

No: 209/2025/NQ-HDQT

Ho Chi Minh City, October 27, 2025

RESOLUTION

Re: The approval of the Issuance Plan, the Plan for the use and repayment of proceeds from issuing, offering HDBank Bonds to the public in 2026

THE BOARD OF DIRECTORS

OF HO CHI MINH DEVELOPMENT JOINT STOCK COMMERCIAL BANK

- Pursuant to Law on Credit Institutions No 32/2024/QH15 dated January 18, 2024 and its amendments, supplements and implementing instructions (if any);
- Pursuant to Law on Enterprises No 59/2020/QH14 dated June 17, 2020 its amendments, supplements and implementing instructions (if any);
- Pursuant to Law on Securities No 54/2019/QH14 dated November 26, 2019 its amendments, supplements and implementing instructions (if any);
- Pursuant to Decree No 155/2020/NĐ-CP dated December 31, 2020 on detailing and guiding the implementation of some articles of the Law on Securities and its amendments, supplements and implementing instructions (if any);
- Pursuant to the Charter of Ho Chi Minh Development Joint Stock Commercial Bank (HDBank);
- Pursuant to Proposal No 21/2025/TT-TGD-ALM dated October 20, 2025 of the Chief Executive Officer on issuing, offering HDBank Bonds to the public in 2026;
- Pursuant to the Minutes on the counting of Board Members' written votes dated October 24, 2025,

HEREBY RESOLVES:

Article 1. To approve the policy of issuing HDBank Bonds to the public in 2026 ("**Bonds**") with a maximum par value of VND 10,000,000,000,000 (*In words: Ten trillion Vietnamese Dong*).

Article 2. To approve the following issues related to the issuance of Bonds:

- 2.1. The Plan on issuing Bonds according to the Appendix I enclosed ("**Issuance Plan**");
- 2.2. The plan for the use and repayment of proceeds from offering Bonds according to the Appendix II enclosed ("**Proceeds Using Plan**");
- 2.3. The centralized registration of Bonds at the Vietnam Securities Depository and Clearing Corporation ("**VSDC**") and listing registration the Bonds on the Hanoi Stock Exchange ("**HNX**") upon the completion of the Bond offering ("**Registration and Listing**").

Article 3. To assign and authorize the Chief Executive Officer to perform related tasks, including:

- 3.1. Based on the specific situation, to consider and make decisions on performing tasks related to the offering and issuance of Bonds to the public, including but not limited to:

- a. To make decisions on the time of offering Bonds to the public;
 - b. To implement the Issuance Plan and the Proceeds Using Plan;
 - c. To review and make decisions on the specific terms and conditions of the Bonds (*“Bond Conditions”*);
 - d. To negotiate, consider, make decisions on the content, sign and implement agreements, contracts and documents related to the offering and issuance of Bonds, including but not limited to consulting contracts for offering, agency for issuing Bonds, depository registration consulting, listing consulting; service contracts for bond registration and depository prior to registration of Bonds; Bondholder’s representative contract; Bond purchase contract/agreement signed with each Bond purchaser (if any); agreements, contracts and other documents relating to the Bonds (hereinafter collectively referred to as the *“Transaction Documents”*) and their amendments, supplements or replacements;
 - e. To make decisions on the amendment of the Issuance Plan, Proceeds Using Plan and Transaction Documents (if any) within the approval authority at the request of competent State authorities and carry out procedures related to the registration of a public offering of Bonds;
 - f. To make decision on the amendment, supplement to the Prospectus for the public offering of Bonds (including the Bond Conditions) and the registration dossiers of offering Bonds to the public at the request of competent State authorities in the process of registering for the public offering of Bonds;
 - g. To make decisions on the early redemption of the Bonds;
 - h. To make decisions on expenses related to the issuance of Bonds in accordance with the HDBank's regulations; and
 - i. To make decisions on other issues related to Bonds (if any) in order to offer the Bonds to the public in compliance with the law and regulations of HDBank.
- 3.2. Based on the specific situation, to consider and make decisions on performing tasks related to the Registration and Listing; changing and/or the de-registration and de-listing in accordance with regulations, including but not limited to:
- a. To make decisions on and sign the dossiers, documents to submit to the competent State authorities related to the Registration and Listing in accordance with the law;
 - b. To work and explain to the relevant competent authorities on the application for Registration and Listing and other issues related to the Registration and Listing; and
 - c. To make decisions on and perform other necessary tasks (if any) in order to complete the Registration and Listing at VSDC and HNX.
- 3.3. To make decisions on and perform tasks arising in the Bonds circulation period in accordance with the law and regulations of HDBank in order to complete (i) the registration of the Bond offering and the public offering of the Bonds; (ii) the issuance, distribution and transfer of the Bonds; (iii) the Registration and Listing; and (iv) the disclosure of information and reports related to the Bonds.

