

05 CORPORATE GOVERNANCE

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GREEN GOVERNANCE SOARING HIGH



OVERVIEW ON CORPORATE GOVERNANCE



The Board of Directors congratulated Mr. Pham Quoc Thanh - Chief Executive Officer of HDBank (the 3rd from left) on becoming a Member of the Board of Directors at the 2023 Annual General Meeting of Shareholders



Ensuring compliance with legal regulations on the operations of a Credit Institution and on the governance of a listed company, HDBank has been building an internal governance system according to the best domestic as well as international corporate governance practices, principles and standards, including:

- ▶ Decree No. 155/2020/ND-CP detailing the implementation of a number of Articles of the Law on Securities.
- ▶ Circular No. 13/2018/TT-NHNN on the internal control system of commercial banks, foreign bank branches, and related amendments and supplements.
- ▶ “The Vietnam Corporate Governance Principles of Best Practices” issued by the State Securities Commission and the International Finance Corporation (IFC).
- ▶ The OECD (Organisation for Economic Co-operation and Development) Principles of Corporate Governance .
- ▶ ASEAN Corporate Governance Scorecard.



With a well-established and clearly defined medium to long-term development strategy, affirming the brand value, bringing the highest benefits to customers, investors, employees and the community, in 2023 and the following years, HDBank shall focus on performing the following tasks:

- ▶ To innovate corporate governance methods; to further improve the quality of human resources, building a high-performance working culture.
- ▶ To accelerate the adoption of the Environmental, Social, and Governance (ESG) standards to enhance operational efficiency, improve competitive capacity and ensure sustainable development of HDBank, while demonstrating the Bank's responsibility to the environment and society.
- ▶ To strengthen the role and responsibilities of the Committees under the Board of Directors in advising, supervising relevant areas, and sponsoring transformation programs according to the 5-year strategy 2021 - 2025, emphasizing the crucial role of top Management in successfully implementing transformation programs, highlighting the requirement of embracing innovative mindset and new approaches to transformation works, leading the development and promotion of the culture of innovation and collaboration.
- ▶ To increase investment in technology, digitizing internal processes and customer journeys to optimize operational efficiency, enhance management capacity and improve competitiveness in the market.
- ▶ To strengthen the risk management system in a modern and efficient direction; to improve forecasting capacity and prepare plans to minimize the impact of macroeconomic risks.
- ▶ To implement plans to restructure the Bank in presence of appropriate opportunities.



THE BOARD OF DIRECTORS' ASSESSMENT OF THE BANK'S PERFORMANCE

CAPITAL ADEQUACY RATIO (CAR) ACCORDING TO THE BASEL 2 STANDARDS

12.6%

among the banks with the highest capital adequacy

THE NUMBER OF FINANCIAL TRANSACTIONS PERFORMED ON E-BANKING INCREASED BY

▲ 132%

2023 has been assessed as a difficult year for the world economy with declines in global GDP growth, trade and investment. Exchange rates, Economies have been put under a lot of pressure coming from the tightening of monetary policy in many countries due to the high level of inflation, the complex fluctuations in exchange rates, oil prices, and gold prices, the failures of some of the world's leading financial institutions in the US and Europe, and the stressful, unpredictable developments in geopolitical conflicts, extreme weather events, and widespread diseases...

As a highly open economy, Vietnam has been inevitably influenced by external fluctuations. In particular, the banking sector has faced many challenges in 2023 such as liquidity pressures, the increasing trend of overdue debts, the negative impact on non-interest income due to the cautious sentiment of customers after incidents related to products, services of some financial institutions...

For HDBank, 2023 was considered a pivotal year in implementing the 5-year strategy 2021 - 2025. In a challenging market context, to achieve the established strategic objectives, the Board of Directors directed,

THE NUMBER OF NEW CUSTOMERS DEVELOPED THROUGH DIGITAL CHANNELS ACCOUNTED FOR

55%

of the Bank's total new customers

THE BALANCE OF SAVINGS DEPOSITS VIA DIGITAL CHANNELS INCREASED BY

▲ 449%

supervised, and accompanied the Board of Management in implementing flexible adaptation solutions, actively seeking, seizing and taking advantage of business opportunities. With the close guidance of the Board of Directors, the determination of the Board of Management in operating as well as the best efforts of all employees, by the end of 2023, HDBank achieved positive results, continued impressive growth in scale and efficiency, ensured quality, safety in operations, affirmed the position and brand of HDBank, gradually approaching the 5-year strategic goal (2021 - 2025). In particular, the growth ratio of Total Deposits, Total Credit Outstanding and Profit Before Tax of HDBank were among the highest in the banking industry.

Accelerating business development for breakthrough growth to enhance its position, HDBank also pays great attention to risk management. The Bank has always been positively evaluated by partners and Moody's - the credit rating agency - thanks to good asset quality, high operational efficiency, and abundant liquidity reserves. HDBank's Capital Adequacy Ratio (CAR) (under Basel standards) as of December 31, 2023 reached 12.27%, placing it among the banks with the highest



Madam Nguyen Thi Phuong Thao - Permanent Vice Chairwoman of the Board of Directors

capital adequacy ratio. HDBank is one of the pioneering banks in Vietnam to fully apply Basel III standards in risk management.

As one of the leading, pioneer banks in digitalization, the implementation of HDBank's digital transformation strategy and the development of HDBank Digital Bank have recorded positive results. In 2023, the number of new customers developed through digital channels accounted for 55% of total new customers, the number of financial transactions on e-banking increased by 132%, the balance of savings deposits via digital channels increased by 449%... HDBank was the only bank in Vietnam to receive the "Digital Innovation" award at the ASEAN Business Awards - (ABA) 2023. This is a prestigious award organized by the ASEAN Business Advisory Council to honor businesses with outstanding achievements and contributions to the region's development. This award demonstrates the international recognition for HDBank's digital transformation initiatives.

Implementing a sustainable development strategy, business growth parallel with corporate responsibility in environmental and social protection, and bringing

positive impacts to the community, HDBank is one of the pioneers in Vietnam in green credit, providing the best financial solutions for customers in agriculture, high-tech applications, renewable energy, and environmentally friendly production solutions, contributing to promoting socio-economic development with the goal of minimizing environmental impacts. Additionally, the Bank always fulfills its social responsibilities, actively participates in and accompanies social welfare activities. With its efforts and contributions, HDBank is the only retail bank in Asia and the Middle East honored by The Asian Banking and Finance (ABF) in the category "Most Sustainable Development Bank of the Year 2023" (Sustainability Initiative of the Year). Balancing the interests of the Bank, customers, shareholders, and investors, HDBank completed cash dividends at a rate of 10% and stock dividends at a rate of 15% as per the resolutions passed by shareholders and the tradition of regular dividend payouts every year. Information disclosure and support for shareholders to exercise their rights are timely, transparent, and responsible. Furthermore, HDBank has a dedicated investor relations department always ready to receive and address shareholders' contributions, requests, and inquiries.

STRUCTURE OF THE BOARD OF DIRECTORS

The Board of Directors of HDBank consists of 7 members, including 2 independent members; 6 out of 7 members are non-executive members, and the Chairman of the Board of Directors is an independent member.

The personnel preparation for the Board of Directors strictly complies with the relevant procedures and regulations and is implemented in a systematic and high-quality

manner with the consultancy of reputable international advisory organizations. All HDBank's Board members are experienced, highly reputable in the industry, fully meet the standards, conditions for being Board members, independent Board members and ensure compliance with cases banned from concurrently holding different positions as prescribed by law the Charter, and internal regulations of HDBank. Specifically:

No.	Member	Title	Date of becoming/ceasing Board member		Ownership percentage	Position at other organizations
			Date of appointment	Date of dismissal		
1	Kim Byoungho	Chairman Independent member	April 29, 2022		0%	Board member - SK Inc., Korea
2	Nguyen Thi Phuong Thao	Permanent Vice Chairwoman	June 30, 2005		3.69%	Chairman, CEO - Sovico Group Joint Stock Company Chairwoman - Vietjet Aviation Joint Stock Company Permanent Vice Chairwoman - HD SAISON Finance Co., Ltd Chairwoman - GalaxyOne Co., Ltd
3	Nguyen Huu Dang	Vice Chairman	December 31, 2010		2.75%	Chief Executive Officer - GalaxyOne Co., Ltd
4	Nguyen Thanh Do	Vice Chairman	April 21, 2017		0%	Board member - Hoa Binh University
5	Luu Duc Khanh	Vice Chairman	July 03, 2009		0.29%	Board member - Vietjet Aviation Joint Stock Company
6	Le Manh Dung	Independent member	April 29, 2022		0%	Vietnam Representative - DEG - Deutsche Investitions- und Entwicklungsgesellschaft mbH
7	Pham Quoc Thanh	Member cum Chief Executive Officer	April 26, 2023		0.16%	Board member - HD SAISON Finance Co., Ltd
8	Nguyen Thi Tam	Member	April 26, 2013	April 26, 2023	0%	

Following the resignation of Ms. Nguyen Thi Tam - Board member according to her personal wishes, at the 2023 AGM, HDBank organized an additional election for 01 Board member to fulfil the composition of the Board of Directors. Mr. Pham Quoc Thanh - the CEO, was additionally elected as a Board member of HDBank with a very high percentage of votes (96.24%).

