

**NGÂN HÀNG TMCP PHÁT TRIỂN TP.HCM**

HCMC DEVELOPMENT J. S COMMERCIAL BANK

Số: 584 /2025/CV-HDBank

V/v: Công bố Biên bản họp và Nghị quyết Đại hội  
đồng cổ đông thường niên năm 2025

*Announcement of 2025 AGM Minutes and Resolutions*

**CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM**

THE SOCIALIST REPUBLIC OF VIETNAM

**Độc lập - Tự do - Hạnh phúc**

*Independence – Freedom - Happiness*

Tp. Hồ Chí Minh, ngày 25 tháng 04 năm 2025

*Ho Chi Minh City, April 25<sup>th</sup> 2025*

**CÔNG BỐ THÔNG TIN TRÊN CÔNG THÔNG TIN ĐIỆN TỬ  
CỦA ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ SGDCK TP.HCM**

**DISCLOSURE OF INFORMATION ON WEB PORTALS OF  
THE STATE SECURITIES COMMISSION AND HO CHI MINH CITY STOCK EXCHANGE**

Kính gửi: - Ủy ban Chứng khoán Nhà Nước

To: State Securities Commission

- Sở Giao dịch Chứng khoán TP.HCM

Ho Chi Minh City Stock Exchange

- |   |  |
|---|--|
| - Tên tổ chức                               | : NGÂN HÀNG TMCP PHÁT TRIỂN TP.HCM (HDBANK)                    |
| - Name of organization                      | : Ho Chi Minh City Development Joint Stock Commercial Bank     |
| - Mã chứng khoán                            | : HDB  |
| - Securities code                           | : HDB  |
| - Địa chỉ trụ sở chính                      | : 25 bis Nguyễn Thị Minh Khai, P. Bến Nghé, Q. 1, Tp.HCM       |
| - Head office address                       | : 25 Bis Nguyen Thi Minh Khai, Ben Nghe Ward, District 1, HCMC |
| - Điện thoại                                | : (028) 62 915 916   |
| - Telephone                                 | : (028) 62 915 916   |
| - Người được ủy quyền công bố thông tin     | : Phạm Văn Đầu – Giám đốc Tài chính                            |
| - Authorized person to disclose information | : Pham Van Dau – Chief Financial Officer                       |
| - Loại thông tin công bố                    | : (X) 24 tiếng   |
| - Type of disclosed information             | : (X) 24 hours   |

**Nội dung công bố thông tin:**

**Contents of disclosed information:**

Thực hiện nghĩa vụ báo cáo, công bố thông tin của công ty niêm yết theo Thông tư số 96/2020/TT-BTC ngày 16/11/2020 của Bộ Tài chính, Ngân hàng Thương mại Cổ phần Phát triển Thành phố Hồ Chí Minh (HDBank) công bố Biên bản họp và Nghị quyết Đại hội đồng cổ đông năm 2025.

*In compliance with the obligation of reporting and information disclosure of listed companies in accordance with Circular No. 96/2020/TT-BTC dated 16/11/2020 of the Ministry of Finance, Hochiminh City Development Joint Stock Commercial Bank (HDBank) issued the 2025 AGM Minutes and Resolutions.*

Thông tin này đã được công bố trên trang thông tin điện tử của HDBank tại đường dẫn:

*This information has been posted on HDBank's website at:*

Đường dẫn tiếng Việt: <https://hdbank.com.vn/vi/investor/thong-tin-nha-dau-tu/quan-he-co-dong/cong-bo-thong-tin-thong-tin-khac>

English Link: <https://hdbank.com.vn/en/investor/thong-tin-nha-dau-tu/quan-he-co-dong/cong-bo-thong-tin-thong-tin-khac>



HDBank đính kèm Biên bản họp, các Nghị quyết và 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.

*HDBank attaches herewith the Minutes, Resolutions and commits that the information stated above is true and takes full responsibilities legally for the contents of the information disclosed.*

**Nơi nhận:**

**Recipients:**

- Ủy ban Chứng khoán Nhà nước
- State Securities Commission
- Sở Giao dịch Chứng khoán Tp.HCM
- Ho Chi Minh City Stock Exchange
- Lưu: Văn thư
- Filed: BOD's Secretary

**NGÂN HÀNG TMCP PHÁT TRIỂN TP.HCM**  
**HCMC DEVELOPMENT J.S.COMMERCIAL BANK**



**PHẠM VĂN ĐẦU**



No.: 02/2025/BB-DHDCD

*Ho Chi Minh City, April 24, 2025*

**MEETING MINUTES**  
**OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2025**  
**(FISCAL YEAR 2024) OF HO CHI MINH CITY DEVELOPMENT**  
**JOINT STOCK COMMERCIAL BANK (HDBANK)**

Today, at 09:16, April 24, 2025, the Annual General Meeting of Shareholders in 2025 (fiscal year 2024), (hereinafter “the General Meeting” or “the AGM”) of Ho Chi Minh City Development Joint Stock Commercial Bank (Business registration certificate No. 0300608092, 1<sup>st</sup> issuance dated August 11, 1992 by the Department of Planning and Investment of Ho Chi Minh City, 33<sup>rd</sup> amendment dated September 05, 2023) (hereinafter “HDBank”) was held at HDBank Building, Lot T2-1.5, D1 Street, High-Tech Park, Tan Phu Ward, Thu Duc City, Ho Chi Minh City.

**PART A**  
**PARTICIPANTS AND THE LEGITIMACY, VALIDITY**  
**OF THE GENERAL MEETING**

**I. GENERAL INFORMATION:**

- Company: Ho Chi Minh City Development Joint Stock Commercial Bank (herein after “HDBank”).
- Head Office address: 25 Bis Nguyen Thi Minh Khai, District 1, Ho Chi Minh City.
- Business registration certificate No. 0300608092, first issued on August 11, 1992, registered for the 33<sup>rd</sup> amendment on September 05, 2023 – Place of issue: the Department of Planning and Investment of Ho Chi Minh City.

**II. PARTICIPANTS:**

- Shareholders of Ho Chi Minh City Development Joint Stock Commercial Bank.
- Mr. Tran Dinh Cuong – Deputy Director – The State Bank of Vietnam (SBV) – Region 2 Branch
- Mr. Le Nhi Nang – Director – Chief of Southern Representative Office – State Securities Commission (SSC)
- Mr. Duong Van Quan – Deputy Director – Vietnam Securities Depository Corporation (VSDC) – Ho Chi Minh City Branch.

- HDBank's Board of Directors (the BOD):
  - (1) Mr. Kim Byounggho - Chairman, Independent Member
  - (2) Ms. Nguyen Thi Phuong Thao - Vice Permanent Chairwoman
  - (3) Mr. Nguyen Thanh Do - Vice Chairman
  - (4) Mr. Luu Duc Khanh - Vice Chairman
  - (5) Mr. Le Manh Dung - Independent Member
  - (6) Mr. Pham Quoc Thanh - Member, Acting Chief Executive Officer
- HDBank's Board of Supervisors (the BOS):
  - (1) Mr. Dao Duy Tuong - Chief of the BOS
  - (2) Ms. Duong Thi Thu - Member
  - (3) Ms. Bui Thi Kieu Oanh - Member
  - (4) Mr. Nguyen Le Hieu - Member
- Members of HDBank's Board of Management.
- Representatives of strategic partners (Affinity Equity Partners, DEG, Leapfrog Investments, IFC).
- Representative of Independent Audit Firm:
  - (1) Mr. Nguyen Hoang Nam – Partner, PwC Vietnam
  - (2) Mr. Mai Tran Bao Anh – Audit Manager

### III. THE LEGITIMACY, VALIDITY OF THE GENERAL MEETING:

#### 1. The examination of shareholder quorum:

**Mr. Dao Duy Tuong** – Head of the BOS reported the quorum of shareholders attending the AGM as follows:

- As of March 25, 2025 (The Record date for establishing the list of shareholders entitled to attend the AGM), HDBank had **28,619** shareholders, owning and representing the number of voting shares as **3,495,060,732** shares, in which:
  - + 285 institutional shareholders including 138 foreign institutions and 147 domestic institutions;
  - + 28,334 individual shareholders, including 632 foreign individuals and 27,702 domestic individuals.
- At the time of opening the General Meeting, **at 09:16**, April 24, 2025, the number of shares of shareholders successfully logging in to attend the Annual General Meeting of Shareholders reached **2,972,637,332** shares, corresponding to the percentage of 85.05% of HDBank's voting shares.

#### 2. Declaration of eligibility to conduct the General Meeting:

Pursuant to the Law on Enterprises, HDBank's Annual General Meeting of Shareholders in 2025 (fiscal year 2024) was eligible to conduct

**PART B**  
**CONTENTS AND PROGRESS OF THE GENERAL MEETING**

**I. THE PROGRESS OF THE GENERAL MEETING:**

The Organizing Committee of the General Meeting submitted to the AGM for votes to approve the composition of the Presidium, the Vote Counting Committee and the Agenda of the Meeting.

At **09:40**, the number of shareholders successfully logged in to attend the Meeting: **772** shareholders, owning and presenting **2,976,142,920** voting shares, corresponding to the percentage of **85.15%** of HDBank's voting shares.

The vote counting results were as follows:

**1. The Presidium, consisting of:**

- (1) Mr. Kim Byounggho - BOD Chairman, Independent BOD Member
- (2) Ms. Nguyen Thi Phuong Thao - Permanent Vice Chairwoman of the BOD
- (3) Mr. Nguyen Thanh Do - Vice Chairman of the BOD
- (4) Mr. Luu Duc Khanh - Vice Chairman of the BOD
- (5) Mr. Pham Quoc Thanh - BOD Member, Acting Chief Executive Officer

The General Meeting of Shareholders (the GMS) voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,798,374,308</b> shares, equivalent to <b>94.03%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>93,592,342</b> shares, equivalent to <b>3.14%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>84,176,270</b> shares, equivalent to <b>2.83%</b> of the total number of voting shares of shareholders attending the meeting     |

**2. The Vote Counting Minutes, consisting of:**

- (1) Mr. Dao Duy Tuong - Chief of the BOS - Chairman
- (2) Ms. Nguyen Thi Truc Dao - Head of Compliance Control Department - Vice Chairwoman
- (3) Ms. Vu Ha Van - Head of Internal Audit in Ho Chi Minh City area - Member

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,798,356,308</b> shares, equivalent to <b>94.03%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>93,610,342</b> shares, equivalent to <b>3.15%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>84,176,270</b> shares, equivalent to <b>2.83%</b> of the total number of voting shares of shareholders attending the meeting     |

### 3. The Agenda of the General Meeting, including:

- (1) The Report on operations in 2024 and orientations for 2025 of HDBank's Board of Directors (the BOD).
- (2) The Report on 2024 business performance and 2025 business plan of HDBank's Chief Executive Officer.
- (3) The Report on operations in 2024 of HDBank's Board of Supervisors (the BOS).
- (4) HDBank's 2024 Audited (Consolidated and Separate) Financial Statements conducted by PwC Vietnam Limited.
- (5) The Assessment Report on the BOD's operations in 2024 of the independent BOD Members.
- (6) Proposal No. 01/2025/TT-HDQT on 2024 profit distribution plan.
- (7) Proposal No. 02/2025/TT-HDQT on the remuneration and allowances for HDBank's BOD, BOS and the operation fund of the BOD in 2025.
- (8) Proposal No. 03/2025/TT-HDQT on the listing of public offering bonds.
- (9) Proposal No. 04/2025/TT-HDQT on approving HDBank's policy on investment, purchase and sale of fixed assets.
- (10) Proposal No. 05/2025/TT-HDQT on approving the policy of capital contribution, purchase and sale of shares, capital contributed by HDBank in other enterprises and credit institutions.
- (11) Proposal No. 06/2025/TT-HDQT on approving contracts and transactions with partners who are related parties of HDBank.
- (12) Proposal No. 07/2025/TT-HDQT on the issues to be assigned and authorized to the BOD by the GMS.
- (13) Proposal No. 08/2025/TT-HDQT on the amendments and supplements to the Charter, Regulation on the organization and operation of the Board of Directors, Regulation on the operation of the Board of Supervisors.
- (14) Proposal No. 09/2025/TT-HDQT on HDBank's expected remedial plan in case of intervention.

