Retail Banking Division - VIB</p> <p>- 2017–2024: Director of Product Development, Marketing and Sales Promotion Center - Retail Banking Division; Director of HO Business Management Department, Director of Northern Region - SME Division; Regional Director of CIB in the North and Central Region; Regional Director of SME in the North - OCB</p>
5	PHAM QUANG VINH	28/03/1967	Vietnamese	Bachelor of Economics – National Economics University	<p>- 1996–2002: Officer in charge of banking consultancy, German-Vietnamese Technical Cooperation (GTZ)</p> <p>- 2002–2013: Head of Supervisory Board; Member of Supervisory Board - Vietnam International Commercial Joint Stock Bank (VIB)</p> <p>- 2010–2014: Head of Supervisory Board - Vietnam International Securities Joint Stock Company</p> <p>- 2014–2015: Member of the BOD - OCB</p> <p>- 2015–present: Member of the BOS - OCB</p>





**REPORT
ON VERIFICATION OF SHAREHOLDERS' ELIGIBILITY
TO ATTEND THE 2025 ANNUAL GENERAL MEETING OF
SHAREHOLDERS**

Today, on _____ 2025, at the Annual General Meeting of Shareholders (AGM) of Orient Commercial Joint Stock Bank (OCB),

1. As of the opening time of the AGM (_____ 2025), the Shareholder Eligibility Verification Committee reports to the AGM the verification results as follows:

- The total number of shareholders invited to attend the AGM: _____ shareholders, holding 100% of the charter capital of OCB.
- The total number of shareholders present and represented by proxies: _____ shareholders.
- The total number of absent shareholders: _____ shareholders.

In total, _____ shareholders (present and represented by proxies) hold _____ shares, equivalent to _____% of the total voting shares.

The Shareholder Eligibility Verification Committee concludes that all _____ shareholders present and represented by proxies are eligible to represent _____ shares out of _____ total shares, accounting for _____% of the total voting shares. This meets the required conditions to convene the AGM in accordance with OCB's Charter and applicable legal regulations.

2. As of the time before voting on the AGM's agenda (_____ 2025), the Shareholder Eligibility Verification Committee reports the verification results as follows:

- The total number of shareholders invited to attend the AGM: _____ shareholders, holding 100% of the charter capital of OCB.
- The total number of shareholders present and represented by proxies: _____ shareholders.
- The total number of absent shareholders: _____ shareholders.

In total, _____ shareholders (present and represented by proxies) hold _____ shares out of _____ total shares, accounting for _____% of the total voting shares.

ON BEHALF OF THE SHAREHOLDER ELIGIBILITY VERIFICATION COMMITTEE



Trust and Prosperity

Ho Chi Minh City, _____ 2025

MINUTES OF BALLOT COUNTING FOR THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS ORIENT COMMERCIAL JOINT STOCK BANK

Today _____, 2025, at _____, the Annual General Meeting of Shareholders (AGM) of Orient Commercial Joint Stock Bank (OCB) conducted the voting process on the proposed resolutions

A. BALLOT COUNTING COMMITTEE:

- Ms. Nguyen Thi Cam Huyen – Head of the Ballot Counting Committee
- Ms. Tran Thi Thanh Ha – Member
- Mr. Nguyen Van Cong – Member

B. BALLOT COUNTING RESULTS:

As of the time of voting, based on the report from the Shareholder Eligibility Verification Committee, the total number of eligible shareholders entitled to vote was _____ shareholders, holding _____ voting shares, representing _____% of the total voting shares of OCB.

- **Total valid ballots:** _____ ballots, equivalent to _____ voting shares, accounting for _____% of the total voting shares at the AGM.
- **Total invalid ballots:** _____ ballots, accounting for _____% of the total voting shares at the AGM.

Contents	Total Voting Shares	Approved		Disapproved		No Opinion	
		Voting Shares	%	Voting Shares	%	Voting Shares	%
1. AGM Agenda, Voting and Election Regulations							
2. Approval of the Presidium and Ballot Counting Committee							
3. Board of Directors' Management Report							
4. Supervisory Board's Report							



Contents	Total Voting Shares	Approved		Disapproved		No Opinion	
		Voting Shares	%	Voting Shares	%	Voting Shares	%
5. Approval of the 2024 Financial Statements, Profit Distribution Plan, and Fund Allocations							
6. 2025 Charter Capital Increase Plan							
7. Report on Remuneration, Bonuses, and Other Expenses in 2024 and Proposal for 2025							
8. Selection of an Independent Audit Firm							
9. Approval of the Proposed Recovery Plan in Case of Early Intervention							
10. Other Matters under the AGM's Authority							
11. Election of Board of Directors and Supervisory Board Members for the 2025-2030 Term							
12. 2025 AGM Minutes							

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C. APPROVED RESOLUTIONS

Pursuant to the OCB Charter and applicable legal regulations, based on the ballot counting results for Resolutions 1 to ___ as listed above, the AGM has approved all resolutions presented by the Board of Directors.