- 3.4. To re- authorize another person to perform the assigned tasks, and to be responsible for reporting to the Board of Directors on the results upon the completion of each bond offering and after fulfilling the responsibilities related to the Bonds.

Article 4. This Resolution takes effect from the signing date.

Members of the Board of Directors, Board of Management, relevant Divisions/ Departments/ Units and individuals are responsible for the implementation of this Resolutions.

Recipients:

- The BOS, Internal Audit Dept.;
- As in Article 4;
- HDBank Website – Investors;
- Filed at the Leadership Office.

**FOR AND ON BEHALF OF
THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed and sealed)

KIM BYOUNGHO

APPENDIX I:
PLAN ON ISSUANCE OF
HDBANK BONDS OFFERED TO THE PUBLIC IN 2026

(Attached to the Resolution No. 209/2025/NQ-HĐQT dated October 27, 2025 of the Board of Directors of Ho Chi Minh City Development Joint Stock Commercial Bank)

This issuance plan (“**Issuance Plan**”) is the basis for the public offering of non-convertible, unwarranted, unsecured bonds in Vietnamese Dong which are subordinated debt of the Issuer and meet the conditions to be included in the Tier 2 capital of the Issuer according to the current law, with a maximum par value of VND 10,000,000,000,000 (In words: Ten thousand billion Vietnamese Dong) (“**Bonds**”). This Issuance Plan only stipulates the main terms and conditions of the Bonds and the main content of the Bonds offering. The specific terms and conditions of the Bonds and other contents of the Bond offering shall be set forth in the terms and conditions of the Bonds (“**Bond Conditions**”) and other contracts, agreements and documents entered into by or on behalf of the Issuer for the purpose of offering the Bonds.

I. GENERAL INFORMATION OF THE BOND ISSUER

1. General information of the bonds issuer

- Name of Issuer (full name): Ho Chi Minh City Development Joint Stock Commercial Bank (“**HDBank**” or “**Issuer**”)
- Head office: 25Bis Nguyen Thi Minh Khai Street, Sai Gon Ward, Ho Chi Minh City
- Phone: (028) 62915916 Fax: (028) 62915900
- Website: www.hdbank.com.vn
- Charter Capital: VND 35,101,422,540,000 (*According to Decision No. 2785/QĐ-NHNN issued by the State Bank of Vietnam on December 26, 2024 on amending the content of Charter Capital in the Establishment and Operation License of Ho Chi Minh City Development Joint Stock Commercial Bank*)
- Stock code: HDB
- License No. 00019/NH-GP granted on June 06, 1992 by the State Bank of Vietnam, renewed by the License of establishment and operation No. 26/GP-NHNN dated February 12, 2020 by the State Bank of Vietnam and amendment decisions.

2. Business sector:

Other monetary intermediary activities (Industry code: 6419)

Main products/services:

- Commercial banking activities: including capital mobilization, credit, foreign exchange trading and payment services, other commercial banking business and services;

- Retail banking activities: focusing on serving all classes of people, developing capital mobilization/lending/payment products and services to meet the financial needs of individuals; developing card products.