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,798,374,308</b> shares, equivalent to <b>94.03%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>93,592,342</b> shares, equivalent to <b>3.14%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>84,176,270</b> shares, equivalent to <b>2.83%</b> of the total number of voting shares of shareholders attending the meeting     |



**4. The Presidium appointed members of the Secretariat to record the meeting minutes, including:**

- (1) Ms. Nguyen Thi Hoai Anh - Deputy Chief of the BOD Office
- (2) Ms. Nguyen Thi Thu Hien - Director of Secretariat Department – the BOD Office cum Deputy Head of Legal Department
- (3) Ms. Truong Thi Mai Lan - Deputy Director of Secretariat Department – the BOD Office

## **II. MAJOR CONTENTS OF THE GENERAL MEETING**

### **1. Reports of the BOD, Board of Management, BOS were presented at the AGM:**

**1.1.Mr. Kim Byounggho – BOD Chairman, Independent BOD Member** presented on behalf of the BOD the BOD’s Report on operations in 2024 and orientations for 2025.

In 2024, the BOD has complied and seriously directed the implementation of the Resolutions of the GMS, of which 21 Resolutions of the GMS have been completed, 01 Resolutions is continued to be implemented in 2025.

(Details of the Report and implementation of the GMS’s Resolution in 2024 according to the Report of the Board of Directors enclosed)

**1.2.Mr. Pham Quoc Thanh – Acting Chief Executive Officer** presented the Report on 2024 business performance and 2025 business plan of the Chief Executive Officer.

(Details according to the Report of the Chief Executive Officer enclosed).

**1.3.Mr. Dao Duy Tuong – Chief of the BOS** presented the Report on operations in 2024 of the BOS, and HDBank's 2024 Financial Statements (Consolidated and Separate) audited by PwC Vietnam.

(Details according to the Report of the BOS and HDBank's 2024 Financial Statements (Consolidated and Separate) audited by PwC Vietnam enclosed).

**1.4.Mr. Le Manh Dung - Independent BOD Member** presented the Assessment Report on the BOD's operations in 2024 of the Independent BOD Members.

(Details according to the Assessment Report of the Independent BOD Members).

### **2. The BOD’s Proposals submitted to the GMS for approval at the AGM:**

***Mr. Luu Duc Khanh –Vice Chairman of the BOD presented:***

- 2.1. Proposal No. 01/2025/TT-HDQT on 2024 profit distribution plan.
- 2.2. Proposal No. 02/2025/TT-HDQT on the remuneration and allowances for HDBank’s BOD, BOS and the operation fund of the BOD in 2025.
- 2.3. Proposal No. 03/2025/TT-HDQT on the listing of public offering bonds.
- 2.4. Proposal No. 04/2025/TT-HDQT on approving HDBank's policy on investment, purchase and sale of fixed assets.
- 2.5. Proposal No. 05/2025/TT-HDQT on approving the policy of capital contribution, purchase and sale of shares, capital contributed by HDBank in other enterprises and credit institutions

***Mr. Nguyen Thanh Do – Vice Chairman of the BOD presented:***

- 2.6. Proposal No. 06/2025/TT-HDQT on approving contracts and transactions with partners who are related parties of HDBank.
- 2.7. Proposal No. 07/2025/TT-HDQT on the issues to be assigned and authorized to the BOD by the GMS.
- 2.8. Proposal No. 08/2025/TT-HDQT on the amendments and supplements to the Charter, Regulation on the organization and operation of the Board of Directors, Regulation on the operation of the Board of Supervisors.
- 2.9. Proposal No. 09/2025/TT-HDQT on HDBank's expected remedial plan in case of intervention.

**3. Results of counting votes on the Reports and Proposals submitted to the GMS at HDBank's 2025 AGM (fiscal year 2024):**

The Reports and Proposals submitted to the GMS at the AGM were voted to be approved by e-voting at website <https://agm.hdbank.com.vn>

At **11:14**, the number of shareholders successfully logged in to attend the General Meeting: **924** shareholders, owning and presenting **2,986,742,902** voting shares, corresponding to the percentage of **85.46%** of HDBank's voting shares

The vote counting results were as follows:

***3.1. The BOD's Report on operations in 2024 and orientations for 2025:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,963,693,311</b> shares, equivalent to <b>99.23%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>10,646,149</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.2. The Report on 2024 business performance and 2025 business plan of HDBank's Chief Executive Officer:***

***3.2.1. 2024 business performance (consolidated):***

- Total Assets: VND 697,366 billion
- Total Deposits: VND 621,119 billion
- Credit balance: VND 437,731 billion
- Profit before tax: VND 16,730 billion
- NPL ratio (According to Circular 11/2021/TT-NHNN): 1.48%
- ROA (Profit after tax/Average total assets): 2.04%
- ROE ((Profit after tax/Average owner's equity): 25.7%



### **3.2.2.2025 business plan:**

- Total Assets: VND 890,442 billion, up by 28% compared to 2024.
- Total Deposits: VND 792,812 billion, up by 28% compared to 2024.
- Credit balance: VND 579,896 billion, up by 32% compared to 2024.
- Profit before tax: VND 21,179 billion, up by 27% compared to 2024.
- NPL ratio < 2%
- ROA (Profit after tax/Average total assets): 2.15%
- ROE ((Profit after tax/Average owner's equity): 26.2%

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,963,711,311</b> shares, equivalent to <b>99.23%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>10,628,149</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

### **3.3. The Report on operations in 2024 of HDBank's Board of Supervisors:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,963,711,311</b> shares, equivalent to <b>99.23%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>10,628,149</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

### **3.4. The 2024 Financial Statements (Consolidated and Separate) and all related party transactions stated in the interpretation to HDBank's 2024 Audited Financial Statements that have been audited by PwC Vietnam Company Limited:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,963,722,769</b> shares, equivalent to <b>98.33%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>26,936,231</b> shares, equivalent to <b>0.90%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Abstained               | <b>10,630,460</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.5. The Assessment Report on the BOD's operations in 2024 of the Independent BOD Members:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,963,696,072</b> shares, equivalent to <b>99.23%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>11,928</b> shares, equivalent to <b>0.00%</b> of the total number of voting shares of shareholders attending the meeting         |
| ▪ Abstained               | <b>10,631,460</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.6. Proposal No.01/2025/TT-HDQT on 2024 profit distribution plan:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,869,845,111</b> shares, equivalent to <b>96.09%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>93,615,200</b> shares, equivalent to <b>3.13%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Abstained               | <b>10,879,149</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.7. Proposal No. 02/2025/TT-HDQT on the remuneration and allowances for HDBank's BOD, BOS and the operation fund of the BOD in 2025:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,858,322,639</b> shares, equivalent to <b>95.70%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>11,928</b> shares, equivalent to <b>0.00%</b> of the total number of voting shares of shareholders attending the meeting         |
| ▪ Abstained               | <b>116,004,893</b> shares, equivalent to <b>3.88%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.8. Proposal No. 03/2025/TT-HDQT on the listing of public offering bonds:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,951,959,807</b> shares, equivalent to <b>98.84%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>0</b> shares, equivalent to <b>0%</b> of the total number of voting shares of shareholders attending the meeting                 |
| ▪ Abstained               | <b>22,379,653</b> shares, equivalent to <b>0.75%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.9. Proposal No. 04/2025/TT-HDQT on approving HDBank's policy on investment, purchase and sale of fixed assets:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,668,157,372</b> shares, equivalent to <b>89.33%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>295,386,316</b> shares, equivalent to <b>9.89%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>10,795,772</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.10. Proposal No. 05/2025/TT-HDQT on approving the policy of capital contribution, purchase and sale of shares, capital contributed by HDBank in other enterprises and credit institutions:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,661,442,153</b> shares, equivalent to <b>89.11%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>295,390,116</b> shares, equivalent to <b>9.89%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>17,507,191</b> shares, equivalent to <b>0.59%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.11. Proposal No. 06/2025/TT-HDQT on approving contracts and transactions with partners who are related parties of HDBank:**

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,661,434,025</b> shares, equivalent to <b>89.11%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>209,113,602</b> shares, equivalent to <b>7.00%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>103,791,833</b> shares, equivalent to <b>3.48%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**3.12. Proposal No. 07/2025/TT-HDQT on the issues to be assigned and authorized to the BOD by the GMS:**

***3.12.1. To amend and supplement business lines, update changes and supplements to legal regulations to the Charter and the License for Establishment and Operation of HDBank and carry out other legal procedures related to these amendments and supplements.***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,792,881,638</b> shares, equivalent to <b>93.51%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>146,827,558</b> shares, equivalent to <b>4.92%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>34,630,264</b> shares, equivalent to <b>1.16%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.12.2. Decision to establish subsidiaries and affiliated companies to carry out permitted business activities according to the provisions of law:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,759,009,714</b> shares, equivalent to <b>92.38%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>180,694,570</b> shares, equivalent to <b>6.05%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>34,635,176</b> shares, equivalent to <b>1.16%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.12.3. Decision on issues related to HDBank development strategy:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,867,278,861</b> shares, equivalent to <b>96.00%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>96,430,139</b> shares, equivalent to <b>3.23%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Abstained               | <b>10,630,460</b> shares, equivalent to <b>0.36%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.12.4. Implementing work related to participating in the restructuring program of credit institutions according to the policies of the State Bank of Vietnam:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,754,308,614</b> shares, equivalent to <b>92.22%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>173,763,789</b> shares, equivalent to <b>5.82%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Abstained               | <b>46,267,057</b> shares, equivalent to <b>1.55%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.13. Proposal No.08/2025/TT-HDQT on the amendments and supplements to the Charter, Regulation on the organization and operation of the Board of Directors, Regulation on the operation of the Board of Supervisors:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,858,479,555</b> shares, equivalent to <b>95.71%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>93,591,512</b> shares, equivalent to <b>3.13%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Abstained               | <b>22,268,393</b> shares, equivalent to <b>0.75%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

***3.14. Proposal No. 09/2025/TT-HDQT on HDBank’s expected remedial plan in case of intervention:***

The GMS voted to approve as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,918,473,847</b> shares, equivalent to <b>97.71%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>18,228,110</b> shares, equivalent to <b>0.61%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Abstained               | <b>37,637,503</b> shares, equivalent to <b>1.26%</b> of the total number of voting shares of shareholders attending the meeting     |
| ▪ Failed to cast the vote | <b>12,403,442</b> shares, equivalent to <b>0.42%</b> of the total number of voting shares of shareholders attending the meeting     |

**4. Speeches of the Representatives of State authorities:**

**Mr. Le Nhi Nang – Director – Head of Southern Representative Office – State Securities Commission delivered the speech:**

As the state regulatory authority for the securities market, the State Securities Commission of Vietnam (SSC) consistently supports and encourages enterprises to uphold transparent and efficient corporate governance practices, delivering high value to customers, shareholders, and the broader community while actively contributing to the development of the securities market.