The ballot counting session concluded at ___ hours ___ minutes on the same day, and the members of the Ballot Counting Committee unanimously agreed and signed this record.

BALLOT COUNTING COMMITTEE





MINUTES OF BALLOT COUNTING
ELECTION OF BOARD OF DIRECTORS AND BOARD OF SUPERVISORS MEMBERS
TERM 2025-2030

Today, _____, 2025, at _____, the Annual General Meeting of Shareholders (AGM) of Orient Commercial Joint Stock Bank (OCB) held the election for the Board of Directors (BOD) and Board of Supervisors (BOS) members for the 2025-2030 term.

A. BALLOT COUNTING COMMITTEE:

- Ms. Nguyen Thi Cam Huyen – Head of the Ballot Counting Committee
- Ms. Tran Thi Thanh Ha – Member
- Mr. Nguyen Van Cong – Member

As of the election time, based on the report from the Shareholder Eligibility Verification Committee, the total number of eligible shareholders entitled to vote was _____ shareholders, holding _____ voting shares, representing _____% of the total voting shares of OCB.

B. BALLOT COUNTING RESULTS

1. ELECTION OF BOARD OF DIRECTORS MEMBERS

- Total ballots distributed: _____ ballots, equivalent to _____ voting shares at the AGM.
- Total ballots collected: _____ ballots, equivalent to _____% of the total ballots issued.

Among them:

- Total valid ballots: _____ ballots, equivalent to _____ voting shares at the AGM.
- Total invalid ballots: _____ ballots, equivalent to _____% of the total voting shares at the AGM.

Election results for Board of Directors members:

Table with 3 columns: No., Candidate's Name, Number of Votes. Rows 01 to 05.

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2. ELECTION OF BOARD OF SUPERVISORS MEMBERS

- Total ballots distributed: _____ ballots, equivalent to _____ voting shares at the AGM.
- Total ballots collected: _____ ballots, equivalent to _____% of the total distributed voting shares.

Among them:

- Total valid ballots: _____ ballots, equivalent to _____ voting shares at the AGM.
- Total invalid ballots: _____ ballots, equivalent to _____% of the total voting shares at the AGM.

Election results for Board of Supervisors members:

No.	Candidate's Name	Number of Votes
01		
02		
03		
04		
05		

2. ELECTION RESULTS

Based on the above ballot counting results and pursuant to the election regulations for Board of Directors and Board of Supervisors members for the 2025-2030 term as approved by the AGM, the elected candidates, ranked in **descending order of votes received**, are as follows:

a. BOARD OF DIRECTORS

No.	Full name	Number of Votes
01		
02		
03		
04		
05		
06		
07		
08		

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b. Board of Supervisors

No.	Full name	Number of Votes
01		
02		
03		
04		
05		

The ballot counting session concluded at _____ on the same day, and the members of the Ballot Counting Committee unanimously agreed and signed this record.

BALLOT COUNTING COMMITTEE



Ho Chi Minh City, April 22nd, 2025

Trust and Prosperity

No: 01/2025/NQ-ĐHĐCĐ

RESOLUTION
ANNUAL GENERAL MEETING OF SHAREHOLDERS ON APRIL 22,
2025
ORIENT COMMERCIAL JOINT STOCK BANK
ANNUAL GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Charter of Orient Commercial Joint Stock Bank (OCB) and applicable legal regulations.

Pursuant to the Minutes of the Annual General Meeting of Shareholders (AGM) of OCB dated April 22, 2025.