3. Financial situation and performance of the Issuer:

3.1. Financial indicators and business performance of the Issuer:

Some financial indicators of the Issuer for the 2 years prior to the year of the public offering of the Bonds are as follows:

Unit: billion VND

Indicators	2023		2024		06 months 2025	
	Consolidated	Separate	Consolidated	Separate	Consolidated	Separate
Owner's Capital	61,900	57,895	87,255	82,053	95,444	88,921
Total assets	602,315	589,986	697,366	684,976	784,096	768,570
Interest and similar income	52,641	47,041	57,996	51,954	32,981	29,860
Provision	4,268	1,290	5,321	2,254	5,466	4,012
Profit before tax	13,017	12,736	16,730	15,695	10,068	9,268
Profit after tax	10,336	10,186	13,248	12,457	8,034	7,374
Return on Equity – after tax (ROE)	24.21%	25.50%	25.71%	25.63%	26.50%	25.82%
Loan to Deposit ratio (LDR)	68.69%	66.16%	70.95%	68.48%	77.47%	75.29%
Capital Adequacy Ratio (CAR)	12.57%	12.21%	14.03%	13.61%	13.02%	12.53%
Non-performing loan ratio	1.79%	1.51%	1.48%	1.28%	1.94%	1.78%

3.2. Principal and interest payment of issued bonds in the 3 consecutive years prior to this issuance

HDBank has paid in full and on time the principals and interests on issued and matured bonds, there is no disputes or lawsuits for the bonds issued by HDBank in 2022, 2023, 2024 and up to the present time.

3.3. Payment of due debts:

HDBank commits that the Bank does not have any debts overdue for more than 01 (one) year and has fulfilled its financial obligations to the State.

3.4. Auditor's opinion on financial statements:

In 2023 and 2024, PwC Vietnam Co., Ltd, - the Audit Firm that independently audited HDBank's financial statement gave an unqualified opinion. Accordingly, HDBank's separate and consolidated financial statements present fairly, in all material respects, the

separate and consolidated financial position of the Bank (and its subsidiary) as at December 31, 2023 and December 31, 2024, the results of its separate and consolidated financial performance and its separate and consolidated cash flows of the Bank (and its subsidiary) for the year then ended, in accordance with Vietnamese Accounting Standards, the Vietnamese Accounting System and regulations on the preparation and presentation of the separate and consolidated financial statements applicable to credit institutions operating in Vietnam.

II. PURPOSE OF ISSUANCE

The issuer plans to use the proceeds from the bond issuance to supplement Tier 2 capital, improve safety ratios in banking operations according to regulations of the State Bank of Vietnam, and serve HDBank's customer lending needs.

III. TERMS AND CONDITIONS OF BONDS

1. **Issuer:** Ho Chi Minh City Development Joint Stock Commercial Bank.
2. **Bond name:** HDBank Bonds offered to the public in 2026.
3. **Bond type:** Non-convertible, unwarranted, unsecured Bonds which are subordinate debts and satisfy the conditions to be included in the Issuer's Tier 2 capital as prescribed by current law.
4. **Currency of issuance and payment:** Vietnamese Dong (VND).
5. **Face value:** VND 100,000/Bond (*One hundred thousand Vietnamese Dong*)/Bond.
6. **Offer price:** equal to 100% of the Bond's face value, equivalent to VND 100,000 (*One hundred thousand Vietnamese Dong*)/Bond.
7. **Bond method:** The Bonds are issued in the form of journal entries, or electronic data, with the issuance of a Certificate of Ownership of the Bonds (if necessary) or other forms if required by legal documents or related regulations of Vietnam Securities Depository and Clearing Corporation ("VSDC"), Hanoi Stock Exchange ("HNX") and other State agencies.
8. **Buyers of Bonds:** Bond buyers are domestic organizations and individuals and foreign organizations and individuals.
9. **Issuance method:** Offering to the public by method of (i) Direct offering at the Head Office, Branches/Transaction Offices of HDBank and/or (ii) Offering through Bond issuing agency is SSI Securities Corporation.
10. **Issuing place:** At the Head Office, Branches, Transaction Offices of HDBank and/or issuing agency.
11. **Bond term:** 07 years and 08 years.

No.	Phase	Bond Code	Bond term
1	Phase 01	HDBC7Y263301	07 years

		HDBC8Y263401	08 years
2	Phase 02	HDBC7Y263302	07 years
		HDBC8Y263402	08 years

- 12. Expected issuing date:** The total number of Bonds registered for offering is divided into 02 (Two) Offerings after HDBank is granted a Certificate of Registration for Public Offering of Bonds by the State Securities Commission (“SSC”).

The Bond Issuance Date is the closing date of the corresponding Offering for that Bond (“Issue Date”).

- 13. Exercisable date of redemption:**

For 7-year Bonds: the date that marks 02 years from the Issue Date.