Through continuous market monitoring and based on reports presented at the General Meeting, the SSC has highly appreciated HDBank's effective implementation of its outlined initiatives.

In 2024, despite facing numerous market fluctuations, HDBank successfully fulfilled and exceeded most of its business targets, achieving strong performance with a return on equity (ROE) exceeding 25%. The Bank maintained its tradition of consistently paying high dividends, fully ensuring the rights and interests of its shareholders. These results affirm HDBank's continued ability to sustain high and steady growth, reinforcing its position as a leading listed enterprise in the market.

The SSC congratulated HDBank on its outstanding achievements in the 2024 Listed Companies Awards, co-organized by the SSC and the Stock Exchanges, where the Bank earned three prestigious awards: Best Corporate Governance, Best Annual General Meeting Organization, and Best Annual Report. These are remarkable accomplishments that few enterprises can attain. At the same time, HDBank was honored by the Government as a National Brand, recognized as an exemplary enterprise in implementing a sustainable development strategy, proactively and actively promoting green credit, issuing green bonds, advancing agricultural and rural development, and driving comprehensive digital transformation. These are pioneering and meaningful directions that reflect a strong sense of social responsibility and contribute to the Government's vision of developing a green economy, digital economy, sharing economy, and circular economy.

With the achievements has been attained and the business plans presented at the General Meeting, the SSC firmly believes that HDBank will continue to achieve even greater success in the coming time.

## **5. Discussion, comments:**

### ***5.1. Representative of Leapfrog Investment:***

Leapfrog is delighted to partner with the Bank in three key areas: promoting financial inclusion, strengthening environmental and social practices, and expanding the Bank's role in insurance distribution in Vietnam.

Over this period, on inclusion, HDBank has grown its national footprint, now serving more than 20 million customers across all provinces and cities. More outreach could come from the DongA Bank transaction, but even without this, around 47% of the Bank's outstanding loans (over VND 180 trillion (approximately USD 7 billion) are directed towards tier 2 cities, rural areas, and the agricultural sector, reflecting the clear focus on underserved segments.

Through HD Saison, the Bank is also improving access to finance for workers in Vietnam. HD Saison served nearly 15 million customers, dispersing around VND 18 trillion (around USD 700 million) – a huge inclusion and access to workers in Vietnam.

Support for women-led SMEs is another area where was one of the objectives of Leapfrog's investment. In 2024, HD Bank has dispersed around VND 4.44 trillion (approximately \$180 million) to these businesses, many of which face persistent barriers to credit even in Vietnam.

On the environmental and social side, with Leapfrog's support, the Bank has made meaningful progress. It now applies environmental and social risk assessment to 100% of new and refinanced commercial credit facilities. All loans are using a formal E&S management system, and there is ongoing training of the staff on E&S risk assessment and underwriting.

In the Bancassurance sector, Leapfrog has worked closely with the Bank to adjust its strategy in line with evolving regulations, strengthen its market position. In recent months, we have already seen important improvement and a good groundwork for future development.

Overall, we are encouraged by the progress so far and remain committed to continuing our partnership with HDBank on its journey toward comprehensive and sustainable growth.

### ***5.2. Representative of Affinity Equity Partners:***

In a year marked by global economic uncertainties, HDBank demonstrated remarkable resilience and growth. As investors, we are obsessed with businesses that are able to deliver year on year sustained growth, and HDBank has consistently achieved this, with ~30% increase in profit before tax, outperforming its ambitious targets set during last year's AGM.

Affinity is highly enthusiastic about the ambitious growth plan HDBank has set for 2025 and regards HDBank as a leading bank not only in Vietnam but also across the Southeast Asian region.

In addition to its impressive business results, HDBank's leadership has also made significant efforts to invest in the bank's future, including significant progress in:

- Product innovation in both lending and deposits to drive customer acquisition and retention, especially the many sector specific programs developed as part of their value chain strategy.
- Digital transformation to enhance both retail and corporate customer experience in the front end, and also in the back end, like its core banking system and operational processes to ensure the capability to scale efficiently is there, and to offer the best products for customers.

According to Affinity's assessment, with the highest return on equity (ROE) in the industry and significant growth potential, HDBank's stock is currently trading at a price much lower than its actual value.

A bamboo plant takes many years to develop a complex root system as a foundation, and only starts shooting up after the foundation is ready. HDBank has been solidly investing in its foundation, which makes it well placed to weather any challenges in the macroeconomic environment, Affinity is confident that HDBank will experience strong breakthroughs in the near future, in terms of both the financial performance and the share price of the Bank.

### ***5.3. Question of Hongkong Investment Consulting Limited – Shareholder No.: HDB27737:***

Tariff policies impact exchange rates, foreign investment, and consumer demand, thereby affecting the overall credit demand of the financial system. Meanwhile, HDB's core lending strategy focuses on the SME and retail segments, which are significantly affected by U.S. tariff policies. In light of this new context, will HDB adjust its strategy? What is HDB's view on these tariff policies?



***Response from the Presidium:***

The reciprocal tariffs recently announced by U.S. President Donald Trump have placed significant pressure on economies worldwide. However, Vietnam has quickly initiated negotiations with the U.S. regarding this policy and believes to achieve favorable results. At the same time, the Government has promptly implemented flexible solutions, and the market has shown signs of returning to normal in recent days.

Regarding HDBank, as soon as the reciprocal policy was announced, the Bank conducted a review of the customer portfolio, evaluating and classifying customers based on their level of impact from this policy (strong, medium, or no impact). According to the review, the number of customers directly affected by this policy (those involved in importing/exporting goods related to the U.S. market) is quite small, accounting for only about 1.5% of the total outstanding loans. The Board of Management has directed the development of policies and adjustments to the funding structure to support customers directly impacted by this policy, while also enhancing risk management quality, balancing, and diversifying the loan portfolio in the coming period.

In line with the Government's proposed solutions to adapt to the new reciprocal policy, and based on the credit growth limit granted by the SBV, HDBank will strengthen funding for projects, infrastructure, domestic consumption financing... Immediately following the Government and SBV's launch, HDBank was one of the first banks to register to provide VND 20,000 billion in financing for infrastructure, semiconductor, and information technology businesses.

In addition, the Bank's Capital Adequacy Ratio (CAR) reached an industry-leading level of over 14.9%, providing HDBank with strong resilience against market fluctuations and potential crises. HDBank's ability to quickly and flexibly adapt has been demonstrated through its sound business strategies, which have delivered impressive and sustainable growth results, even during the Covid-19 pandemic.

With a solid foundation, HDBank remains steadfast in maintaining its ambitious growth targets as presented to the General Meeting of Shareholders, in line with the Government's determined spirit to achieve a GDP growth target of 8%.

***5.4. Question of Mr. Nguyen Le Quang Tam – Shareholder No. HDB00149:***

Could the Bank share more information about the strategies of HD Financial Group? What innovations do these strategies promise for the Bank's future?

***Response from the Presidium:***

The announcement of the operational launch of HD Financial Group – one of the first entities to operate the financial group model in Vietnam – clearly demonstrates HDBank's spirit of continuous innovation and pioneering leadership.

Instead of operating as separate, disconnected units, the business unit-based organizational model will integrate a wide range of services, from retail banking, corporate banking, investment, digital banking, and other sectors, thereby forming a seamless financial ecosystem centered around the customer. This will allow us to promptly meet changing customer needs while enhancing the Bank's efficiency and increasing the value delivered to shareholders.

At the same time, employees of the member units within the group shall have more opportunities to develop personal skills, gain experience, and improve professional knowledge. With our internal capabilities and pioneering spirit of innovation, we are confident in our ability to successfully implement this operational model.

**5.5. Question of New Vision Financial Investment Joint Stock Company – Shareholder No. HDB00020:**

What are the key milestones in the restructuring plan of DongA Bank and its transformation into Vikki Digital Bank? Could the Board of Management share more information about the restructuring plan and the technology deployment at Vikki Bank?

**Response from the Presidium:**

The restructuring of the former DongA Bank (now Vikki Digital Bank) was not a newly developed plan. HDBank, in collaboration with the SBV, the Special Control Board, and DongA Bank, has continuously adjusted and updated this plan over a period of more than 5 years. HDBank has been involved in the restructuring process of the former DongA Bank (now Vikki Digital Bank) even before the official transfer decision was made.

HDBank has supported DongA Bank with financial and technological resources from the early stages to invest in and create the foundation for the strategy of transforming DongA Bank into Vikki Digital Bank. Since the official compulsory transfer, the restructuring efforts have been implemented more strongly and comprehensively, covering areas such as governance, human resources, finance, and capital resources. Specifically, the transformation has been carried out, shifting from a traditional bank under special control to a next-generation digital bank. This transformation has ensured smooth operations without disruptions during the rebranding process and the transformation of the business model across more than 200 branches of Vikki Bank

Strategically, Vikki Bank is primarily focused on digital platforms, targeting retail and SME customers, aligning with the integration and synergy strategy of HD Financial Group, which was recently announced by the Chairman, with the two main pillars being HDBank and Vikki Digital Bank.

With the capabilities of HDBank, the support of the SBV, and the synergy from HD Financial Group, the restructuring process and comprehensive implementation of Vikki Digital Bank's development strategy are expected to achieve success in the near future. HDBank will continue to report and update shareholders on the progress in the coming period.

**6. Issues arising beyond the approved agenda: None.**

**PART C**

**THE SUBMISSION OF THE MEETING MINUTES OF HDBANK'S 2025 AGM  
(FISCAL YEAR 2024) TO THE GMS FOR APPROVAL**

**Mr. Nguyen Thanh Do – Vice Chairman of the BOD** presented the meeting minutes of HDBank's 2025 AGM (fiscal year 2024)

The meeting minutes of HDBank's 2025 AGM (fiscal year 2024) was voted by e-voting to be approved.

At **11:32**, the number of shareholders successfully logged in to attend the General Meeting: **937** shareholders, owning and presenting **2,986,908,910** voting shares, corresponding to the percentage of **85.46%** of HDBank's voting shares.

According to the vote counting results, the GMS approved the meeting minutes, details are as follows:

|                           |   |
|---------------------------|---|
| ▪ Approved                | <b>2,862,395,503</b> shares, equivalent to <b>95.83%</b> of the total number of voting shares of shareholders attending the meeting |
| ▪ Disapproved             | <b>1</b> share, equivalent to <b>0.00%</b> of the total number of voting shares of shareholders attending the meeting               |
| ▪ Abstained               | <b>104,624,753</b> shares, equivalent to <b>3.50%</b> of the total number of voting shares of shareholders attending the meeting    |
| ▪ Failed to cast the vote | <b>19,888,653</b> shares, equivalent to <b>0.67%</b> of the total number of voting shares of shareholders attending the meeting     |

## **PART D**

### **THE CLOSING OF THE GENERAL MEETING**

**Madame Nguyen Thi Phuong Thao – Permanent Vice Chairwoman of the BOD delivered the closing remarks on behalf of the Presidium:**

On behalf of the Bank's leadership, Madame Thảo extended her sincere gratitude to State authorities, partners, customers, and especially shareholders for their continued support and companionship with HDBank throughout its 35-year journey of sustainable development.

The Presidium expressed great pleasure at the successful organization of the General Meeting, which saw the enthusiastic participation of a large number of shareholders, representing nearly 90% of HDBank's total voting shares. The approval rates for the proposals presented reached the highest levels ever recorded.