ASSIGNMENT OF DUTIES OF THE BOARD OF DIRECTORS

After the 2023 AGM, the Board of Directors completed the assignment of duties to the Board members, enhancing the quality and professionalism in the supervision and governance of the Banks's activities.

Specifically, to fulfill the authorities and obligations of the Board of Directors as stipulated in the Law on Credit Institutions, the Law on Enterprise, the Charter of the Bank and other relevant legal documents, the duties of each HDBank's Board members are assigned as follows:

Member	Duties
Mr. Kim Byoungho Independent Chairman	<ul style="list-style-type: none"> To comprehensively operate, lead and manage all general activities of the Board of Directors. To be responsible for the development strategies and restructuring plans of HDBank. To be responsible for external relations and relationships with strategic partners both domestically and internationally. To support financial investment and shareholder relations activities. To hold the positions as the Chairman of the Strategy and Investment Committee (renamed as the ESG Committee), Chairman of the Banking Technology Committee.
Ms. Nguyen Thi Phuong Thao Permanent Vice Chairwoman	<ul style="list-style-type: none"> To directly resolve issues on behalf of the Chairman of the Board of Directors according to his authorization. To daily handling issues under the authorities and responsibilities of the Board of Directors on a regular basis. To hold the positions as the Chairwoman of the Credit Supervision Committee, Member of the Strategy and Investment Committee (renamed as the ESG Committee).
Mr. Nguyen Huu Dang Vice Chairman	<ul style="list-style-type: none"> To be responsible for network development and human resource activities of the Bank. To hold the positions as the Chairman of the Human Resources Committee, Member of the Credit Supervision Committee, Member of the Strategy and Investment Committee (renamed as the ESG Committee), Member of the Banking Technology Committee.
Mr. Nguyen Thanh Do Vice Chairman	<ul style="list-style-type: none"> To be responsible for supervising the operations of the Board Office. To manage activities in the Northern Region on behalf of the Board of Directors. To support the Board of Directors in external relations activities. To hold the positions as the Member of the Human Resources Committee and Member of the Risk Management Committee.
Mr. Luu Duc Khanh Vice Chairman	<ul style="list-style-type: none"> To assist the Board of Directors in directing the implementation of the strategic plans. To hold the positions as the Member of the Risk Management Committee, Member of the Credit Supervision Committee, Member of the Strategy and Investment Committee (renamed as the ESG Committee).
Mr. Le Manh Dung Independent member	<ul style="list-style-type: none"> To monitoring the Balance Sheet, performance indicators and prudential ratios of the Bank. To hold the positions as the Chairman of the Risk Management Committee, Member of the Human Resources Committee, Member of the Strategy and Investment Committee (renamed as the ESG Committee).
Mr. Pham Quoc Thanh Member cum Chief Executive Officer	<ul style="list-style-type: none"> To directly lead and manage the operations of HDBank, to direct the implementation of the resolutions and decisions of the Board of Directors across the Bank. To hold the positions as the Member of the Risk Management Committee, Member of the Human Resources Committee, Member of the Strategy and Investment Committee (renamed as the ESG Committee).

REPORT ON THE ACTIVITIES OF THE BOARD OF DIRECTORS AND INDEPENDENT MEMBERS OF THE BOARD OF DIRECTORS IN 2023

In 2023, the Board of Directors effectively fulfilled the leadership role in the Bank's governance. The Professional Committees played a crucial role in advising the Board of Directors to make decisions on specific areas, supporting the Board of Management in implementing key development programs and projects, contributing positively to the Bank's performance. In 2023, the HDBank Board of Directors was honored with "the Board of the Year" award by the Vietnam Institute of Directors (VIOD), recognizing HDBank's pioneering efforts in applying advanced corporate governance standards and transparency in business operations according to the best international practices.

All Board members have demonstrated a high sense of responsibility, professionalism and prudence in carrying out their duties, effectively leveraging their leadership roles, actively engaging, seizing opportunities to contribute to the bank's development while harmonizing short-term and long-term goals.

The independent Board members of the Board of Directors fulfilled their responsibilities with a strong commitment, dedication, professionalism, and respect for the interests of all shareholders. They carefully considered issues within their authorities, including decisions on transactions with related parties, ensuring objectivity, transparency, contributing to enhancing the effectiveness of the Board of Directors' operations. Attending all Board meetings, independent members have proactively reviewed, analyzed to provide valuable, objective, and relevant comments, recommendations to improve the quality of operations, making significant contributions to the bank's sustainable development.

As the governing body responsible for directing, supervising and assessing the bank's operations, HDBank's Board of Directors regularly discusses and organizes the collection of opinions from Board members to make final decisions on the Bank's operations according to the majority principle.

Key activities of the Board of Directors in 2023:

1

- ▶ The Board of Directors successfully organized the 2023 AGM (fiscal year 2022) on April 26, 2023, achieving the high consensus of shareholders in approving the reports and proposals submitted by the Board of Directors, the Board of Supervisors, the Board of Management, as well as additionally electing one Board member.

2

- ▶ In 2023, the Board of Directors held 5 meetings attended by Board members, the Chief of the Board of Supervisors, the Chief Executive Officer, and observers representing bondholders of HDBank convertible bonds.

The summary of the agenda/ conclusions of the Board meetings in 2023:

No.	Date	Agenda/conclusions of the meeting
1	February 09, 2023	<ul style="list-style-type: none"> ▶ To approve the Report on operations in 2022 and orientations for 2023 of the Board of Directors; ▶ To approve the Report on 2022 performance and 2023 business plan of the Chief Executive Officer to submit to the AGM; to provide orientations for operating business activities in 2023, ensuring the achievement of established targets; ▶ To approve the Reports on operations in 2022 and orientations for 2023 of the Professional Committees and the Working Team on reviewing Regulations under the Board of Directors.
2	April 11, 2023	<ul style="list-style-type: none"> ▶ To approve the list of candidates for additionally electing members to HDBank's Board of Directors for the term 2022 - 2027
3	April 25, 2023	<ul style="list-style-type: none"> ▶ To approve the Report on Q1 2023 operations and orientations for Q2 2023 of the Board of Directors; ▶ To approve the Report on Q1 2023 business performance; to provide orientations for operating business activities, pointing out solutions to implement in order to improve operational quality, achieving Q2 2023 as well as 2023 business targets; ▶ To approve the Reports on Q1 2023 operations and orientations for Q2 2023 of the Professional Committees and the Working Team on reviewing Regulations under the Board of Directors; ▶ To review the preparation for HDBank's 2023 AGM.
4	July 27, 2023	<ul style="list-style-type: none"> ▶ To approve the Report on 1H 2023 operations and orientations for 2H 2023 of the Board of Directors; ▶ To approve the Report on 1H 2023 business performance; to provide orientations for operating business activities, pointing out solutions to implement in order to ensure asset quality and make breakthrough growth in scale, achieving established business targets; ▶ To approve the establishment of the Digital Bank and the organization structure of HDBank Digital Bank; ▶ To approve the Reports on 1H 2023 operations and orientations for 2H 2023 of the Professional Committees and the Working Team on reviewing Regulations under the Board of Directors.
5	October 26, 2023	<ul style="list-style-type: none"> ▶ To approve the Report on operations in the first 9 month of 2023 and orientations for Q4 2023 of the Board of Directors; ▶ To approve the Report on business performance of the first 9 months of 2023; to provide orientations and significant tasks to aggressive perform in order to achieve business targets assigned by the General Meeting of Shareholders; ▶ To provide orientations for the Board of Management to develop the 2024 business plan, reviewing, considering the appropriateness of the established strategic goals and initiatives to make necessary amendments to ensure the feasibility of strategic goals; ▶ To approve the Reports on operations in the first 9 month of 2023 and orientations for Q4 2023 of the Professional Committees and the Working Team on reviewing Regulations under the Board of Directors. ▶ To reach consensus on the tentative meeting schedule of the Board of Directors and the Professional Committees under the Board of Directors in 2024.



Members of the Board of Directors and Executive Board at the HDBank Strategy workshop, October 2023

The attendance of the Board members at Board meetings in 2023 was as follows:

No.	Member	No. of meetings attended	Meeting attendance rate	Note
1	Mr. Kim Byoung Ho	05/05	100%	
2	Ms. Nguyen Thi Phuong Thao	05/05	100%	
3	Mr. Luu Duc Khanh	05/05	100%	
4	Mr. Nguyen Thanh Do	05/05	100%	
5	Mr. Nguyen Huu Dang	05/05	100%	
6	Ms. Nguyen Thi Tam	03/03	100%	Ms. Nguyen Thi Tam was dismissed from the position of the Board member by the General Meeting of Shareholders on April 26, 2023.
7	Mr. Le Manh Dung	05/05	100%	
8	Mr. Pham Quoc Thanh	02/02	100%	Mr. Pham Quoc Thanh was additionally elected as HDBank's Board member by the General Meeting of Shareholders on April 26, 2023.