For 8-year Bonds: the date that marks 03 years from the Issue Date.

- 14. Issuance amount:** The total number of Bonds offered is 100,000,000 (One hundred million) Bonds, corresponding to the total value of Bonds offered (at par value) of VND 10,000,000,000,000 (Ten thousand billion VND), divided into 02 (Two) Phases as follows:

No.	Phase	Bond Code	Number of Bonds registered for offering (Bonds)	Value of Bonds registered for offering at par value (VND)
1	Phase 01	HDBC7Y263301	25,000,000	2,500,000,000,000
		HDBC8Y263401	25,000,000	2,500,000,000,000
2	Phase 02	HDBC7Y263302	25,000,000	2,500,000,000,000
		HDBC8Y263402	25,000,000	2,500,000,000,000
Total			100,000,000	10,000,000,000,000

Phase 2 shall only be conducted after the end of Phase 1. In case Phase 1 has not distributed all the registered Bonds, the undistributed Bonds will be transferred to Phase 2 for further distribution.

- 15. Issuance period:** In 2026, after HDBank is granted a Certificate of Registration for Public Bond Offering by the State Securities Commission, specifically as follows:

No.	Phase	Bond Code	Expected period
1	Phase 01	HDBC7Y263301	Quarter I/2026 – Quarter II/2026
		HDBC8Y263401	
2	Phase 02	HDBC7Y263302	Quarter II/2026 – Quarter IV/2026
		HDBC8Y263402	

The specific issuance period will be decided by the Chief Executive Officer or a person duly authorized by the Chief Executive Officer of HDBank.

16. Distribution period: at least 20 (*twenty*) days and up to 90 (*ninety*) days as prescribed by law (unless the extension of distribution period as prescribed when necessary).

17. Bond's coupon:

The Bond Interest Rate ("Interest Rate") is a floating interest rate, determined by the following formula:

$$\text{Interest rate} = \text{Reference interest rate} + \text{margin}$$

In which:

- **"Margin"** determined depending on the Bond term and is maximum 2.90%/year. The margin of each Bond will be decided by the Chief Executive Officer of HDBank before implementing each Phase in accordance with the market situation at the time of issuance.
- **"Reference interest rate"**: used to determine the Interest Rate for each Interest Period, the average interest rate of personal savings deposits in Vietnamese Dong, term of 12 months, paying interest at the end of the period published on the official website of four (04) Vietnamese commercial banks including: Vietnam Joint Stock Commercial Bank for Industry and Trade, Joint Stock Commercial Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Vietnam Bank for Agriculture and Rural Development (each of these banks is referred to as the **"Reference Bank"**) at the Interest Rate Determination Date. In case the website shows multiple locations/regions, the local interest rate where head offices of Reference Banks allocated, will be preferred. For clarity, the Reference Interest Rate, if not an integer, will be rounded to four decimal places after comma.
- **"Interest Period"**: Periodically every 01 year from the issuance date,
- **"Interest Rate Determination Date"**: (i) for the first Interest Period, the start date of receiving purchase applications for the First Interest Period of each offering phase; or (ii) for subsequent Interest eriods, the 7th (seventh) working day before the first day of each Interest Period.

18. Principal and interest payment method:

- Bond principal: one-time payment at maturity date, or at redemption date (if any), or on another maturity date according to the Bond Terms.
- Bond interest: paid later, paid periodically 01 (One) year/time on full years from the Issue Date.
- The Issuer is entitled to suspend interest payment and accrue to the next year if the interest payment results in a loss in business results in the year.

19. Bond payment priority order:

- The Bonds establish the direct debt repayment obligation of the Issuer. Bonds issued in the same issuance at all times have equal priority of payment, no Bonds have priority of payment over any other Bonds.

- In all cases of the Issuer's insolvency and/or termination of operations, the Bonds have the order of payment after the obligations and debts of all other current and future secured and unsecured creditors (other than secondary creditors of the Issuer).