HDBank takes pride not only in our financial targets such as the 2025 profit goal of over VND 21,000 billion and the ambition to reach VND 1 quadrillion in total assets, but more importantly, in the strong belief in a future of sustainable growth, transparency, and alignment with advanced international standards.

Over the years, HDBank has remained steadfast in building a corporate governance model aligned with international best practices, delivering strong growth value to investors through:

- Strengthening the independence of the Board of Directors;
- Ensuring transparency in information disclosure and risk management;
- Strictly adhering to legal regulations, upholding ethical standards, and balancing the interests of shareholders, customers, and the community.

The Board of Directors consistently upholds transparency as the foundation of trust—an invaluable asset that enables HDBank to continuously attract major investors, enhance its market position, and create the best and most sustainable value for all shareholders.

In addition to profit growth, HDBank is committed to optimizing capital efficiency, maintaining a high and stable dividend policy, and investing in the future through digital platforms, green finance, and a strategy of deeper integration into the national and global economic value chains.

We do not only aspire to be a leading bank in terms of scale, but more importantly, to be the top choice for our quality, our human-centered approach, and our integrity in every strategic decision.

HDBank's ambition transcends mere market share or profitability; it is to become a symbol of trust in a modern, transparent, and sustainable Vietnamese economy. The Bank respectfully extends the deepest gratitude to our esteemed shareholders for empowering HDBank with their trust and expectations. With unwavering commitment, HDBank pledges to continue striving for excellence - for the benefit of our shareholders, the prosperity of our customers, and the advancement of a resilient and globally rising Vietnam.

HDBank earnestly hopes to continue receiving the support, trust, and companionship of the SBV, the SSC, our valued partners, customers, and especially our esteemed investors and shareholders. Together with the Bank, we strive toward higher goals and look forward to achieving even greater and more resounding successes in the future.

The General Meeting ended at 11:45 on the same day.

#### **ON BEHALF OF THE PRESIDIUM**

**Mr. Kim Byoungho – BOD Chairman**

*(Signed)*

#### **SECRETARIAT**

**Ms. Nguyen Thi Hoai Anh**

*(Signed)*

**Mr. Nguyen Thi Thu Hien**

*(Signed)*

**Ms. Truong Thi Mai Lan**

*(Signed)*

#### **Attachments:**

1. Report on the examination of eligibility and quorum of shareholders attending HDBank's 2025 AGM (fiscal year 2024)
2. Reports of the BOD, BOS and Board of Management, Assessment Report on the BOD's operations in 2024 of the Independent BOD Members, HDBank's 2024 Financial Statements (Consolidated and Separate) audited by PwC Vietnam.
3. Proposals:
  - (1) Proposal No. 01/2025/TT-HDQT on 2024 profit distribution plan.
  - (2) Proposal No. 02/2025/TT-HDQT on the remuneration and allowances for HDBank's BOD, BOS and the operation fund of the BOD in 2025.
  - (3) Proposal No. 03/2025/TT-HDQT on the listing of public offering bonds.
  - (4) Proposal No. 04/2025/TT-HDQT on approving HDBank's policy on investment, purchase and sale of fixed assets.

- (5) Proposal No. 05/2025/TT-HDQT on approving the policy of capital contribution, purchase and sale of shares, capital contributed by HDBank in other enterprises and credit institutions.
  - (6) Proposal No. 06/2025/TT-HDQT on approving contracts and transactions with partners who are related parties of HDBank.
  - (7) Proposal No. 07/2025/TT-HDQT on the issues to be assigned and authorized to the BOD by the GMS.
  - (8) Proposal No. 08/2025/TT-HDQT on the amendments, supplements to the Charter, Regulation on the organization and operation of the Board of Directors and Regulation on the operation of the Board of Supervisors.
  - (9) Proposal No. 09/2025/TT-HDQT on HDBank's expected remedial plan in case of intervention.
4. Minutes of counting votes on issues submitted to the GMS at the AGM.

No.: 02/2025/NQ-DHDCD

Ho Chi Minh City, April 24, 2025

## RESOLUTION

*Ref: the Report of HDBank's Board of Directors on 2024 performance and orientations for 2025*

### THE GENERAL MEETING OF SHAREHOLDERS OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

### HEREBY RESOLVES:

**Article 1.** To approve the Report of HDBank's Board of Directors on 2024 performance and orientations for 2025 enclosed with this Resolution.

**Article 2.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

### FOR AND ON BEHALF OF THE GENERAL MEETING OF SHAREHOLDERS CHAIRMAN OF THE BOARD OF DIRECTORS

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

(Signed and sealed)

**KIM BYOUNGHO**

## RESOLUTION

*Ref: the Report of HDBank's Chief Executive Officer on 2024 business performance  
and 2025 Business Plan*

### THE GENERAL MEETING OF SHAREHOLDERS OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

### HEREBY RESOLVES:

**Article 1.** To approve the Report of HDBank's Chief Executive Officer on 2024 business performance and 2025 Business Plan enclosed with this Resolution as follows:

1. The 2024 targets have been fulfilled, ensuring the profitability and financial indicators according to the strategies and commitments to investors:
  - Total assets: VND 697,366 billion, increasing by 15.8% compared to 2023, achieving 99.5% of the target.
  - Total outstanding credit balance: VND 437,731 billion, increasing by 23.8% compared to 2023 and in accordance with the growth limit granted by the State Bank of Vietnam.
  - Total deposits: VND 621,119 billion, increasing by 16% compared to 2023.
  - Profit before tax: VND 16,730 billion, increasing by 28.5% compared to 2023, achieving 105.5% of the target
  - ROAA: 2.04%
  - ROAE: 25.7%



2. Targets under 2025 Business Plan:

Unit: VND billion

| Item   | 2024 Performance | 2025 Target | Growth vs 2024 |
|--|------------------|-------------|----------------|
| Total assets   | 697,366          | 890,442     | 28%            |
| Charter Capital  | 35,101           | 35,101      | 0%             |
| Owners' equity   | 56,657           | 73,332      | 29%            |
| Total Deposits <sup>(*)</sup>                                    | 621,119          | 792,812     | 28%            |
| <i>In which: Due to customers + Valuable papers issued</i>       | 518,855          | 661,271     | 27%            |
| Outstanding credit balance <sup>(**)</sup>                       | 437,731          | 579,896     | 32%            |
| Profit before tax  | 16,730           | 21,179      | 27%            |
| Profit after tax   | 13,248           | 17,035      | 29%            |
| ROAE   | 25.7%            | 26.2%       | 2%             |
| ROAA   | 2.04%            | 2.15%       | 5%             |
| NPL (according to Circular No. 31/2024/TT-NHNN) <sup>(***)</sup> | 1.48%            | ≤ 2.00%     |                |

(\*) *Total Deposit includes: borrowing from the Government and the State Bank of Vietnam, due to customers, valuable papers issued, entrusted funds, due to and borrowing from credit institutions.*

(\*\*) *Outstanding credit balance must not exceed the credit growth limit approved by the State Bank of Vietnam.*

(\*\*\*) *Non-performing loan ratio is calculated in accordance with Circular No. 31/2024/TT-NHNN.*

3. Other contents as stated in the Report on 2024 business performance and 2025 Business Plan enclosed with this Resolution.

**Article 2.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

(Signed and sealed)

**KIM BYOUNGHO**

No.: 04/2025/NQ-DHDCD

Ho Chi Minh City, April 24, 2025

## RESOLUTION

*Ref: the Report of the Board of Supervisors on operations in 2024*

### THE GENERAL MEETING OF SHAREHOLDERS OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

### HEREBY RESOLVES:

**Article 1.** To approve the Report of HDBank's Board of Supervisors on operations in 2024 enclosed with this Resolution.

**Article 2.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

FOR AND ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS

Recipients:

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

(Signed and sealed)

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the approval of HDBank's 2024 audited consolidated Financial Statements of HDBank*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve HDBank's 2024 audited consolidated financial statements and all transactions with related parties stated in the Notes to HDBank's 2024 audited consolidated financial statements prepared by PwC (Vietnam) Limited enclosed with this Resolution.

**Article 2.** To approve HDBank's 2024 audited separate financial statements prepared by PwC (Vietnam) Limited enclosed with this Resolution

**Article 3.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

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

*(Signed and sealed)*

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the Independent Members' Assessment Report on operations of the Board of Directors in 2024*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the Independent Members' Assessment Report on operations of the Board of Directors in 2024 enclosed with this Resolution.

**Article 2.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

No.: 07/2025/NQ-DHDCD

Ho Chi Minh City, April 24, 2025

**RESOLUTION***Ref: the 2024 profit distribution plan***THE GENERAL MEETING OF SHAREHOLDERS****OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Decree No. 93/2017/ND-CP dated August 07, 2017 on the financial regime applicable to credit institutions, branches of foreign banks;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 01/2025/TT-HDQT dated April 03, 2025 on the 2024 profit distribution plan;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:****Article 1.** To approve the 2024 profit distribution plan of HDBank as follows:*Unit: VND million*

| No.      | Item  | Amount            |
|----------|---|-------------------|
| <b>1</b> | <b>2024 Consolidated profit before tax</b>                                    | <b>16,729,995</b> |
| 2        | Corporate income tax  | 3,482,347         |
| <b>3</b> | <b>2024 Consolidated profit after tax (1-2)</b>                               | <b>13,247,648</b> |
| 4        | Minority shareholders' interest   | 484,695           |
| <b>5</b> | <b>2024 profit after tax owned by HDBank shareholders (3-4)</b>               | <b>12,762,953</b> |
| 6        | Allocation to Funds and Reserves of HDBank and subsidiaries                   | 2,628,410         |
| 6.1      | Supplementary charter capital reserve (5%)                                    | 1,245,659         |
| 6.2      | Financial reserve (10%)   | 1,245,659         |
| 6.3      | Welfare and benefits fund   | 20,000            |
| 6.4      | Operation fund of the Board of Directors, the Board of Supervisors            | 25,000            |
| 6.5      | Allocation to Reserves of subsidiaries (under HDBank shareholders' ownership) | 92,092            |

| No. | Item  | Amount            |
|-----|---|-------------------|
| 7   | <b>2024 Profit after funds and reserves (5-6)</b>           | <b>10,134,543</b> |
| 8   | Undistributed profit of previous years                      | 261,209           |
| 9   | <b>Distributable Profit for 2024 dividend payment (7+8)</b> | <b>10,395,752</b> |

**Article 2.** This Resolution takes effect from the signing date.

Member of Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the total remuneration, allowances for the Board of Directors, the Board of Supervisors and the Operating Fund of the Board of Directors in 2025*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 02/2025/TT-HDQT dated April 03, 2025 on the total remuneration, allowances for the Board of Directors, Board of Supervisors and the Operating Fund of the Board of Directors in 2025;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the total remuneration and allowances for the Board of Directors, the Board of Supervisors and Operating Fund of the Board of Directors in 2025 as follows:

1. The total remuneration and allowances for the Board of Directors and the Board of Supervisors in 2025 shall not exceed 0.5% of HDBank's 2025 separate profit after tax and shall be accounted into 2025 operating expenses.
2. The Operation Fund of the Board of Directors in 2025: VND 25,000,000,000 (*twenty five billion Vietnamese Dong*), allocated from the 2024 profit after tax.