- ▶ In addition to the meetings, the Board of Directors organized 114 times of collecting written opinions of its the Board members on issues under the authorities and responsibilities of the Board of Directors.
- ▶ Resolutions/Decisions of the Board of Directors on issues adopted at meetings or approved by collecting written opinions of the Board members are important guidelines to support the Board of Management in safely and effectively performing business tasks.
- ▶ The Board of Directors directed and closely supervised the Board of Management in implementing the resolutions and decisions of the General Meeting of Shareholders and the Board of Directors:
 - To urgently and resolutely implement action programs to achieve 2023 business targets approved by the General Meeting of Shareholders. The Board of Directors always accompanies the Board of Management to fully grasp and update information, thereby being able to give accurate, timely directions, resolving difficulties, and effectively supporting Board of Management in business administration, ensuring asset quality, effectiveness and safety in operations.
 - To effectively implement projects to enhance risk management capacity: Developing Operational Risk Management Framework, implementing the roadmap for applying International Financial Reporting Standards (IFRS), Basel III standards... HDBank is one of the first banks in Vietnam to fully adopt Basel III Reforms across the board, complying with strict requirements recommended by the Basel Committee.
 - To complete the payment of 2022 dividends (10% in cash and 15% in shares) as committed to shareholders and completed the procedures for increasing charter capital in 2023.
 - To finalize and submit to the Board of Directors for official approval the detailed plan on purchasing shares of a securities company to turn it into a subsidiary/ affiliate of HDBank according to the Resolution No. 11/2023/NQ-ĐHĐCĐ dated April 26, 2023, approved by the General Meeting of Shareholders. Currently, HDBank is undergoing procedures to obtain approval from state management agencies as required.
 - To perform tasks under the 2021-2025 Development Strategy and Digital Transformation Strategy approved by the Board of Directors; to review the implementation progress, results, and reassessed the suitability of the goals and initiatives under the 2021-2025 strategy, making necessary amendments to ensure the feasibility of strategic goals, enhancing HDBank's position and reputation in the market.
- To calculate the capital demand, developing and implementing plans to raise capital, preparing resources to effectively implement the developed strategic projects.
- To closely follow the State Bank's policies to capture information to be proactive in participating in the credit institutions restructuring program, leveraging advantages of participating in this program to strengthen internal financial capacity and achieve breakthrough growth.
- ▶ The Board of Directors directed the Board of Management to prepare HDBank's Sustainability Report to publish quantitative information of HDBank's activities in terms Environmental, Social, and Governance (ESG) aspects, clearly demonstrating HDBank's goal of sustainable development and commitment to responsibility to stakeholders: Creating sustainable assets for society, contributing to economic development, adding value to assets of domestic as well as international partners and investors, creating a professional, engaging work environment with satisfactory remuneration policies for employees.
- ▶ The Board of Directors effectively fulfilled their role and responsibility in developing and promulgating a system of internal management regulations in compliance with the law, aiming to apply advanced international practices and standards in banking management in all operations.

REPORT ON THE ACTIVITIES OF COMMITTEES UNDER THE BOARD OF DIRECTORS



These committees operate according to the regulations of the Board of Directors, conducting regular meetings or collecting written opinions from members aiming to advise and propose to the Board of Directors on issues under their competence related to the governance and operations of the Bank.

Board Members are assigned to participate in relevant Professional Committees and have effectively played a leadership role, providing important guidance in the development, review, and adjustment of strategic tasks and monitoring the implementation results.

The Committees have developed plans and action programs, closely monitoring market trends, policies of the Government and the State Bank of Vietnam, timely advising the Board of Directors to direct the Board of Management to implement appropriate solutions to adapt, ensuring smoothness, efficiency, and safety in operations.

To enhance the professionalism and effectiveness of the Committees' activities, at the end of 2023 and the beginning of January 2024, the Board of Directors promulgated regulations specifying the functions, tasks, and working regimes of each committee.

The activities of the Professional Committees in 2023 are summarized as follows:

RISK MANAGEMENT COMMITTEE

FUNCTIONS AND TASKS

The Risk Management Committee's main functions are to advise the Board of Directors in developing, issuing, updating changes, and organizing the implementation of risk management policies in the Bank's operations in accordance with legal regulations and the Bank's Charter; to advise the Board of Directors on risk management related to issues submitted for approval; to provide warnings about the Bank's safety levels against potential risks and preventive measures; to advise the Board of Directors on organizing the handling, rectifying existing limitations in risk management.

COMMITTEE MEMBERS

Mr. Le Manh Dung
Independent Board Member - Committee Chairman

Mr. Luu Duc Khanh
Vice Chairman of the Board of Directors - Member

Mr. Nguyen Huu Dang
Vice Chairman of the Board of Directors - Member

Mr. Pham Quoc Thanh
Board Member cum Chief Executive Officer - Member

Mr. Nguyen Thanh Do
Vice Chairman of the Board of Directors - Member

Mr. Le Thanh Hai
Director of the Risk Management Division - Committee Secretary

HIGHLIGHTS OF ACTIVITIES

In 2023, the Risk Management Committee held 04 quarterly periodical meetings with the participation of committee members and leaders of related Divisions/ Departments.

The main activities of the Risk Management Committee in 2023:

- ▶ To assist the Board of Directors in monitoring the implementation of projects under the Basel II and Basel III roadmap and strategic initiatives on risk management.
- ▶ To advise the Board of Directors to improve risk management policies: Promulgating the Regulation on Environmental, Social, and Governance (ESG) policies; the Regulation on operational risk management, announcing HDBank's risk appetite from now until 2026 as well as operational risk management framework of HDBank.
- ▶ To assist the Board of Directors in supervising compliance with regulations of the State Bank on safety criteria for banking operations; HDBank's regulations on risk appetite, risk limit and risks related to credit risk, liquidity risk, interest rate risk, exchange rate risk, operational risk; HDBank regulations on risk appetite, risk limits, and risks related to credit risk, liquidity risk, interest rate risk, exchange rate risk, operational risk, making recommendations for the Board of Management to implement necessary actions and solutions to ensure safe and efficient operations in the context of complex market developments directly affecting activities of banks.

OPERATING DIRECTION

- ▶ The Risk Management Committee shall continue to focus on monitoring compliance with risk management policies in the Bank's operations, assessing the appropriateness and effectiveness of these policies; monitoring the progress of projects to enhance technology application in risk management and the implementation of the roadmap for applying international standards and criteria based on consultancy, thereby making recommendations to the Board of Management and advisory opinions to the Board of Directors for timely directions and decisions, ensuring effective risk management and optimizing business efficiency.

HUMAN RESOURCES COMMITTEE

FUNCTIONS AND TASKS

The Human Resources Committee assists and advises the Board of Directors in promulgating internal policies and regulations on human resources under their authorities; recruiting/appointing/reappointing senior management positions; evaluating the appropriateness of current human resources policies to make appropriate adjustments in compliance with legal regulations and actual situations.

COMMITTEE MEMBERS

Mr. Nguyen Huu Dang

Vice Chairman of the Board of Directors - Committee Chairman

Mr. Nguyen Thanh Do

Vice Chairman of the Board of Directors - Member

Mr. Le Manh Dung

Independent Board Member - Member

Mr. Pham Quoc Thanh

Board Member
cum Chief Executive Officer - Member

Ms. Nguyen Thi Thanh Thuy

Deputy Director of the Human Resources Division - Committee Secretary

HIGHLIGHTS OF ACTIVITIES

The Human Resources Committee held 04 meetings to assess the implementation of directions on human resources and the quality of human resources activities at HDBank in 2023.

The Human Resources Committee assisted the Board of Directors in directing the Board of Management and the Human Resources Division to focus on implementing tasks to enhance the quality of human resources at HDBank such as: developing and improving policies to encourage, attract, and train high-quality human resources; promptly deploying welfare policies to bond employees to the Bank; improving procedures and regulations related to human resources; Establishing long-term orientation, vision, and specific goals for training, focusing on fostering and training source staff; improving the quality of HR reports and proposal.

OPERATING DIRECTION

- ▶ To advise the Board of Directors on continuing to improve policies for effective human resources management.
- ▶ To advise the Board of Directors on directing training, recruitment, and human resource development activities to build a professional, friendly working environment with competitive remuneration, creating motivation for all employees, enhancing HDBank's brand position in the recruitment market.
- ▶ To advise the Board of Directors to focus on the goal of digitizing the entire operation processes in 2024 to facilitate reporting, data management, and personnel management.