20. Redemption:

a. Redemption on Exercisable date of redemption:

The Issuer is entitled (but is not obligated) to redeem all but not part of the Bonds on the Exercisable date with current regulations on the basis of ensuring compliance with and conformity with regulations on safety ratios in banking operations under current law. The redemption price of each Bond will be equal to the par value. In this case, the Bondholder(s) are obliged to resell the entire Bonds they are holding to the Issuer.

b. Redemption by agreement:

The Issuer may redeem the Bonds from any Bondholder and at any price at any time, by any methods in accordance with applicable law, provided that after performing the redemption, the safety limits and indicators of the Issuer are guaranteed as prescribed by the State Bank of Vietnam. Bondholder is entitled to decide on the resale of Bonds to the Issuer. The offer to redeem the Bonds is made publicly available to all Bondholders.

c. Redemption upon violation:

The Issuer shall compulsorily redemption all Bonds upon the request of the Bondholders upon the occurrence of any Event of Default, details of which are specified in the Bond Terms.

For clarification, in all cases of early Bond redemption in Section 20, the Issuer shall only redemption Bonds early on the condition that after implementation, it still ensures compliance with and is in accordance with the regulations on safety ratios in banking operations under current laws. Details of the terms of Bond repurchase are specified in the Bond Terms.

21. Rights related to the Bonds:

- Bonds establish the unsecured direct debt repayment obligations of the Issuer, are eligible to be included in the Issuer's Tier 2 capital;
- In the event of bankruptcy or dissolution of HDBank, the bond holders will only be paid after HDBank has paid all other creditors;
- HDBank is entitled to suspend payment of interest due and accrue to the next year if the interest payment results in a loss in business results in the year;
- During the term of the Bonds, the bondholders will not be able to claim the Bonds to deduct their financial obligations towards HDBank or any other third party;
- Other rights and obligations of the Bonds are specified in Bond Terms.

22. Rights of Bondholders

- To be fully and timely paid by Issuer of the Bonds principal and interest upon maturity and guaranteed the exercise of accompanying rights (if any) in accordance with the relevant Bond documents;
- To transfer, gift, donate, bequeath, discount the Bonds and use the Bonds as collateral in civil and commercial relations in accordance with current law;
- To attend, give opinions and vote at the Bondholders' Conference on issues related to Bonds;
- Other rights in accordance with applicable laws and Bond Terms.

23. Consulting partner: SSI Securities Corporation

24. Bond issuing agency: SSI Securities Corporation

25. Organization of initial bond registration and depository: HD Securities Joint Stock Company

26. Bondholder's representative: SSI Securities Corporation

27. Registration and Listing: All successfully offered Bonds will be centrally registered at VSDC and listed at HNX in accordance with current laws.

28. Other conditions and commitments related to the Bonds: specified in the Bond Conditions and decided by the Chief Executive Officer or a person duly authorized by the Chief Executive Officer of the Issuer.

29. Amendments and supplements: Amendments and supplements to this Issuance Plan (except for the content on the type of Bonds offered, the number of Bonds of each type offered, the principles for determining the interest rate and the term of the Bonds) will be made according to the decision of the Chief Executive Officer or the person duly authorized by the Chief Executive Officer of the Issuer.

30. Governing law: Vietnamese law.

APPENDIX II:

PLAN FOR THE USE CAPITAL AND REPAYMENT OF CAPITAL OBTAINED FROM ISSUANCE OF HDBANK BONDS OFFERED TO THE PUBLIC

(Attached to Resolution No. 209/2025/NQ-HĐQT, October 27, 2025 of the Board of Directors of Ho Chi Minh City Development Joint Stock Commercial Bank)

I. Plan to use capital from the bond issuance

The Issuer plans to use all proceeds from the Bond offering to supplement Tier 2 capital, improve safety ratios in banking operations according to regulations of the State Bank of Vietnam, and serve HDBank's customer lending needs, specifically as follows:

Unit: billion VND

1. Plan to use capital Phase 1:

No	Allocation of areas of capital use	Quarter I/2026 ^(*)	Quarter II/2026 ^(*)	Total
1	Manufacturing	250	250	500
2	Agriculture, rural areas	250	250	500
3	Consumption	500	500	1,000
4	Trade, services	1,500	1,500	3,000
Total		2,500	2,500	5,000

2. Plan to use capital Phase 2:

No	Allocation of areas of capital use	Quarter III/2026 ^(*)	Quarter IV/2026 ^(*)	Total
1	Manufacturing	250	250	500
2	Agriculture, rural areas	250	250	500
3	Consumption	500	500	1,000
4	Trade, services	1,500	1,500	3,000
Total		2,500	2,500	5,000

() The allocation of capital usage areas will be based on the actual closing date of the offering.*

The Board of Directors authorizes the General Director to fully decide the amount and actual disbursement time of each Offering for each business line depending on the Bond offering results of

each corresponding Offering. The actual disbursement plan will be flexibly adjusted according to actual operations, customers' borrowing needs and HDBank's economic lending progress.