**Article 2.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

(Signed and sealed)

**KIM BYOUNGHO**



**RESOLUTION***Ref: the listing of public offering bonds*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 03/2025/TT-HDQT dated April 03, 2025 on the listing of public offering bonds;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the listing on the stock exchange system of all bonds other than convertible bonds, bonds with warrants successfully offered to the public by HDBank in the following periods in accordance with relevant laws:

1. Before the date of HDBank's 2025 Annual General Meeting of Shareholders; and
2. From the date of HDBank's 2025 Annual General Meeting of Shareholders to the date of HDBank's 2026 Annual General Meeting of Shareholders.

**Article 2.** To assign and authorize the Board of Directors to organize, direct the implementation and make decisions on all issues related to the listing of bonds as stated in the Article 1 of this Resolution in accordance with the approval of the General Meeting of Shareholders and the law.

**Article 3.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)***KIM BYOUNGHO**

**RESOLUTION***Ref: the policy on HDBank's investment, purchase and sale of fixed assets*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 04/2025/TT-HDQT dated April 03, 2025 on the policy on HDBank's investment, purchase and sale of fixed assets;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the policy on HDBank's investment, purchase, sale of fixed assets where the expected investment, purchase amount or original price (in case of selling fixed assets) valued equal to or greater than 20% (twenty percent) of the Bank's Charter Capital as recorded in the most recent audited financial statements.

**Article 2.** To assign and authorize the Board of Directors to implement, make decisions on all arising issues related to the policy approved by the General Meeting of Shareholders as stated in Article 1 of this Resolution in accordance with HDBank's actual situation, ensuring the benefits for HDBank and compliance with the law, Charter and relevant internal regulations of HDBank.

The Board of Directors is responsible for reporting on the implementation of this authorization at the next Annual General Shareholders' Meeting.

**Article 3.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

**FOR AND ON BEHALF OF****THE GENERAL MEETING OF SHAREHOLDERS****CHAIRMAN OF THE BOARD OF DIRECTORS****Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)***KIM BYOUNGHO**

## RESOLUTION

*Ref: The policy on HDBank's capital contribution, purchase of shares, sale of purchased shares, sale of capital contributed to other enterprises and credit institutions*

### THE GENERAL MEETING OF SHAREHOLDERS OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 05/2025/TT-HDQT dated April 03, 2025 on the policy on HDBank's capital contribution, purchase of shares, sale of purchased shares, sale of capital contributed to other enterprises and credit institutions;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

### HEREBY RESOLVES:

**Article 1.** To approve the policy on HDBank's capital contribution, purchase of shares, sale of purchased shares, sale of capital contributed to other enterprises and credit institutions where the expected capital contribution, purchase amount or book value (in case of selling purchased shares or selling the capital contributed) valued equal to or greater than 20% (twenty percent) of HDBank's Charter Capital recorded in the most recent audited financial statements.

**Article 2.** To assign and authorize the Board of Directors to implement, make decisions on all arising issues related to the policy approved by the General Meeting of Shareholders as stated in Article 1 of this Resolution in accordance with HDBank's development strategies and actual situation, in compliance with the law, Charter and relevant internal regulations of HDBank, ensuring the highest benefits for HDBank.

The Board of Directors is responsible for reporting on the implementation of this authorization at the next Annual General Shareholders' Meeting.

**Article 3.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

FOR AND ON BEHALF OF  
THE GENERAL MEETING OF SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF DIRECTORS

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the approval of contracts, transactions with HDBank's Related Parties*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 06/2025/TT-HDQT dated April 03, 2025 on the policy of signing contracts, transactions with HDBank's Related Parties;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the contracts and transactions with a value of equal to or greater than 20%, or contracts, transactions leading to the total value of contracts, transactions arising within 12 months from the date of the first contract, first transaction reaching equal to or greater than 20% of HDBank's Charter Capital recorded in the most recent audited financial statements between HDBank and each HDBank's Related Person, including: (i) the Board members, members of the Board of Supervisors, the Chief Executive Officer, major shareholders of HDBank; Related Persons of Management Officers, members of the Board of Supervisors, major shareholders of HDBank; (iii) subsidiaries, affiliates of HDBank; (iv) other subjects according to relevant legal regulations. Specifically:

- 1. The main content of the contracts and transactions shall include:** borrowing, lending, guaranteeing, other credit granting, trading currencies and derivatives; cooperating, purchasing, selling, using, supplying, leasing, renting products, goods, services, assets; trading securities/capital; transferring, liquidating assets and investments, cooperation; financial investments, project investments; deposits, financial - banking, account, collection and payment services; debt trading and other transactions for the business operation in accordance with the permitted business lines of HDBank and such parties, ensuring that such contracts and transactions are in compliance with the relevant laws and HDBank's internal regulations.
- 2. Principles for performing such those contracts and transactions:**
  - a. The specific value of each contract and transaction shall be determined from time to time based on the actual situation and specific activities, ensuring the interests of HDBank and compliance with the law and HDBank's internal regulations;

- b. Conditions on fees, interest rates, prices of these contracts and transactions should not be more favorable/preferential than those applied to HDBank's respective customer groups or equivalent partners.
- c. Conditions and limits of these contracts and transactions are not contrary to any current regulations of HDBank and the law.
- d. These contracts and transactions shall be performed according to HDBank's templates from time to time or according to the approval of competent authorities, ensuring the satisfaction of the above conditions.
- e. The signing period: contracts and transactions shall be signed within the period from the date approved by the General Meeting of Shareholders to the next Annual General Shareholders' Meeting.

**Article 2.** To assign and authorize the Board of Directors to make decisions on each specific contract, transaction and to implement in accordance with the actual situation at HDBank, the Charter and relevant internal regulations of HDBank. The Board of Directors is responsible for reporting on the implementation of this authorization at the next Annual General Shareholders' Meeting.

**Article 3.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the assignment and authorization to the Board of Directors to amend and supplement the business lines, update changes of legal regulations to the Charter and the Establishment and Operation License of HDBank,*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 07/2025/TT-HDQT dated April 03, 2025 on the issues to be assigned and authorized to the Board of Directors by the General Meeting of Shareholders;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the assignment and authorization to the Board of Directors to amend and supplement the business lines, to update changes and supplements of legal regulations to HDBank's Charter, HDBank's Establishment and Operation License in conformity with the Bank's operations and to carry out other legal procedures related to such amendments, supplements.

**Article 2.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the assignment and authorization to the Board of Directors to make decisions  
on the establishment of HDBank's subsidiaries and affiliates*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 07/2025/TT-HDQT dated April 03, 2025 on the issues to be assigned and authorized to the Board of Directors by the General Meeting of Shareholders;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the assignment and authorization to the Board of Directors to make decisions on the establishment of HDBank's subsidiaries and affiliates to perform business activities permitted by law.

**Article 2.** The Board of Directors is responsible for complying with the Law on Credit Institutions, relevant legal regulations and guidelines of the State Bank of Vietnam when performing the authorized tasks stated in Article 1 of this Resolution.

**Article 3.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**



**RESOLUTION**

*Ref: the assignment and authorization to the Board of Directors to make decisions  
on issues related to development strategy of HDBank*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 07/2025/TT-HDQT dated April 03, 2025 on the issues to be assigned and authorized to the Board of Directors by the General Meeting of Shareholders;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the assignment and authorization to the Board of Directors to make decisions on issues related to the development strategy of HDBank, specifically as follows:

1. To flexibly adjust and supplement the fundamental contents of HDBank's development strategy, business strategies to match the actual situation, business environment, and development trends of the industry, as well as to comply with legal regulations while developing and implementing the development and business strategies.
2. To select strategic investors; to negotiate, sign contracts and agreements with selected strategic investors.
3. To flexibly adjust and supplement the major management indicators to timely respond to the actual situation and market developments, and report such adjustments and supplements to the General Meeting of Shareholders.
4. To make decisions on fixing and adjusting the foreign investors' shareholding at HDBank in accordance with the laws, and ensuring the highest benefits for HDBank as well as its shareholders; to carry out necessary procedures at the competent authorities to fix and adjust the foreign investors' shareholding according to the actual situation and development strategy of HDBank, as well as update and adjust corresponding contents on the maximum foreign investors' shareholding at HDBank in the Charter.

**Article 2.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

**RESOLUTION**

*Ref: the assignment and authorization to the Board of Directors to carry out activities related to the participation in the Credit Institutions restructuring program under the direction of the State Bank of Vietnam*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 07/2025/TT-HDQT dated April 03, 2025 on the issues to be assigned and authorized to the Board of Directors by the General Meeting of Shareholders;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the assignment and authorization to the Board of Directors to carry out activities related to the participation in the Credit Institutions restructuring program under the direction of the State Bank of Vietnam. Accordingly, the Board of Directors is enabled to contact, work with, sign in-principle agreements and related documents with partners to seize opportunities with high efficiency, consistent with the development strategy of HDBank, and submit to the General Meeting of Shareholders for approval.

**Article 2.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 2;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

No.: 17/2025/NQ-DHDCD

Ho Chi Minh City, April 24, 2025

**RESOLUTION**

*Ref: the amendments, supplements to HDBank's Charter; Regulation on organization and operation of the Board of Directors and Regulation on the operation of the Board of Supervisors of HDBank*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Decree No. 86/2024/ND-CP dated July 11, 2024 stipulating the level, method of setting up risk provisions, use of provisions to handle risks in the operations of credit institutions, foreign bank branches and cases where credit institutions must allocate accrued interest reversals;
- Pursuant to the Circular No. 51/2024/TT-NHNN dated November 29, 2024 regulating independent audits for commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches;
- Pursuant to the Proposal No. 08/2025/TT-HDQT dated April 03, 2025 on the amendments, supplements to HDBank's Charter, Regulation on organization and operation of the Board of Directors and Regulation on the operation of the Board of Supervisors of HDBank;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the the amendments, supplements to the following documents under the authority of the General Meeting of Shareholders:

1. HDBank's 2025 Charter;
2. The Regulation on organization and operation of the Board of Directors of HDBank;
3. The Regulation on the operation of the Board of Supervisors of HDBank.

*(Details of the amendments and supplements compared to the current documents are enclosed with this Resolution).*

**Article 2.** To assign and authorize the Board of Directors to carry out required procedures to complete the amendment and supplement to the documents specified in Clause 1 and 2, Article 1 of this Resolution, including but not limited to the information disclosure and reporting to the Competence State Authorities in accordance with relevant legal regulations.

**Article 3.** To assign the Board of Supervisors to carry out required procedures to complete the the amendment and supplement to the document specified in Clause 3, Article 1 of this Resolution, including but not limited to the information disclosure and reporting to the Competence State Authorities in accordance with relevant legal regulations

**Article 4.** This Resolution takes effect from the signing date and shall expire upon being superseded by another Resolution of the General Meeting of Shareholders.