In addition, facing increasingly fierce competition in the financial-banking market and the strong digital transformation trend, the Human Resources Committee has assisted the Board of Directors in directing to review the human resources situation of the Transformation Management Office (TMO) and the organizational as well as personnel structure of the Digital Bank - 02 key units that are expected to be able to support the Bank in accelerating the implementation process to complete the work items in the shortest time in order to soon achieve the established strategic development as well as digital transformation goals, strengthening and enhancing HDBank's capacity, position and competitiveness in the market.

6.3. CREDIT SUPERVISION COMMITTEE

FUNCTIONS AND TASKS

The Credit Supervision Committee advises the Board of Directors in: approving credit policies; approving credit limits within the decision-making authority of the Board of Directors as stipulated; supervising the credit approval levels under the Board of Management on approving the credit extension to 01 customer, or 01 customer and their related parties with a value equal to or greater than 1% of HDBank's equity capital, or 5% of HDBank's charter capital and/or equivalent to 500 billion VND or more as prescribed in HDBank's recent regulations.

COMMITTEE MEMBERS

Ms. Nguyen Thi Phuong Thao

Permanent Vice Chairwoman of the Board of Directors - Committee Chairwoman

Mr. Luu Duc Khanh

Vice Chairman of the Board of Directors - Member

Mr. Nguyen Huu Dang

Vice Chairman of the Board of Directors - Member

HIGHLIGHTS OF ACTIVITIES

In 2023, the Credit Monitoring Committee held 04 quarterly periodical meetings and 05 times of collecting written opinions of members for the purpose of:

- ▶ Advising the Board of Directors on orienting credit development strategy and approving credit policies, plans to develop new products, new markets in accordance with the policies of the Government and the State Bank;
- ▶ Advising the Board of Directors to direct the Board of Management to carry out credit activities in line with the 2023 credit growth limit granted by the State Bank of Vietnam and the actual market situation, proactively and flexibly offering credit to the economy, focusing on

OPERATING DIRECTION

- ▶ To advise the Board of Directors to direct and supervise the Board of Management in credit approval activities and credit development orientation, promptly making adjustments in accordance with developments and actual situations to effectively exploit 2024 credit growth limit, contributing to promoting economic growth and increasing the scale, enhancing the position of the Bank while still ensuring credit quality, controlling the ratio of overdue and bad debts in accordance with regulations.

Mr. Pham Quoc Thanh

Board Member cum Chief Executive Officer - Member

Mr. Thai Minh Tu

Director of the Corporate Credit Center - Committee Secretary

Ms. Nguyen Thi Thu Hang

Head of the Retail Banking Re-Appraisal Department - Committee Secretary

areas considered as economic growth drivers according to the Government's policies;

- ▶ Supporting the Board of Directors in monitoring, supervising the Board of Management in implementing of the credit growth plan, ensuring scale, quality, and effectiveness in accordance with the orientation;
- ▶ Advising the Board of Directors in approving credit applications under the approval authority of the Board of Directors.

In addition, the Committee appointed Member(s) to supervise the credit approval levels under the Board of Management in approving the credit extensions under the supervision authority of the Board of Directors.

- ▶ When the Credit Approval Level of the Board of Management approved credit applications that are under the approval authority or the supervision authority of the Board of Directors and such those approved applications are submitted by the Credit Reappraisal Department to the Board of Directors for reporting/ approval, the Credit Supervision Committee shall assess, scrutinize and suggest solutions and advices to the Board of Directors for consideration and approval.

STRATEGY AND INVESTMENT COMMITTEE

FUNCTIONS AND TASKS

The Strategy and Investment Committee advises the Board of Directors in orienting, monitoring the development and implementation of medium/long-term strategic objectives; promulgating policies within the authority related to the strategy; providing direction, criteria, and promulgating investment policies in the Bank's operations as regulated by the law and the Bank's Charter.

COMMITTEE MEMBERS

Mr. Kim Byoungho

Chairman of the Board of Directors - Committee Chairman

Ms. Nguyen Thi Phuong Thao

Permanent Vice Chairwoman of the Board of Directors - Member

Mr. Nguyen Huu Dang

Vice Chairman of the Board of Directors - Member

Mr. Luu Duc Khanh

Vice Chairman of the Board of Directors - Member

Mr. Le Manh Dung

Independent Board Member - Member

Mr. Pham Quoc Thanh

Board Member cum Chief Executive Officer - Member

Ms. Le Thi Bang Tam

Advisor to the Board of Directors - Member

Mr. Chu Viet Cuong

Advisor to the Board of Directors - Member

Mr. Pham Van Dau

Chief Financial Officer - Committee Secretary

HIGHLIGHTS OF ACTIVITIES

In 2023, the Strategy and Investment Committee held 04 meetings with the participation of committee members and members of the Board of Management, as well as relevant Divisions/ Departments to discuss and provide advisory opinions for the Board of Directors on investment and strategy development and implementation, including:

- ▶ Developing business plans and orienting banking activities for 2023;
- ▶ Implementing tasks and action programs in order to achieve the approved business plan for 2023;
- ▶ Participating in the Credit institutions restructuring program as directed by the State Bank;
- ▶ Reassessing the appropriateness of established strategic objectives and initiatives, proposing adjustments to ensure the feasibility of strategic objectives;
- ▶ Performing tasks under the 5-year development strategy for 2021 - 2025; developing a set of key performance indicators (KPIs) linked to transformation and incentive policies based on KPIs for Board members;
- ▶ Developing the detailed plan on contributing capital to a securities company as approved by the General Meeting of Shareholders;
- ▶ Studying and considering the plan to establish the HDBank representative office in Seoul, South Korea;
- ▶ Investor relations activities, seeking and selecting strategic investors.

OPERATING DIRECTION



- ▶ To support the Board of Directors in directing the completion of HDBank's organizational structure towards a leaner, more efficient manner, optimizing resources, improving competitiveness, and cost-effectively enhancing capabilities.



- ▶ To advise the Board of Directors in directing, supervising and proactively supporting the Board of Management in implementing strategic projects such as establishing the Representative Office in Seoul, Korea; participating in the restructuring program of a commercial bank; seeking and selecting strategic partners...



- ▶ In the context of sustainable development with 3 pillars of Environmental - Social - Governance (ESG) increasingly becoming dominant, at the beginning of 2024, HDBank Board of Directors reached a consensus on establishing the ESG Committee based on renaming the Strategy and Investment Committee and supplementing a number of functions and duties to this committee.



- ▶ The ESG Committee shall advise and support the Board of Directors in:
 - Enhancing the Bank's awareness of the importance and positive impacts of implementing ESG on the bank's operations and long-term development;
 - Providing orientation, directing the establishment of specific objectives, policies, and action programs related to ESG implementation;
 - Directing the implementation and closely monitoring the deployment of approved policies, programs, solutions to urgently apply the ESG standards effectively into various activities, ensuring the bank's sustainable growth and development, while contributing to economic development, environmental health, and social stability, bringing the highest benefits to all stakeholders.

BANKING TECHNOLOGY COMMITTEE

FUNCTIONS AND TASKS:

The Banking Technology Committee of the Bank advised the Board of Directors in issuing policies, information technology development strategies under their competences; making decisions on investments with technology application to banking operations.

COMMITTEE MEMBERS

Mr. Kim Byounggho

Chairman of the Board of Directors - Committee Chairman

ÔMr. Lim Peng Khoon

Advisor to the Board of Directors - Member

Mr. Nguyen Huu Dang

Vice Chairman of the Board of Directors - Member

Mr. Nguyen Phuc Duong

Director of the Information Technology and Electronic Banking Division - Member

HIGHLIGHTS OF ACTIVITIES

The Banking Technology Committee held 04 meetings in 2023 to focus on discussing and advising the Board of Directors on the following key issues:



Optimization plan for the 2023 technology budget;



Implementation plan for technology projects in 2023;



Major projects related to technology that are strategically important to the Bank: Core Banking system simplification and upgrade plan, technology resource restructuring plan, Digital Bank establishment project...

OPERATING DIRECTION

- ▶ To advise the Board of Directors on planning key Technology projects for 2024 in priority order to achieve strategic objectives.
- ▶ To participate in reviewing and consulting the 2024 budget plan for Information Technology and Digital Banking.



- ▶ To support the Board of Directors in directing the Board of Management to implement major technology projects such as Digital Core Thought Machine, Vikki App by HDBank, ensuring successful project execution with minimal risk.

REPORT OF THE BOARD OF SUPERVISORS

FUNCTIONS AND TASKS

Based on the provisions of the Law, regulations of the State Bank, the Charter of HDBank, and the Policies of the Board of Supervisors, the Board of Supervisors has completed the following tasks:

- ▶ Monitoring compliance with legal regulations and the Charter of the Bank in the management and operation of the Board of Directors and the Board of Management;
- ▶ Monitoring the operations of HDBank in accordance with legal regulations, the Charter of the Bank, and/or upon request of competent authorities;
- ▶ Reviewing the six-month and annual financial reports of the Bank, assessing the reasonableness, legality, accuracy, and prudence in accounting, statistics, and preparation of financial statements;
- ▶ Implementing internal audit activities according to the annual plan, including evaluating the effectiveness of HDBank's internal control system;
- ▶ Reviewing the Regulation on operations of the Board of Supervisors.