II. The Plan for the repayment of proceeds from offering Bonds

1. Source of debt repayment:

- Payment of interest and principal bond: The Issuer plans to use the proceeds from customers paying interest and principal of disbursements/loans expected to be collected from the capital source issued by the Bonds to pay interest and principal of Bonds to Bondholders, except in the case the payment of Bond interest results in a loss in the business results in the fiscal year in which the interest is due of the Issuer, the Issuer is allowed to stop paying Bond interest when it is due and transfer the accumulated interest to the following year.

The Issuer expects that the proceeds from customers' payments of interest and principal of disbursements/loans expected to be collected from the capital source issued by the Bonds will ensure full and timely payment of interest and principal of the Bonds to the Bondholders throughout the Bond term, specifically as follows:

*Unit: Billion
VND*

Debt collection period (*)	Expected output interest rate (minimum) (%/year) (**)	Balance at the beginning of the period	Expected receivable interest	Principal paid during the period	Expected receivable principal and interest	Balance at the end of the period
1	10.00%	10,000	1,000	-	1,000	10,000
2	10.00%	10,000	1,000	-	1,000	10,000
3	10.00%	10,000	1,000	-	1,000	10,000
4	10.00%	10,000	1,000	-	1,000	10,000
5	10.00%	10,000	1,000	-	1,000	10,000
6	10.00%	10,000	1,000	-	1,000	10,000
7	10.00%	10,000	1,000	5,000	6,000	5,000
8	10.00%	5,000	500	5,000	5,500	0
TOTAL			7,500	10,000	17,500	

Note: () Reported on a one-year basis from the date of issued Bond.*

*(**) The expected output interest rate is based on the characteristics of the expected lending sectors, regulations and internal lending policies of HDBank in each period, according to the principle:*

Expected output interest rate = capital mobilization costs (including bond issued interest rate, other costs (administrative, human resources, allocation management, ...)) + minimum margin of 2.00 %/year.

- In case the capital collected from interest and principal payments of expected disbursements/loans from the bond issuance capital is not enough to pay the interest and principal of the Bond, The Issuer expected will use the other mobilized capital, self-accumulated capital, business operating profits, other legal revenue sources and HDBank's financial potential to pay interest and principal of Bonds or redeem Bonds.

2. Debt repayment plan:

According to The Issuer's business plan, the proceeds from HDBank's operations after deducting expenses are still enough to pay interest and principal, including debts that have arisen and Bonds that are expected to be offered. The table below shows The Issuer's expected repayment plan for each Offering in case there is no redemption of Bonds before maturity, specifically:

Unit: Billion VND

Payment period (*)	Expected avg issued interest rate (maximum) (%/year) (**)	Balance at the beginning of the period	Expected payable interest	Principal paid during the period	Expected payable principal and interest	Balance at the end of the period
1	7.575%	10,000	757.5	-	757.5	10,000
2	7.575%	10,000	757.5	-	757.5	10,000
3	7.575%	10,000	757.5	-	757.5	10,000
4	7.575%	10,000	757.5	-	757.5	10,000
5	7.575%	10,000	757.5	-	757.5	10,000
6	7.575%	10,000	757.5	-	757.5	10,000
7	7.575%	10,000	757.5	5,000	5,757.5	5,000
8	7.575%	5,000	378.75	5,000	5,378.75	0
TOTAL			5,681.25	10,000	15,681.25	

(*) Payment period is one year from the date of issued Bond;

(**): The issued interest rate is assumed to remain during the issuance of the Bonds, referencing the interest rates of Reference Banks, including Joint Stock Commercial Bank for Investment and Development of Vietnam, Joint Stock Commercial Bank for Foreign Trade of Vietnam, Joint Stock Commercial Bank for Industry and Trade of Vietnam and Bank for Agriculture and Rural Development of Vietnam on October 20th, 2025 + maximum margin of 2.9%/year.