Member of Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 4;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*

**KIM BYOUNGHO**

## AMENDMENTS AND SUPPLEMENTS TO HDBANK'S CHARTER

(Enclosed with the Resolution No. 17/2025/NQ-DHDCD dated April 24, 2025)

| ITEM  | CURRENT REGULATION   | AMENDMENTS, SUPPLEMENTS   | BASIS OF THE AMENDMENTS, SUPPLEMENTS  |
|---|--|---|---|
| Article 7 on Credit extension approval, monitoring and handling | Not specified yet  | 4. <u><i>The Bank shall have the right and obligation to inspect and supervise the use of loan funds and debt repayment by the customer as stipulated in Clause 1 of this Article; shall has the right to request the borrowing customer to report on the use of loan funds and provide documents and data proving that the loan funds are used for the intended purposes.</i></u>  | To supplement in accordance with the recommendation of the Banking Inspection and Supervision Agency II as stated in the Official Dispatch No. 1032/CucII.2 in order to fully regulate as prescribed in Clause 5, Article 102 of the Law on Credit Institutions 2024. |
| Clause 7 Article 16 on Shareholding limits                      | 7. The foreign ownership limit at the Bank is 17.5% (seventeen point five percent). This limit may be adjusted by the decision of the General Meeting of Shareholders in compliance with the relevant legal regulations. | 7. The foreign ownership limit at the Bank is 17.5% (seventeen point five percent). This limit may be adjusted by the decision of the General Meeting of Shareholders in compliance with the relevant legal regulations. <u><i>In which, the share ownership ratio of a foreign individual must not exceed 5% (five percent) and that of a foreign organization must not exceed 15% (fifteen percent) of the Charter Capital of the Bank.</i></u> | To supplement in accordance with the recommendation of the Banking Inspection and Supervision Agency II as stated in the Official Dispatch No. 1032/CucII.2 to clearly stipulate the limit on share ownership of a foreign individual or organization at the Bank.    |

| ITEM  | CURRENT REGULATION  | AMENDMENTS, SUPPLEMENTS  | BASIS OF THE AMENDMENTS, SUPPLEMENTS  |
|---|---|--|---|
| Point t<br>Clause 3<br>Article 26 on<br>Authorities<br>and duties of<br>the General<br>Meeting of<br>Shareholders | t. To decide on selection of an independent auditor, <u><b>or approve a list of independent auditing firms suggested or recommended by the Board of Supervisors and to authorize the Board of Directors to choose one of these entities</b></u> to audit the Bank's financial statements and perform assurance services for the operation of the internal control system in preparing and presenting financial statements in the next fiscal year <u><b>based on the terms and conditions agreed with the Board of Directors, and to dismiss the independent auditor when it deems necessary</b></u>                        | t. To decide on selection of an independent auditor to audit the Bank's financial statements and perform assurance services for the operation of the internal control system in preparing and presenting financial statements in the next fiscal year. | To amend in compliance with Clause 2, Article 7 of Circular No. 51/2024/TT-NHNN dated November 29, 2024 regulating independent audits of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches.  |
| Clause 43<br>Article 45 on<br>Authorities<br>and duties of<br>the Board of<br>Directors                           | 43. <u><b>To decide the compensation amount payable to the Bank by the person causing property losses to the debts if there is evidence of such losses pursuant to the legal regulations on the classification of assets, levels and methods of making provision and the use of such provisions to settle risks during the operations of credit institutions and foreign bank branches.</b></u><br><br>To decide the delegation of authority on deciding the compensation amount payable to the Bank by the person who causes other property losses (rather than the losses of debts) in accordance with legal regulations. | <u><b>43. To decide the compensation amount</b></u> and the delegation of authority on deciding the compensation amount that the party causing the asset loss is responsible for compensating the Bank in accordance with legal regulations.           | To amend in compliance with the Decree No. 86/2024/ND-CP and Circular No. 31/2024/TT-NHNN. Accordingly, these Decree and Circular no longer stipulated the provisions related to the the compensation amount payable to the Bank by the person causing property losses to the debts as previously stipulated in the Circular No. 11/2021/TT-NHNN.<br><br>This content is regulated in compliance with Article 12 of Decree 93/2017/ND-CP. |

| ITEM  | CURRENT REGULATION  | AMENDMENTS, SUPPLEMENTS  | BASIS OF THE AMENDMENTS, SUPPLEMENTS   |
|---|---|--|--|
| Clause 44<br>Article 45 on<br>Authorities<br>and duties of<br>the Board of<br>Directors | 44. <u>To select an independent audit firm among the list approved by the General Meeting of Shareholders to audit the Bank's financial statements and carry out assurance services for the internal control operation in preparation and presentation of financial statements in the subsequent fiscal year based on terms and conditions agreed with the Boards of Directors, authorization of the General Meeting of Shareholders.</u> | To annul   | To amend in compliance with Clause 2 Article 7 of the Circular No. 51/2024/TT-NHNN, accordingly, the mechanism of the General Meeting of Shareholders authorizing the Board of Directors to select an independent audit firm from the list of independent audit firms approved by the General Meeting of Shareholders has been annulled. |
| Clause 6<br>Article 52 on<br>the Chief<br>Executive<br>Officer                          | 6. The Deputy Chief Executive Officer(s) <u>shall manage specific area(s) of the Bank's operations</u> as assigned by the Chief Executive Officer. The Chief Accountant shall assist the Chief Executive Officer in directing the implementation of accounting and statistic activities of the Bank and shall have the right and obligation as prescribed by law.   | 6. The Deputy Chief Executive Officer(s) <u>shall be in charge of and primarily manage specific areas of the Bank's operations</u> as assigned, <u>delegated</u> by the Chief Executive Officer, <u>and shall bear full responsibility to the law, the Board of Directors, and the Chief Executive Officer for the assigned, delegated areas.</u><br><br>7. The Chief Accountant shall assist the Chief Executive Officer in directing the implementation of accounting and statistic activities of the Bank and shall have the right and obligation as prescribed by law. | To be amended to clarify the mechanism for assignment and delegation of responsibilities by the Chief Executive Officer to the Deputy Chief Executive Officers, as well as the responsibilities of the Deputy Chief Executive Officers upon being assigned and delegated.  |



| ITEM  | CURRENT REGULATION  | AMENDMENTS, SUPPLEMENTS  | BASIS OF THE AMENDMENTS, SUPPLEMENTS   |
|---|---|--|--|
| Clause 19<br>Article 56 on<br>Authorities<br>and duties of<br>the Board of<br>Supervisors | 19. To propose and advise the General Meeting of Shareholders to <u><b>approve the list of auditing firms to audit the Bank's financial statements</b></u> , make decisions on selecting an audit firm to conduct an audit of the Bank's operations when deemed necessary.  | 19. To propose and advise the General Meeting of Shareholders to make decisions on selecting an audit firm to conduct an audit of the Bank's operations when deemed necessary.   | To amend in compliance with Clause 2 Article 7 of the Circular No. 51/2024/TT-NHNN, accordingly, the mechanism of the General Meeting of Shareholders authorizing the Board of Directors to select an independent audit firm from the list of independent audit firms approved by the General Meeting of Shareholders has been annulled. |
| Clause 1<br>Article 73 on<br>Independent<br>Audit   | 1. Before the end of the fiscal year, the General Meeting of Shareholders decides to select an independent audit organization <u><b>or assigns the Board of Directors to select from the list of independent audit organizations approved by the General Meeting of Shareholders (according to the proposal and recommendation of the Board of Supervisors)</b></u> to audit the Bank's financial statements and provide assurance services for the preparation and presentation of financial statements by the internal control system for the next fiscal year <u><b>based on the terms and conditions agreed with the Board of Directors</b></u> . The Bank shall prepare and send the annual financial statements to the independent audit organization after the end of the fiscal year. | 1. Before the end of the fiscal year, the General Meeting of Shareholders decides to select an independent audit organization to audit the Bank's financial statements and provide assurance services for the preparation and presentation of financial statements by the internal control system for the next fiscal year. The Bank shall prepare and send the annual financial statements to the independent audit organization after the end of the fiscal year |  |

| ITEM                      | CURRENT REGULATION  | AMENDMENTS, SUPPLEMENTS  | BASIS OF THE AMENDMENTS, SUPPLEMENTS  |
|---------------------------|---|--|---|
| Article 86 on Information | <p>1. The Bank periodically informs the account holder of the transactions and balances on his/her accounts at the Bank.</p> <p>2. The Bank is allowed to exchange information on banking activities <u>and customers</u> with other credit institutions <u>in accordance with the regulations</u>.</p> <p>3. The Bank is responsible for reporting and providing information to the SBV on the business situation <u>and personnel at the request of the SBV</u> and being provided with information <u>related to banking activities of customers having relationship with the Bank</u> by the SBV.</p> | <p>1. The Bank provides the account holder with information regarding transactions and balances on his/her account <u>according to the agreement with him/her</u>.</p> <p>2. The Bank is responsible for reporting to the SBV information on business activities and is entitled to be provided by the SBV <u>with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the SBV</u>.</p> <p>3. The Bank is allowed to exchange information on the Bank's operations with other credit institutions, foreign bank branches.</p> <p><u>4. The Bank is allowed to provide information to competent state agencies, organizations and individuals in compliance with the law and regulations of the Bank.</u></p> | To amend, supplement in accordance with the recommendation of the Banking Inspection and Supervision Agency II as stated in the Official Dispatch No. 1032/CucII.2 in order to comply with the Article 12 of the Law on Credit Institutions 2024. |

*Note: The **italic, bold, underlined text** are the proposed amendments, supplements.*

Appendix 02:

## AMENDMENTS AND SUPPLEMENTS TO THE REGULATION ON THE ORGANIZATION AND OPERTATION OF THE BOARD OF DIRECTORS OF HDBANK

(Enclosed with the Resolution No. 17/2025/NQ-DHDCD dated April 24, 2025)

| ITEM  | CURRENT REGULATION   | AMENDMENTS,<br>SUPPLEMENTS   | BASIS OF THE AMENDMENTS,<br>SUPPLEMENTS  |
|---|--|--|--|
| Point t<br>Clause 1<br>Article 9 on<br>Authorities<br>and duties of<br>the Board of<br>Directors<br>(BOD) | t. To decide on selection of an independent auditor, <u><b>or approve a list of independent auditing firms suggested or recommended by the Board of Supervisors and to authorize the BOD to choose one of these entities</b></u> to audit the Bank's financial statements in the next fiscal year <u><b>based on the terms and conditions agreed with the BOD, and to dismiss the independent auditor when it deems necessary.</b></u> | t. To decide on selection of an independent auditor to audit the Bank's financial statements <u><b>and perform assurance services for the operation of the internal control system in preparing and presenting financial statements</b></u> in the next fiscal year. | To amend in compliance with Clause 2, Article 7 of Circular No. 51/2024/TT-NHNN dated November 29, 2024 regulating independent audits of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches.   |
| Clause 35<br>Article 9 on<br>Authorities<br>and duties of<br>the BOD                                      | 35. <u><b>To select an independent audit firm among the list approved by the GMS to audit the Bank's financial statements in the next fiscal year based on terms and conditions agreed with the Boards of Directors, authorization of the General Meeting of Shareholders.</b></u>   | To annul   | To amend in compliance with Clause 2 Article 7 of the Circular No. 51/2024/TT-NHNN, accordingly, the mechanism of the General Meeting of Shareholders authorizing the Board of Directors to select an independent audit firm from the list of independent audit firms approved by the General Meeting of Shareholders has been annulled. |

| ITEM   | CURRENT REGULATION  | AMENDMENTS,<br>SUPPLEMENTS   | BASIS OF THE AMENDMENTS,<br>SUPPLEMENTS  |
|--|---|--|--|
| Clause 42<br>Article 9 on<br>Authorities<br>and duties of<br>the BOD | <p><i><b><u>42. To decide the compensation amount payable to the Bank by the person causing property losses to the debts if there is evidence of such losses pursuant to the legal regulations on the classification of assets, levels and methods of making provision and the use of such provisions to settle risks during the operations of credit institutions and foreign bank branches.</u></b></i></p> <p>To decide the delegation of authority on deciding the compensation amount payable to the Bank by the person who causes other property losses (rather than the losses of debts) in accordance with legal regulations.</p> | <p><i><b><u>42. To decide the compensation amount</u></b></i> and the delegation of authority on deciding the compensation amount that the party causing the asset loss is responsible for compensating the Bank in accordance with legal regulations.</p> | <p>To amend in compliance with the Decree No. 86/2024/ND-CP and Circular No. 31/2024/TT-NHNN. Accordingly, these Decree and Circular no longer stipulated the provisions related to the the compensation amount payable to the Bank by the person causing property losses to the debts as previously stipulated in the Circular No. 11/2021/TT-NHNN.</p> <p>This content is regulated in compliance with Article 12 of Decree 93/2017/ND-CP.</p> |