MEMBERS OF THE BOARD OF SUPERVISORS

As of December 31, 2023, the Board of Supervisors of HDBank consists of 04 specialized members - meeting the requirements for standards and conditions as stipulated by laws and by HDBank.

The composition of the Board of Supervisors and HDBank shares owned by Members of the Board of Supervisors are as follows:

No.	Full name	Position	Ownership percentage
1	Mr. Dao Duy Tuong	Chief of Board of Supervisors	2.74%
2	Ms. Duong Thi Thu	Member	0.001%
3	Ms. Bui Thi Kieu Oanh	Member	0.00%
4	Mr. Nguyen Le Hieu	Member	0.024%

ACTIVITIES IN 2023

Implementation of internal audit tasks

In 2023, the Board of Supervisors oriented and directed internal audits to focus on monitoring the bank's activities to ensure compliance with legal regulations. Therefore, the Internal audits has strengthened inspections and monitoring of the first and second lines of internal control systems according to Circular 13/2018/TT-NHNN.

Internal audits conducted audits of 95 branches and transaction offices, 13 special topics, and 193 extraordinary cash / important printed letters audits. Additionally, the Board of Supervisors directed internal audits to inspect and review issues required by the State Bank, such as: reviewing internal regulations of commercial banks and credit granting to customers with large credit balances according to Document No. 2406/TTGSNH4 dated June 7, 2023; auditing the handling of non-performing loans (NPL), provisions, and use of reserves to manage operational risks of credit institutions according to Document No. 8861/NHNN-TTGSNH dated November 16, 2023; enhancing supervision and control over activities,

areas with potential risks. The Board of Supervisors also directed internal audits to continue reviewing and improving internal regulations in internal audit activities in accordance with legal regulations.

With the development of digital transformation in banking activities, internal audits reviewed and inspected some activities to ensure compliance with regulations on safety and information security of HDBank.

During the year, the Board of Supervisors, internal audits issued reports to the Board of Directors, Board of Management, accompanied by recommendations/suggestions for systemic adjustments, process and regulation improvements, risk mitigation, and enhancement of operational quality.



Supervision of the management and operation activities of the Board of Directors and Board of Management

HDBank continued to enhance the internal control system by completing and applying documents according to the requirements of Circular 13/2018/TT-NHNN dated May 18, 2018 (Circular 13), applying an internal control system consisting of 3 independent protection lines to meet the requirements of Circular 13.

The Board of Directors established five (05) Committees: Human Resources Committee, Risk Management Committee, Credit Supervision Committee, Strategy and Investment Committee, Banking Technology Committee. Advising by these Committees, the Board of Directors issued Resolutions, Directives to direct and supervise the Board of Management in implementing the 2023 business plan approved by the General Meeting of Shareholders and legal regulations, directives of the State Bank on managing, monitoring banking activities, ensuring compliance with safety ratios the Bank's operations.



The Board of Supervisors' supervision of HDBank's compliance with regulations for listed companies

The Board of Supervisors supervises HDBank's compliance with regulations for listed companies in accordance with regulations and regularly updated information; the disclosure of information according to regulations is always supervised.



The review of financial statements, business operation reports

The Board of Supervisors reviewed the six-month and the annual financial statements audited by PwC Vietnam Limited Liability Company, assessing the reasonableness, accuracy, and prudence in accounting, statistics, and financial statement preparation in compliance with Vietnamese accounting standards, Vietnamese accounting regime applied to credit institutions issued by the State Bank of Vietnam and relevant legal regulations on preparation and presentation of financial statements.

MEETINGS OF THE BOARD OF SUPERVISORS

In 2023, the Board of Supervisors held eight (08) internal meetings with the participation of all members of the Board of Supervisors. The content and results of the meetings were as follows:

No.	Content of meeting	Result/content approved
1	To orient the internal audit activities in 2023.	<ul style="list-style-type: none"> ▶ The Board of Supervisors outlined tasks to perform in 2023.
2	To implement certain activities of the Board of Supervisors	<ul style="list-style-type: none"> ▶ The Chief of the Board of Supervisors pointed out certain issues should be reflected in the Periodic Report of the Board of Supervisors. ▶ The Chief of the Board of Supervisors directed to implement some inspection and monitoring tasks.
3	To assess Q1 2023 operations	<ul style="list-style-type: none"> ▶ The contents of the Quarterly Report of the Board of Supervisors should ensure a coherent structure, with clear and precise analytical content. ▶ Members of the Board of Supervisors and the Head/Deputy Head of the Internal Audit should promptly report to the Chief of the Board of Supervisors when they grasp information about the bank's operations. ▶ To conduct the assessment of the internal control system of HDBank.
4	Report on HDBank's operation	<ul style="list-style-type: none"> ▶ Members of the Board of Supervisors and the Head/Deputy Head of the Internal Audit should closely monitor the situation of overdue debts and the implementation of recommendations outlined in audit reports.
5	To review files/documents. To implement tasks outlined in the conclusion document of the State Bank Governor.	<ul style="list-style-type: none"> ▶ To review, examine data/records/documents to prepare for inspection work. ▶ To conduct inspections, monitor internal control systems to ensure compliance with the law. ▶ To supplement some contents into the monthly report to be submitted to the Chief of the Board of Supervisors. ▶ Upon the availability of the inspection results, the status of credit card issuance at the Tuyen Quang Branch should be immediately reported to the Board of Supervisor..
6	To implement tasks as requested by the State Bank authorities/Banking Supervision Inspectorate.	<ul style="list-style-type: none"> ▶ To review and prepare a comprehensive report to be sent to the competent authorities. ▶ To assign monitoring and supervision tasks to ensure that the Board of Supervisors fulfills their responsibilities and authorities. ▶ To summarize and evaluate the implementation status of the recommendations made. ▶ To request the Risk Management Division/Chief Executive Officer to report on the overall NPLs situation. ▶ To fully archive records and audit documents.

THE COORDINATION OF THE BOARD OF SUPERVISORS WITH THE BOARD OF DIRECTORS AND THE BOARD OF MANAGEMENT

- ▶ The Board of Directors, the Board of Management, and the Board of Supervisors have established appropriate coordination mechanisms in monitoring, inspection, and control activities.
- ▶ The recommendations and suggestions of the Board of Supervisors and internal audits are always taken note by the Board of Directors, the Board of Management to promptly direct the relevant units to timely amend, supplement.

ORIENTATIONS FOR 2024 OPERATIONS OF THE BOARD OF SUPERVISORS

In 2024, the Board of Supervisors shall continue to perform the supervisory function, constantly improving the quality of supervision based on existing resources, with the following main tasks:

- ▶ Supervising the Board of Directors, the Board of Management in managing the operations of HDBank, ensuring safety, effectiveness, following the key action programs of the Board of Directors and the Board of Management in accordance with the responsibilities and authorities of the Board of Supervisors as prescribed by law;
- ▶ Implementing internal audit activities according to the plan; audit activities shall focus on evaluating the effectiveness of the internal control system as required by Circular 13/2018/TT-NHNN;

▶ In internal audit activities, establishing automated data reports to serve remote supervision and risk identification;

▶ Focusing on regular reporting to ensure the timely dissemination of information on the Bank's operation to relevant parties;

▶ Reviewing financial statements, assessing the reasonableness, accuracy, and prudence in accounting, statistics, and financial statement preparation;

▶ Supervising information disclosure activities and shareholder relations of HDBank after listing according to legal regulations.

INTERNAL AUDIT SYSTEM

Internal audit Department of HDBank was established according to the regulations of the State Bank of Vietnam, as a specialized unit under the HDBank Board of Supervisors, responsible for conducting internal audit activities. Internal audit Department is organized in a vertical system and operates on the principles of independence, objectivity, and professionalism.

The operations of internal audit Department are led by the Head of Internal Audit Department with the support of Deputy Heads of Internal Audit and Heads of Internal Audit for Areas.

AUDIT PROCEDURE

Internal audit activities are implemented by unit, by area, and by function, using methods of cross-sectional, expansion, coordination audit, and in various forms, including: On-site audit at each unit/group of units for the business activities; specialized audit for business processes evaluated based on risk orientation, with elements lacking prevention/error control in operation, and specialized audit for systemic business activities; spot checks for the safety of the Bank's treasury, cash, important printed papers, ATM key management, etc., to detect/control arising violations timely;

Remote monitoring to timely detect errors in operations, identify critical risk areas. Audit is organized annually according to the plan or at the request of the Board of Supervisors, or when signs of misconduct and potential risk arises.