RESOLVED

- I. Unanimously approved the full text of the Board of Directors' Report No. 01/2025/BC-HĐQT/ĐH. Accordingly, the basic target plan for 2025 is as follows:

Unit: Billion VND, %

No.	Indicator	2024 Result	2025 Plan	Comparison of 2025 Plan & 2024 Result	
				+/-	%
1	Total Assets	280.712	316.779	36.067	13%
2	Total Deposits from Market 1	192.413	218.842	26.429	14%
3	Total Outstanding Loans from Market 1	180.443	208.472	28.029	16%
4	Non-Performing Loan Ratio (SBV)	2,38%	< 3,00%		
5	Profit Before Tax	4.006	5.338	1.332	33%

- II. Unanimously approved Report No. 02/2025/BC-BKS of the Board of Supervisors.
- III. Unanimously approved the Separate Financial Statements and the Consolidated Financial Statements for the financial year ending December 31, 2024, as audited by Ernst & Young Vietnam Limited.
- IV. Unanimously approved the Profit Distribution Plan and Fund Allocations for 2024 as presented in Proposal No. 03/2025/TTr-HĐQT/ĐH, with details as follows:

Unit: VND

NO.	INDICATOR	AMOUNT
Đ	Profit before tax	4.006.295.939.181
A2	Taxable profit	4.127.642.620.256
B	Corporate income tax	832.872.712.413
C	Profit after tax	3.173.423.226.768
D	Statutory fund appropriations	634.869.606.672
1	Charter capital supplementary reserve fund	317.434.803.336
2	Financial provision fund	317.434.803.336
E	Remaining profit after statutory fund appropriations	2.538.553.620.096
1	Appropriation to welfare fund	17.698.128.179
2	Appropriation to bonus fund	12.698.128.179
F	Remaining profit for shareholders in 2024	2.508.157.363.738
G	Retained earnings from years prior to 2024	1.197.702.174.714
H	Total remaining profit after fund appropriations	3.705.859.538.452
I	Profit distribution plan	
1	Current charter capital	24.657.891.520.000
2	Cash dividend payment (7% of charter capital)	1.726.052.406.400
J	Total remaining profit after fund appropriations and cash dividend payment	1.979.807.132.052

V. Approve the 2025 charter capital increase plan as presented in Proposal No. 04/2025/TTr-HĐQT/ĐH by the Board of Directors, summarized below:

- Proposed charter capital increase in 2025: 1.972.631.320.000 VND

Unit: VND

Current charter capital	24.657.891.520.000
Expected charter capital increase in 2025 through share issuance from equity	1.972.631.320.000
Charter capital after increase	26.630.522.840.000

- Authorize the Board of Directors (BOD): Detailed content as per the charter capital increase plan presented by the BOD to the AGM.

- The AGM approves the following matters:

- The 2025 charter capital increase plan of OCB, including the contents specified in the charter capital increase proposal, and authorizes the BOD to implement it accordingly.
- Amendments to provisions related to charter capital, shares, and stock in OCB's Charter in accordance with the actual charter capital upon completion of the capital increase plan. The Chairman of the BOD is authorized to sign and issue the amended Charter and update the charter capital increase in the Banking License in compliance with legal regulations.

VI. Approve the total operating budget, remuneration, and allowances for the BOD and the Board of Supervisors (BOS) for 2025 as presented in Proposal No. 05/2025/TTr-HĐQT/ĐH by the BOD.

VII. Approve the selection of OCB's independent audit firm as presented in Proposal No. 06/2025/TTr-BKS/ĐH by the BOS.

VIII. Approve the proposed contingency measures in case of early intervention as presented in Proposal No. 07/2025/TTr-HĐQT/ĐH by the BOD.

IX. Approve decisions on other matters under the authority of the AGM as presented in Proposal No. 08/2025/TTr-HĐQT/ĐH by the BOD.

X. Approve the election of members of the BOD and the BOS for the 2025–2030 tenure as presented in Proposal No. 09/2025/TTr-HĐQT/ĐH by the BOD, including the following details:

1. Number of BOD and BOS members:

- Number of BOD members: 08, includes 2 independent members
- Number of BOS members: 05

2. List of elected BOD and BOS members for the 2025-2030 term:

No.	Full name	Proposed Position
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I	List of Board of Directors (BOD)	
1		
2		
3		
4		
5		
6		
7		
8		
II	List of Board of Supervisors (BOS)	
1		
2		
3		
4		
5		

The General Meeting of Shareholders assigns the BOD and the BOS, within their respective functions and duties, to be responsible for organizing, directing, and overseeing the implementation of this Resolution.

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Recipients

- Shareholders
- BOD members
- BOS members
- CEO
- Archive: BOD Office

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

TRINH VAN TUAN