*Note: The **italic, bold, underlined text** are the proposed amendments, supplements.*

Appendix 03:

**AMENDMENTS AND SUPPLEMENTS TO THE REGULATION ON OPERATION  
OF THE BOARD OF SUPERVISORS OF HDBANK**

*(Enclosed with the Resolution No. 17/2025/NQ-DHDCD dated April 24, 2025)*

| ITEM   | CURRENT REGULATION   | AMENDMENTS,<br>SUPPLEMENTS   | BASIS OF THE AMENDMENTS,<br>SUPPLEMENTS  |
|--|--|--|--|
| Clause 19 Article 15 on Authorities and duties of the Board of Supervisors | 19. To propose and advise the General Meeting of Shareholders to <u><b>approve the list of auditing firms to audit the Bank's financial statements</b></u> , make decisions on selecting an audit firm to conduct an audit of the Bank's operations when deemed necessary. | 19. To propose and advise the General Meeting of Shareholders to make decisions on selecting an audit firm to conduct an audit of the Bank's operations when deemed necessary. | To amend in compliance with Clause 2 Article 7 of the Circular No. 51/2024/TT-NHNN, accordingly, the mechanism of the General Meeting of Shareholders authorizing the Board of Directors to select an independent audit firm from the list of independent audit firms approved by the General Meeting of Shareholders has been annulled. |

**Note:** The **italic, bold, underlined text** are the proposed amendments, supplements.

**RESOLUTION**

*Ref: HDBank's remedial plan in case of early intervention*

**THE GENERAL MEETING OF SHAREHOLDERS  
OF HO CHI MINH CITY DEVELOPMENT JOINT STOCK COMMERCIAL BANK**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024 and amending, supplementing, guiding documents;
- Pursuant to the Charter of Ho Chi Minh City Development Joint Stock Commercial Bank (HDBank);
- Pursuant to the Proposal No. 09/2025/TT-HDQT dated April 14, 2025 on the expected remedial plan in case of early intervention;
- Pursuant to the Minutes of HDBank's 2025 Annual General Meeting of Shareholders (fiscal year 2024) dated April 24, 2025,

**HEREBY RESOLVES:**

**Article 1.** To approve the contents of HDBank's expected remedial plan in case of early intervention (herein after "the Remedial Plan"), details according to the Appendix 01 enclosed with this Resolution.

**Article 2.** To assign and authorize the Board of Directors:

1. To submit and report to the State Bank of Vietnam as prescribed by law.
2. To amend, supplement the Remedial Plan in accordance with actual situation and at the request of Competent State Authorities.

**Article 3.** This Resolution takes effect from the signing date.

Member of the Board of Directors, Board of Supervisors, Board of Management are responsible for implementing this Resolution according to their functions and duties in accordance with the law and HDBank's Charter.

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

**Recipients:**

- As Article 3;
- Website of HDBank – Investors Section;
- Filed at the BOD Office.

*(Signed and sealed)*


**KIM BYOUNGHO**

## **HDBANK'S EXPECTED REMEDIAL PLAN IN CASE OF EARLY INTERVENTION**

*(Enclosed with the Resolution No. 18/2025/NQ-DHDCD dated April 24, 2025)*

### **I. GENERAL INFORMATION:**

#### **1. License for establishment and operation:**

|                               |   |
|-------------------------------|---|
| <b>Name:</b>                  | <b>Ho Chi Minh City Development Joint Stock Commercial Bank</b>   |
| <b>Abbreviated name:</b>      | HDBank  |
| <b>Establishment License:</b> | Decision No. 47/QD-UB of Ho Chi Minh City People's Committee dated February 11, 1989; Initial License No. 00019/NH-GP dated June 6, 1992 granted by the State Bank of Vietnam, replaced by License No. 26/GP-NHNN dated February 12, 2020 granted by the State Bank of Vietnam and related amendments, supplements. |
| <b>Operation duration:</b>    | 99 years  |
| <b>Head Office address:</b>   | HD Tower, 25 Bis Nguyen Thi Minh Khai, Dist. 1, Ho Chi Minh City  |
| <b>Website:</b>               | <a href="https://www.hdbank.com.vn">https://www.hdbank.com.vn</a>   |
| <b>Logo:</b>                  |   |
| <b>Charter Capital:</b>       | VND 35,101 billion (as of December 31, 2024)  |
| <b>Scope of business:</b>     | To fully perform banking business activities according to the Law on Credit Institutions.   |
| <b>Number of employees:</b>   | As of December 31, 2024, the number of employees of HDBank is 18,533 people, of which the number of employees of subsidiaries is 7,941 people.  |
| <b>Operation network:</b>     | As of December 31, 2024, the operation network includes 1 Head Office; 1 Representative Office in the Northern region; 1 Representative Office in Yangon, Myanmar; 83 Branches and 285 Transaction Offices in provinces and cities across the country.  |

#### **2. Interpretation of terms:**

**“Early intervention”** means that the State Bank of Vietnam (herein after the SBV) imposes requirements and restrictive measures on a credit institution or foreign bank’s branch and requires such credit institution or foreign bank’s branch to implement a remedial plan under the supervision of the SBV to overcome the situation as specified in Clause 1, Article 156 of the Law on Credit Institutions.

**“Bank run”** means a situation in which many depositors withdraw their money from a credit institution at the same time, leading to the credit institution being insolvency or at risk of insolvency according to the regulations of the Governor of the State Bank as prescribed in Clause 33, Article 4 of the Law on Credit Institutions

**“Charter capital”** is the total par value of shares of a credit institution that is a joint stock company sold to shareholders and recorded in the Bank's Charter.

### 3. Purpose of developing the plan:

The remedial plan is developed in accordance with the Law on Credit Institutions in order to determine the actions should be taken when the Bank falls into one or several cases of early intervention as prescribed.

### 4. Applicable objects:

This remedial plan applies to HDBank (excluding subsidiaries) as prescribed in Article 143 and Article 156 of the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024.

## II. CONTENT OF THE REMEDIAL PLAN:

### 1. Cases received early intervention by the SBV:

The SBV shall consider and make decisions on early intervention when the Bank falls into one of the following cases:

- a. HDBank's accumulated losses is greater than 15% of the charter capital, provided capital and reserves recorded in the latest audited financial statements or according to audit, inspection conclusions of the state competent authority, and violations of legal regulations on capital adequacy ratio (8%, or higher ratio as prescribed by the Governor of the SBV from time to time) occur;
- b. HDBank is ranked below average according to SBV governor's regulations;
- c. HDBank fails to meet the minimum solvency ratio for 30 consecutive days;
- d. HDBank fails to maintain the minimum capital adequacy ratio as specified (8%) for 06 consecutive months;
- e. A bank run occurs, and HDBank notifies the SBV.

### 2. Financial and operating situation:

#### a. The Bank's organization structure:

The Board of Directors, Board of Supervisors and Board of Management of HDBank were established in compliance with the Law on Credit Institutions and relevant legal regulation.

#### (i) The Board of Directors:

As of March 31, 2025, HDBank's Board of Directors consists of 6 members, including 5 non-executive members, 2 independent members.

| No. | Member                     | Title                              | Date of appointment/<br>reappointment              |
|-----|----------------------------|------------------------------------|--|
| 1   | Mr. Kim Byoungcho          | Chairman, Independent Member       | Appointed since April 29, 2022                     |
| 2   | Ms. Nguyễn Thị Phương Thảo | Permanent Vice Chairwoman          | Re-appointed since April 29, 2022                  |
| 3   | Mr. Lưu Đức Khánh          | Vice Chairman                      | Re-appointed since April 29, 2022                  |
| 4   | Mr. Nguyễn Thành Đô        | Vice Chairman                      | Re-appointed since April 29, 2022                  |
| 5   | Mr. Lê Mạnh Dũng           | Independent Member                 | Appointed since April 29, 2022                     |
| 6   | Mr. Phạm Quốc Thanh        | Member cum Chief Executive Officer | Appointed as the Board Member since April 26, 2023 |



### **Committees under the Board of Directors:**

There are 5 Committees under HDBank's Board of Directors: Risk Management Committee, Human Resources Committee, Credit Supervision Committee, Committee of Governance and Efficiency, Banking Technology Committee. Each Board member has been assigned to participate in one or several Committees appropriate to their strengths.

Through maintaining monthly/quarterly meetings, thematic working sessions and regular discussions, the Committees play an important role in advising the Board of Directors in making decisions on specific areas, actively contributing to improving the Bank's operational efficiency.

- **The Human Resources Committee** shall advise the Board of Directors in promulgating the Bank's internal policies and regulations under the Board's authority; recruiting/ appointing/ reappointing senior management positions; assessing the suitability of current human resources policies in order to amend in accordance with legal regulations and actual situations.

The Human Resources Committee consists of 3 members, including 1 independent Board member.

- **The Risk Management Committee** shall advise the Board of Directors in developing, promulgating, updating changes and organizing the implementation of risk management policies in the Bank's operations in accordance with the law and the Bank's Charter; shall advise the Board of Directors on issues related to risk management; shall issuing warnings about potential risks that may affect the safety of the Bank and preventive measures; shall advise the Board of Directors in resolving problems in risk management.

The Risk Management Committee consists of 4 members, including 1 independent Board member

- **The Credit Supervision Committee** shall advise the Board of Directors in: approving credit policies; approving credits under the approval authority of the Board of Directors as prescribed; supervising the Chief Executive Officer/ Board of Management in approving credit for credits with a value equal to or greater than 5% of HDBank's Charter Capital granted to Customers or Customers and their Related Persons.

The Credit Supervision Committee consists of 4 members.

- **The Committee of Governance and Efficiency** shall advise the Board of Directors on strategy; support the Board of Directors in supervising operational efficiency; support the BOD in directing the implementation of key projects; assist the Board of Directors in ensuring effective, transparent governance and sustainable development.

The Committee of Governance and Efficiency consists of 7 members.

- **The Banking Technology Committee** shall advise the Board of Directors in approving policies, strategies for IT development under the Board's authority and making decisions on investments to apply technology trends to the Bank's operations.

The Banking Technology Committee consists of 3 members.

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

The Board of Supervisors conducts inspection and supervision of HDBank's operations in accordance with the law, the Bank's Charter and the Regulation on the operation of the Board of Supervisors. Internal Audit Department shall assist the Board of Supervisors in performing the inspection and supervision functions.

The Board of Supervisors holds regular meetings at least once a quarter. Through regular meetings, the Board of Supervisors closely monitors the implementation of the Internal Audit plan, grasps difficulties and obstacles in the Internal Audit activities, and provides directional instructions to support effective Internal Audit activities, closely following important changes in the Bank's operations at each point of time.

The Chief of the Board of Supervisors participates in regular and ad hoc meetings of the Board of Directors, meetings of the Board of Management, thereby promptly grasping the operational situation, strategic orientation, financial situation, and operational safety of the Bank. At meetings of the Board of Directors, the Board of Supervisors shall provide opinions on key issues identified through the Internal Audit activities, making recommendations to improve control quality, limit risks, and ensure compliance with legal regulations and HDBank's internal regulations.