Annually, based on the results of the previous year's auditing to identify risk areas, based on the bank's operational direction, leadership management objectives, at the suggestion of the Board of Directors, the Board of Supervisors develops and approves the next year's audit plan.

SUMMARY OF LEGAL COMPLIANCE ACTIVITIES IN 2023



With a clear understanding of the foundational role and backbone of regulatory and compliance work in the operations of an enterprise in general and specifically within the banking sector, through collective efforts and unity, HDBank's legal activities have been carried out and achieved the set objectives as follows.

Ensuring legal safety in activities and operations throughout the HDBank's system

In 2023, some legal regulations related to banking activities underwent changes to adapt to the fluctuating market economic conditions, such as regulations on lending activities for customers, restructuring repayment terms while maintaining debt groups to support customers in difficulty (due to the Covid-19 pandemic, economic downturn), conditions for foreign borrowing without government guarantees, guidance on anti-money laundering, digital signatures, personal data protection, etc.

Continuous review, adjustment, establishment, and legal control of internal regulations, business process procedures, products/services, and transaction form templates, as well as operational activities, have been consistently carried out and well perfected, aligning with the actual situation and general legal system. Additionally, legal control work ensures legal safety, protection, and enhancement of HDBank's legal rights and interests in transactions, contracts, agreements with partners, and customers are meticulously performed, meeting the business, development, and safety needs of the system.

Digital Transformation in Banking Operations

In line with the digital transformation trend in the banking industry, HDBank's legal work has been reflected through the active participation in digital transformation projects, supporting units in linking and cooperating with partners to develop digitized products and services, providing a "digital" and streamlined experience, reducing procedures for customers. Additionally, HDBank actively contributed opinions on draft legal regulations regarding electronic transactions and regulations related to "Digital Banking" activities at the State Bank, Banking Association, etc.

Bank Representation in Legal Proceedings

The Legal Department has participated, supported, and provided advice to resolve disputes, complaints, and handle risks resulting from violations by employees to protect the bank's legal rights, interests, and minimize related damages.

Furthermore, legal activities also include acting as the Representative of the Bank to work with authorities, attending court sessions to protect the Bank's legal rights and interests.

Participation in Councils, Project Committees

Legal Department has actively participated in product council meetings to provide legal advice on emerging issues, new policies, products, and business programs of HDBank, enhancing the overall quality and efficiency of HDBank's operations.

In particular, Legal activities played an active role in key projects such as restructuring weak credit institutions, cooperation projects to develop digital products for individual and corporate customers, investment projects, project on reviewing, upgrading internal document systems and transaction forms of HDBank...

Support for Debt Handling, Asset Recovery

The implementation of debt handling and asset recovery has been intensified across the HDBank system. Compliance work participated in, supported early debt resolution for customers to minimize bad debts. Especially, amidst the negative impact of the Covid-19 pandemic since 2021, despite the economic market still being sluggish and volatile, many customers are still affected and face difficulties in debt repayment. Compliance work provided legal advice, debt resolution for special cases of customers, thereby meeting customer expectations and ensuring capital safety for the bank.

Dissemination of Legal Information

Training and disseminating legal information were conducted through various methods to enable staff to understand and apply them to their work. This included direct dissemination, updating of basic legal regulations in banking operations through online training courses, legal assessment reports when new legal documents are issued, informing through Legal Bulletins, and periodic reports on newly issued legal policies.

Participation in Drafting Legal Regulations

HDBank participated in providing insights for drafting legal regulations to contribute to improving the transparency and alignment of legal regulations with the business activities of commercial banks. In particular, HDBank actively coordinated with the Banking Association to propose, advise, and recommend amendments and supplements to legal regulations. Notable activities in the past year included drafting amendments to the Law on Credit Institutions (a critical sectoral law regulating the operations of credit institutions in general and commercial banks in particular), State Bank's Circulars on corporate bond trading, conditions for foreign borrowing without government guarantees, operational network of commercial banks, lending activities, disbursement methods of credit institutions, foreign bank branches for customers, etc.

CHALLENGES AND SOLUTIONS

With the instabilities and impacts of the global and domestic economy, resulted in the operations of businesses in general and credit institutions in particular facing many difficulties, it is a significant challenge to balance competitiveness and business targets while adhering to legal regulations and ensuring the safety of the bank's business activities.

Additionally, the constant changes in policies, legal regulations, and the application of legal principles by authorities also significantly affect legal activities.

RESULTS OF DIGITAL TRANSFORMATION APPLICATION IN OPERATIONS



2023 witnessed a strong shift in HDBank's digital transformation efforts, which was the fruit of the preparation journey and system conversion efforts, as well as the collective effort and unity from Divisions/ Departments and the Legal Department in particular.



In terms of online payment account opening, Legal Department closely monitored, advised, and supported business units "anytime, anywhere" in exploiting customer segments, applying solutions, and enhancing the "digital" experience for customers. As of December 31, 2023, the number of successfully opened online payment accounts is approaching the milestone of one million accounts. Especially, within just 3 months of collaboration with a financial company, over 44 thousand individual customers have opened accounts.



In the credit sector, with the motto of "Committed to your best returns", HDBank developed and implemented online loan journeys for customers. HDBank collaborated with the Telecommunications Corporation (VNPT) to grant overdraft limit on payment accounts for individual customers using VNPT subscriptions and wallets. This is a bright spot in the journey of serving and maximizing benefits for customers, facilitating customers from the delta to the border region, or from remote islands to easily access consumer loans without having to visit the bank in person. In a short period of deployment, from September 2023 to the end of December 2023, over 600 customers have been successfully granted credit with a total credit limit of over 2 billion VND.



Especially, at the end of 2023, HDBank developed and implemented flexible loan journeys based on existing individual customers who have been granted credit card limits. With simple, fast, and flexible loan procedures, while still ensuring risk management and legal compliance, individual customers can be disbursed one hundred million VND to meet their consumer credit needs. In just a short period of less than a month since the implementation, by the beginning of January 2024, nearly 600 customers have borrowed with a total outstanding balance reaching nearly 6 billion VND.



Additionally, other online loan journeys such as savings secured loan, overdraft... are still being finalized to be able to serve customers in the future.



It can be said that HDBank's digital journeys have provided convenience for customers, facilitating customers to access credit and avoid the situation of black credit in the context of many socio-economic difficulties. HDBank's digital transformation work not only meets customer needs but also contributes to economic development and social stability.

LEGAL OPERATIONS DIRECTION FOR 2024

To continue the achievements and align with HDBank's direction and policies, the compliance and regulatory operations set higher goals suitable for the upcoming period. Specifically:



Building Legal Regulations and Legal Dissemination within the System

HDBank will continue to provide insights for drafting legal documents in the banking and financial sector, as well as other related fields. Additionally, close collaboration with the Banking Association, the State Bank, and relevant agencies will be maintained to timely propose and improve legal regulations to serve the bank's business activities and enhance risk management.

Simultaneously, training and disseminating legal knowledge and regulations to units and staff within the system will be continued to ensure awareness of changes and new legal provisions regarding banking operations to meet job requirements.



Compliance and Regulatory Operations Focus on Dual Goals of ensuring compliance with legal regulations while creating additional advantages for HDBank's business operations

Legal Department shall continue to provide legal advice aligned with the bank's development strategy for the overall development of the HDBank system, supporting legal matters for business units, operations, and participating in the bank's key projects, ensuring safety and compliance in the Bank's operations.

For digital transformation efforts: Legal activities will intensify efforts to ensure that the digital transformation strategy is implemented in compliance with current legal frameworks, ensuring that products, services provided to customers, partners, and internal operational processes are handled smoothly, quickly, streamlined, and safely.

For the Bank's Business Activities: Legal activities shall be continuously, comprehensively implemented and adaptively to circumstances to ensure maximum flexibility and effectiveness for the Bank's business activities. Anti-money laundering and anti-corruption efforts will be closely monitored and rigorously enforced as required by regulations, the State Bank, and relevant authorities. Additionally, compliance work will closely monitor practical situations and provide timely preventive solutions and legal risk management to protect the bank's legal rights and interests. Furthermore, HDBank will remain vigilant regarding global and domestic developments to ensure providing appropriate and safe solutions for the bank, especially in international payment activities and cooperation with foreign investors.

Adherence to Current Regulations: The Bank should ensure compliance with regulations on information disclosure, transparency in the operations of listed companies, implementing policies. Risk management should always adhere to the requirements and criteria of Basel III standards.

TRANSACTIONS, REMUNERATION AND BENEFITS OF BOARD OF DIRECTORS, BOARD OF SUPERVISORS, AND BOARD OF MANAGEMENT

HDBank always ensures compliance with legal regulations and internal regulations of the Bank on the authority to approve and responsibility to disclose information regarding remuneration/income of the Board of Directors, Board of Supervisors, Board of Management; transactions of HDB shares by Internal Persons and their related persons; transactions between HDBank and related parties. Specifically:



► The total annual remuneration and allowances of the Board of Directors, Board of Supervisors of HDBank is approved at the Annual General Meeting of Shareholders. Specific remuneration/income for the year of each member of the Board of Directors, Board of Supervisors, Board of Management is detailed in the audited consolidated financial statements and the Annual report of the Bank.



► Resolutions of the Annual General Meeting of Shareholders, audited consolidated financial statements, and the annual report of HDBank are disclosed on the HDBank website in accordance with regulations.



► HDBank's Internal Persons and their related persons, when there is a need to trade HDB share with an expected total transactions value (at par value) equal to or greater than VND 50 million in a day, or equal to or greater than VND 200 million in a month, have complied with regulations on information disclosure, reporting to the State Securities Commission, Stock Exchange before and after conducting transactions. Specifically:

- Information about the expected transaction is disclosed at least 03 working days before the scheduled transaction date;
- The expected transaction execution period is up to 30 days from the registration date for transaction execution;
- Information about the transaction results with the reasons for not executing the transaction or not completing the registered volume (if any) is disclosed within 05 working days from the completion date of the transaction (in case the transaction ends before the registration deadline) or the end of the expected transaction execution period.



► Transactions between HDBank and related parties (including related persons, Internal Persons, and related persons of the Internal Persons of HDBank) are approved by the General Meeting of Shareholders/Board of Directors in accordance with the authority prescribed by legal regulations and HDBank's Charter. Resolutions/Decisions of the General Meeting of Shareholders, Board of Directors approving these transactions and other related issues are disclosed on the HDBank website (Investor Relations - Information Disclosure) within 24 hours from the issuance date of the Resolution/Decision.



► The list of related persons, Internal Persons, and related persons of the Internal Persons of HDBank is reported quarterly to the State Bank and stated in the Company's Corporate Governance Report (according to the template applicable to public companies) disclosed every 06 months as required.

REMUNERATION/SALARY, BONUS, COMPENSATION, OTHER BENEFITS AND EXPENSES FOR EACH OF THE MEMBER OF THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS, BOARD OF MANAGEMENT:

Remuneration/income for the Board of Directors in 2023

Full name	Position	2023 VND million	2022 VND million
Mr. Kim Byoungho	Chairman, Independent member	5,177	1,350
Mdm. Nguyen Thi Phuong Thao	Permanent Vice Chairwoman	1,851	1,879
Mr. Luu Duc Khanh	Vice Chairman	1,027	3
Mr. Nguyen Thanh Do	Vice Chairman	2,227	1,346
Mr. Nguyen Huu Dang	Vice Chairman	3,541	1,579
Mr. Le Manh Dung	Independent member	1,171	646
Mdm. Nguyen Thi Tam	Member (by April 26, 2023)	1,035	855
Mdm. Le Thi Bang Tam	Chairwoman (by April 29, 2022)	-	474
Mr. Chu Viet Cuong	Member (by April 29, 2022)	-	205
Mr. Lim Peng Khoon	Member (by April 29, 2022)	-	71
		16,029	8,408

Remuneration/income for the Board of Management, Chief Finance Officer and Chief Accountant in 2023

Full name	Position	2023 VND million	2022 VND million
Mr. Pham Quoc Thanh	Chief Executive Officer	2,174	6,060
Mr. Nguyen Minh Duc	Deputy Chief Executive Officer	2,180	3,940
Mr. Le Thanh Tung	Deputy Chief Executive Officer	1,569	1,702
Mr. Nguyen Van Hao	Deputy Chief Executive Officer	2,141	3,223
Mr. Nguyen Dang Thanh	Deputy Chief Executive Officer	1,858	3,004
Mr. Le Thanh Trung	Deputy Chief Executive Officer	2,158	1,309
Mr. Tran Hoai Nam	Deputy Chief Executive Officer	2,054	2,145
Mr. Tran Thai Hoa	Deputy Chief Executive Officer	1,347	2,067
Mr. Nguyen Canh Vinh	Deputy Chief Executive Officer	2,601	323
Mr. Tran Xuan Huy	Deputy Chief Executive Officer	806	-
Mdm. Nguyen Doan Duy Ai	Deputy Chief Executive Officer (by June 20, 2022)	-	2,502
Mr. Pham Van Dau	Chief Finance Officer	1,359	1,631
Mdm. Ho Dang Hoang Quyen	Chief Accountant	1,038	1,411
		21,285	29,317

The remunerations/incomes above are the net amounts after deducting personal income tax in accordance with current laws.

STOCK TRANSACTION OF THE INTERNAL PERSONS AND THEIR RELATED PERSONS

Details of HDB stock transactions by the Internal Persons and their Related Persons in 2023 were as follows:

No	Trader	Relationship with HDBank	Number of shares owned at the beginning of the period		Number of shares owned at the end of the period		Comparison of the end and the beginning of the period		Reasons for increasing, decreasing
			Number of shares	Percentage	Number of shares	Percentage	Number of shares	Percentage	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8) = (6) - (4)	(9) = (7) - (5)	(10)
1	Sovico JSC	Major Shareholder	363,255,967	14.356%	417,744,361	14.367%	54,488,394	0.011%	To receive dividends in shares at the rate of 15%
2	Pham Khac Dung	Chairman - Legal Representative of Sovico JSC	30,418,818	1.202%	34,981,640	1.203%	4,562,822	0.001%	To receive dividends in shares at the rate of 15%
3	Nguyen Thi Phuong Thao	Permanent Vice Chairwoman	93,618,412	3.700%	107,661,173	3.703%	14,042,761	0.003%	To receive dividends in shares at the rate of 15%
4	Nguyen Huu Dang	Vice Chairman	69,740,160	2.756%	80,201,183	2.758%	10,461,023	0.002%	To receive dividends in shares at the rate of 15%
5	Luu Duc Khanh	Vice Chairman	7,251,620	0.287%	8,339,363	0.287%	1,087,743	0.000%	To receive dividends in shares at the rate of 15%
6	Pham Quoc Thanh	Board Member cum Chief Executive Officer	1,909,700	0.075%	4,626,725	0.159%	2,717,025	0.084%	To receive dividends in shares at the rate of 15% To transact in accordance with Article 33 of Circular 96
7	Dao Duy Tuong	Chief of Board of Supervisors	69,313,034	2.739%	79,709,988	2.741%	10,396,954	0.002%	To receive dividends in shares at the rate of 15%
8	Duong Thi Thu	Member of the Board of Supervisors	26,812	0.001%	30,833	0.001%	4,021	0.000%	To receive dividends in shares at the rate of 15%
9	Nguyen Le Hieu	Member of the Board of Supervisors	618,751	0.024%	711,563	0.024%	92,812	0.000%	To receive dividends in shares at the rate of 15%
10	Le Thanh Tung	Deputy Chief Executive Officer	268,125	0.011%	308,343	0.011%	40,218	0.000%	To receive dividends in shares at the rate of 15%
11	Nguyen Minh Duc	Deputy Chief Executive Officer	231,093	0.009%	254,456	0.009%	23,363	0.000%	To receive dividends in shares at the rate of 15% To transact in accordance with Article 33 of Circular 96
12	Tran Hoai Nam	Deputy Chief Executive Officer	1,830,687	0.072%	2,190,964	0.075%	360,277	0.003%	To receive dividends in shares at the rate of 15% To transact in accordance with Article 33 of Circular 96
13	Nguyen Van Hao	Deputy Chief Executive Officer	-	-	184,000	0.006%	184,000	0.006%	To transact in accordance with Article 33 of Circular 96
14	Pham Van Dau	Chief Financial Officer	109,153,434	4.314%	125,485,767	4.316%	16,332,333	0.002%	To receive dividends in shares at the rate of 15% To transact in accordance with Article 33 of Circular 96
15	Ho Dang Hoang Quyen	Chief Accountant	118,593	0.005%	136,456	0.005%	17,863	0.000%	To receive dividends in shares at the rate of 15% To transact in accordance with Article 33 of Circular 96
16	Nguyen Canh Son	Related Person of the Internal Person Related Person of the Internal Person	773,437	0.031%	889,452	0.031%	116,015	0.000%	To receive dividends in shares at the rate of 15%
17	Nguyen Huu Long	Related Person of the Internal Person	1,000	0.000%	-	-	(1,000)	0.000%	To transact in accordance with Article 33 of Circular 96
18	Nguyen Thi Phuong Thao	Related Person of the Internal Person	3,000	0.000%	-	-	(3,000)	0.000%	To transact in accordance with Article 33 of Circular 96
19	Tran Tu Thi	Related Person of the Internal Person	4,516,176	0.178%	88,944	0.003%	(4,427,232)	-0.175%	To transact in accordance with Article 33 of Circular 96
20	Pham Thi Truyen	Related Person of the Internal Person	257,812	0.010%	-	-	(257,812)	-0.010%	To transact in accordance with Article 33 of Circular 96
21	Dao Anh Minh	Related Person of the Internal Person	515,625	0.020%	592,968	0.020%	77,343	0.000%	To receive dividends in shares at the rate of 15%
22	Doan Thi Thu Huong	Related Person of the Internal Person	3,690,168	0.146%	4,243,693	0.146%	553,525	0.000%	To receive dividends in shares at the rate of 15%
23	Nguyen Minh Tri	Related Person of the Internal Person	4,100	0.000%	-	0.000%	(4,100)	0.000%	To transact in accordance with Article 33 of Circular 96
24	Tran Xuan Viet	Related Person of the Internal Person	6,125	0.000%	7,043		918	0.000%	To receive dividends in shares at the rate of 15%