As of March 31, 2025, HDBank's Board of Supervisors consists of 4 members:

| No. | Member                | Title            | Date of appointment/<br>reappointment |
|-----|-----------------------|------------------|---------------------------------------|
| 1   | Mr. Đào Duy Tường     | Chief of the BOS | Re-appointed since April 29, 2022     |
| 2   | Ms. Đường Thị Thu     | Member           | Re-appointed since April 29, 2022     |
| 3   | Ms. Bùi Thị Kiều Oanh | Member           | Appointed since April 29, 2022        |
| 4   | Mr. Nguyễn Lê Hiếu    | Member           | Appointed since April 29, 2022        |

**(iii) The Board of Management, Chief Financial Officer and Chief Accountant:**

The Board of Management, Chief Financial Officer and Chief Accountant are responsible for managing daily operations, building and implementing action programs to maximize business efficiency, ensuring the maintenance and promotion of sustainable development of HDBank.

The Chief Executive Officer is the legal representative of HDBank, taking the highest responsibility to the Board of Directors and the Law in managing business activities and performing assigned duties, authorities in accordance with the law, regulations of the SBV and HDBank's internal regulations

Members of the Board of Management, Chief Financial Officer and Chief Accountant of HDBank as of March 31, 2025 are as follows:

| No. | Member              | Title                                       | Date of appointment/<br>reappointment |
|-----|---------------------|---|---------------------------------------|
| 1   | Mr. Phạm Quốc Thanh | Board Member cum<br>Chief Executive Officer | Appointed since April 02, 2020        |
| 2   | Mr. Nguyễn Minh Đức | Deputy Chief Executive<br>Officer           | Appointed since<br>December 30, 2013  |

| No. | Member                  | Title                          | Date of appointment/<br>reappointment |
|-----|-------------------------|--------------------------------|---------------------------------------|
| 3   | Mr. Lê Thanh Tùng       | Deputy Chief Executive Officer | Appointed since September 16, 2009    |
| 4   | Mr. Nguyễn Văn Hào      | Deputy Chief Executive Officer | Appointed since October 02, 2020      |
| 5   | Mr. Nguyễn Đăng Thanh   | Deputy Chief Executive Officer | Appointed since July 09, 2020         |
| 6   | Mr. Trần Hoài Nam       | Deputy Chief Executive Officer | Re-appointed since February 27, 2022  |
| 7   | Mr. Trần Thái Hòa       | Deputy Chief Executive Officer | Re-appointed since May 26, 2021       |
| 8   | Mr. Nguyễn Cảnh Vinh    | Deputy Chief Executive Officer | Appointed since November 01, 2022     |
| 9   | Mr. Phạm Văn Đầu        | Chief Financial Officer        | Appointed since September 16, 2009    |
| 10  | Ms. Hồ Đặng Hoàng Quyên | Chief Accountant               | Appointed since July 07, 2011         |

**b. Financial indicators:**

*Unit: VND million*

| No. | Item   | 31/12/2023  | 31/12/2024  |
|-----|--|-------------|-------------|
| 1   | Total assets                                 | 589,985,519 | 684,975,568 |
| 2   | Charter Capital                              | 29,076,321  | 35,101,423  |
| 3   | Owners' Capital                              | 43,752,084  | 53,467,970  |
| 4   | Total deposit                                | 528,266,310 | 613,236,617 |
| 5   | Total outstanding credit balance             | 337,354,069 | 419,518,974 |
| 6   | NPL ratio according to the SBV's regulations | 1.10%       | 1.28%       |
| 7   | Profit before tax                            | 12,736,429  | 15,694,504  |
| 8   | Profit after tax                             | 10,185,584  | 12,456,594  |
| 9   | ROA  | 2.05%       | 1.95%       |
| 10  | ROE  | 25.50%      | 25.63%      |
| 11  | Capital adequacy ratio (CAR)                 | 12.21%      | 13.61%      |
| 12  | Liquidity coverage ratio (LCR)               | 22.47%      | 20.10%      |

**c. Evaluation of the performance over the past 5 years:**

- By the end of 2024, HDBank's profit reached VND 15,694,504 million, an increase of 23% compared to 2023. Over the past 5 years, the average growth rate in profit before tax has reached 32%.
- Capital adequacy ratio (CAR) at the end of 2024 reached 13.61%, much higher than the minimum level of 8% prescribed by the SBV and reached an average of 12.7% over the past 5 years.
- NPL ratio according to the SBV's regulations at the end of 2024 reached 1.28%. HDBank always maintains the NPL lower than 1.5%
- The liquidity reserve ratio reached 20.1%, much higher than the minimum level of 10% prescribed by the SBV.

### 3. Measures to be implemented:

According to the Clause 1, Article 156 of the Law on Credit Institutions 2024, HDBank shall develop an expected remedial plan in case of early intervention when falling into one of the following cases:

***3.1.HDBank's accumulated losses is greater than 15% of the charter capital, provided capital and reserves recorded in the latest audited financial statements or according to audit, inspection conclusions of the state competent authority, and violations of legal regulations on capital adequacy ratio (8%, or higher ratio as prescribed by the Governor of the SBV from time to time) occur:***

#### **Measures to be implemented:**

- To improve business efficiency and reduce costs.
- To control credit quality, reduce NPL, improve asset quality; to strengthen inspection and supervision of customers' capital use purposes and debt repayment ability.
- To restructure HDBank's operational scale, optimizing business.
- To increase Charter Capital: HDBank shall increase Charter Capital to improve competitiveness, promote development and strengthen financial capacity. HDBank shall develop a flexible capital increase plan to ensure safe operations within a specific period of time and set out a roadmap to reduce the share ownership ratio as prescribed in Point b, Clause 1, Article 159 of the Law on Credit Institutions.

***3.2.HDBank is ranked below average according to SBV governor's regulations:***

#### **Measures to be implemented:**

- To improve management and operational capacity:
  - (i) To organize and build an executive management apparatus; to review, re-evaluate operational efficiency and optimize business units.
  - (ii) To improve and enhance the Bank's senior management and supervision capacity, aiming for diversity and specialization in the structure of the Board of Management in accordance with international standards, thereby improving the performance of the Board of Management.
  - (iii) To strengthen risk management: to continue to implement projects to improve the capacity of the internal control system as advised by the Audit Firm; to conduct internal audits or hire independent consultants to re-evaluate control points.
- To handle existing weaknesses in finance, NPL and collateral; to implement measures to overcome legal violations:
  - (i) To handle existing weaknesses in finance, NPL and collateral, focusing on recovering overdue and bad debts.
  - (ii) To improve capital capacity, to ensure targets related to capital adequacy ratio, focusing on increasing equity capital.
  - (iii) Regarding indicators related to asset quality:
    - To strengthen the collection and handling of NPL across the Bank, actively urging debt collection and simultaneously carrying out legal procedures to be able to handle customers' collateral to recover debts, thereby gradually reducing the ratio of group 2 debt and NPL of the Bank.

- To develop a roadmap to gradually reduce large credits
- To use credit risk provision fund to cover NPL.
- To handle securities investments and other investments of the Bank that are high risk and unprofitable.

(iv) Measures to address violations identified in inspection conclusions:

- To enhance the thorough enforcement of the recommendations provided in the inspection conclusions.

***3.3.HDBank fails to meet the minimum solvency ratio for 30 consecutive days:***

**Measures to be implemented:**

- To enhance liquidity and strengthen the holding of high-quality liquid assets, such as deposits at the SBV, overnight deposits at other credit institutions and Government Bonds.
- Enhance the management of net cash outflows over the next 30 days by calculating the bank's projected liquidity position and proactively maintaining relationships with major depositors whose funds are approaching maturity

***3.4.HDBank fails to maintain the minimum capital adequacy ratio as specified (8%) for 06 consecutive months:***

**Measures to be implemented:**

- To increase the bank's equity capital by identifying potential partners for the issuance of subordinated bonds qualifying as Tier 2 capital under regulations.
- To restructure the risk-weighted asset portfolio, focusing on enhancing the quality of assets classified as low-risk.
- To develop the plan to increase charter capital and attract strategic investors.

***3.5.A bank run occurs, and HDBank notifies the SBV:***

**Measures to be implemented:**

- Measures related to communication activities:
  - (i) To completely and accurately communicate all relevant information to each employee, customer, partner, investor, and the SBV. Such information will be made available via the Bank's official website and other authorized communication platforms.
  - (ii) To implement expedited training sessions on anticipated inquiries and consistent responses across the Bank through internal communication channels approved by the Leadership.
  - (iii) To strictly control information that adversely affects HDBank's reputation.
- Measures related to information technology, digital transformation, digital banking development:
  - (i) Ensure the seamless operation of the technology system, maintain uninterrupted online transactions, and secure network connectivity across the Bank; to establish automated alerts to enable early detection of potential issues in addition to threshold-based warnings; to strengthen system monitoring and implement preventive measures against cyberattacks that may impair the Bank's service delivery capacity.

- (ii) To prepare plans to respond to sudden increases in transactions.
- (iii) To assign IT staff to be on duty in areas to support and handle IT incidents.
- (iv) To report and propose to the Board of Management actions to manage the IT system in order to be able to promptly respond.
- Measures on liquidity balance:
  - (i) To mobilize capital from other sources such as short-term deposits, certificates of deposit, and refinancing loans...
  - (ii) To recover loans with conditions for early recovery, reduce the proportion of credit portfolio.
  - (iii) To enhance the mobilization of funds from the secondary market and non-financial institutions.
  - (iv) To negotiate with customers and partners regarding maturing deposits, proposing an extension of the term for a minimum of 3 months.
  - (v) To strengthen customer confidence, ensuring that their deposits are protected from any losses.
  - (vi) To utilize loan facilities from the SBV through liquidity support channels.
  - (vii) To negotiate with banks to allow for the early withdrawal of deposits/loans that have not yet matured in order to increase liquidity for HDBank.
  - (viii) To balance the allocation of funds to each business unit in accordance with customer demand; to request units to prepare daily liquidity plans for the Head Office to manage the resource allocation. Additionally, employees should build relationships and persuade customers to minimize requests for early withdrawal of funds.
  - (ix) To seek partners to sell or pledge assets other than those in HDBank's liquidity reserve portfolio in order to generate liquidity.
- Other measures to ensure safety in the Bank's operations; complying with the limits and ratios specified in Articles 136 and 138 of the Law on Credit Institutions.

#### **4. Implementation schedule:**

Based on the causes leading to early intervention, the bank must make the most of all resources and flexibly apply measures to ensure that such those causes are thoroughly resolved as quickly as possible. The expected schedule is as follows:

- a. The utilization of all communication channels (including Facebook, TikTok...) from the beginning of the liquidity crisis until the cessation of mass withdrawals: anticipated timeframe of 1 to 3 months.
- b. The implementation of information technology measures to address liquidity difficulties: continuously for 3 to 6 months.
- c. The increase in the proportion of liquid assets in total assets: shall be carried out consistently over a period of 3 months.
- d. The increase in Charter Capital and the implementation of the roadmap to reduce shareholder ownership ratios as stipulated in Point b, Clause 1, Article 159 of the Law on Credit Institutions: shall be carried out within 12 months.

- e. The implementation of measures to enhance business performance: shall be carried out continuously until business operations have stabilized and returned to normal.
- f. The enhancement of governance and management capacity: shall be carried out continuously until business operations have stabilized and returned to normal.
- g. The handling of existing weaknesses in finance, NPL and collateral; the implementation of measures to to address violations identified in inspection conclusions: shall be carried out continuously until completion.