TRANSACTIONS WITH RELATED PARTIES

No.	Partner	Relationship with HDBank	Content
1	Vietjet Aviation JSC	Related Party of the Internal Person	Increasing the credit limit for Vietjet Aviation Joint Stock Company.
2	Hoa Binh University	Related Party of the Internal Person	Granting credit line to Hoa Binh University.
3	HD Securities Corporation	Related Party of the Internal Person	Periodic assessment of the credit limit granted to HD Securities Corporation.
4	HD Saison Finance Company Ltd.	Subsidiary	Renewal of credit limit for HD Saison.
5	HD Securities Corporation	Related Party of the Internal Person	Utilizing HD Securities Corporation's services in bond issuing activities.
6	HD Securities Corporation	Related Party of the Internal Person	Investment transactions, buying and selling securities with HD Securities Corporation (HDS).
7	Vietjet Aviation JSC	Related Party of the Internal Person	Periodic assessment of the credit limit granted to Vietjet Aviation JSC.
8	HD Securities Corporation	Related Party of the Internal Person	The plan to purchase shares of HD Securities Corporation.
9	HD Saison Finance Company Ltd.	Subsidiary	Cooperation between HDBank and HD SAISON Co., Ltd.
10	Sovico Group JSC	Related Party of the Internal Person	Granting credit line to Fulbright University Vietnam Limited Co., Ltd. (Sovico Group JSC is the 3 rd party guaranteeing the loan).

EVALUATION OF INDEPENDENT BOARD MEMBERS ON THE IMPLEMENTATION OF CORPORATE GOVERNANCE POLICIES AT HDBANK



It is believed that in 2024 and the years to come, HDBank shall continue to achieve high and sustainable growth, enhancing the Bank's position and competitiveness, reaching the developed strategic goal of becoming the leading bank in the system, a pioneer in digital technology, being governed under the modern model, according to international practices.

In 2023, given the economy in general and the banking sector in particular facing many challenges, the Board of Directors of HDBank effectively leveraged its leadership role, providing direction, oversight, and support to the Board of Management in implementing programs and plans according to the resolutions of the Annual General Meeting of Shareholders, steering HDBank's operations to achieve positive results, continuing impressive growth in scale, affirming the bank's position and brand, while ensuring the best interests of all stakeholders.

The organizational, governance structure and internal regulation system are being adjusted to align with the best international standards and practices, contributing to improving operational efficiency and enhancing forecasting, prevention, and control capabilities for potential risks, ensuring smooth, safe, and stable operation. HDBank is urgently deploying policies, programs, and solutions to effectively adopt ESG (Environmental, Social, Governance) standards in the Bank's activities, aiming at sustainable development, improving competitiveness, and making positive contributions to the environment and society.

Emphasizing human resources activities, HDBank is developing a professional working environment, establishing the clear policies on recruitment, training, career promotion, and offering the best compensation and welfare schemes for employees. Exciting internal activities and corporate culture dissemination programs, with the motto "A Happy Workplace" are regularly organized to enhance employee engagement with the bank.

The activities of the Board of Directors in 2023 were carried out in accordance with the resolutions of the General Meeting of Shareholders, compliance with the Charter, internal policies, and governance standards. The Board members always adhere to the responsibility of disclosing interests and fulfilling their duties of monitoring and preventing conflicts of interest, protecting the rights and interests of the bank, shareholders, and investors. Transactions with related parties are conducted on the objective basis without any terms that create an advantage over terms proposed by other independent partners

HDBank consistently complies with regulations on information disclosure and pays attention to shareholders' interests. Shareholders are guaranteed to be treated equally, be able to access information fully, accurately, transparently and are given the best conditions to exercise their rights. Fulfilling commitments, HDBank completed the 2022 dividend payment within the stipulated time frame.

With effective and transparent governance according to the best standards and practices and outstanding business performance, HDBank was honored in the Top 10 most prestigious and effective public companies in Vietnam in 2023 - the ranking includes public companies that demonstrate superiority in capacity, growth potential, sustainable development ability, quality of governance and solid position in the industry. It is believed that in 2024 and the years to come, HDBank shall continue to achieve high and sustainable growth, enhancing the Bank's position and competitiveness, reaching the developed strategic goal of becoming the leading bank in the system, a pioneer in digital technology, being governed under the modern model, according to international practices.

INDEPENDENT BOARD MEMBER

LE MANH DUNG

ASSESSMENT OF CORPORATE GOVERNANCE IMPLEMENTATION UNDER THE ASEAN CORPORATE GOVERNANCE SCORECARD

ASSESSMENT OF COMPLIANCE WITH GOVERNANCE POLICIES FOR LISTED COMPANIES

No.	Criteria	Compliance status of HDBank	Notes
1	To organize the Shareholders' Meeting within 6 months from the end of the fiscal year, in compliance with Article 139(2) of the Enterprise Law 2020.	Comply	Comply The 2023 Annual General Shareholders' Meeting (AGM) was virtually held on April 26, 2023.
2	To disclose the AGM Materials at least 21 days before the meeting's opening date, as stipulated in Point a, Clause 3, Article 10 of Circular 966/2020/TT-BTC.	Comply	The AGM Materials were disclosed on March 31, 2023.
3	To amend the Company's Charter in accordance with the provisions of the Enterprise Law No. 59/2020/QH14 (stipulated in Article 310(20) of Decree No. 155/2020/NĐ-CP).	Comply	
4	To promulgate the internal regulation on corporate governance, according to Article 270(2) and Article 310(20) of Decree No. 155/2020/NĐ-CP.	Comply	
5	To appoint a Person in charge of corporate governance as stipulated in Article 281(1) of Decree No. 155/2020/NĐ-CP.	Comply	
6	To conduct internal audits in accordance with the provisions of Article 10(1), Article 30 of Decree No. 05/2019/NĐ-CP.	Comply	
7	To promulgate the Regulation on the operation of the Board of Directors in accordance with the provisions of Article 278(4) and Article 310(20) of Decree No. 155/2020/NĐ-CP.	Comply	
8	To ensure the number of independent Board members as stipulated in Article 276(4) of Decree No. 155/2020/NĐ-CP.	Comply	
9	To ensure the number of non-executive members of the Board of Directors as stipulated in Article 276(2) of Decree No. 155/2020/NĐ-CP.	Comply	
10	The Chairman of the Board of Directors does not concurrently hold the position of Chief Executive Officer.	Comply	
11	Members of the Board of Directors concurrently serve as members of the Board of Directors in up to 05 other companies as stipulated in Article 275(3) of Decree No. 155/2020/NĐ-CP.	Comply	

No.	Criteria	Compliance status of HDBank	Notes
12	Meeting of the Board of Directors should be held least once a quarter as stipulated in Article 157 of the Enterprise Law 2020; Point c, Clause 3, Article 41 of the Securities Law, and Article 279(1) of Decree No. 155/2020/NĐ-CP.	Comply	
13	The Chief Executive Officer is a person without family relations to Management Officers, Supervisors of the Company and its parent company; representatives of state capital, representatives of capital of the enterprise in the Company and its parent company as regulated in Point b, Clause 5, Article 162 of the Enterprise Law 2020.	Comply	
14	The remuneration of members of the Board of Directors, the salary of the Chief Executive Officer, and other Management Officers comply with the provisions of Article 163(3) of the Enterprise Law 2020.	Comply	
15	To promulgate the Regulation on the operation of the Board of Supervisors according to Article 288(6) and Article 310(20) of Decree No. 155/2020/NĐ-CP.	Comply	
16	To ensure compliance with the minimum number of the Board of Supervisors members, which is 03 persons according to Article 286(1) of Decree No. 155/2020/NĐ-CP.	Comply	
17	To ensure that the number of the Board of Supervisors meetings is at least 02 times/year, as stipulated in Article 289(1) of Decree No. 155/2020/NĐ-CP.	Comply	
18	The Supervisor does not hold management positions in the company, as stipulated in Point d, Clause 1, Article 169 of the Enterprise Law 2020 and Article 286(2) of Decree No. 155/2020/NĐ-CP.	Comply	
19	The Supervisor is a person without family relations to the Board of Management, the Board of Directors, and other Management Officer as stipulated in Point c, Clause 1, Article 169 of the Enterprise Law 2020 and Article 286(2) of Decree No. 155/2020/NĐ-CP.	Comply	
20	The Supervisor does not work in the financial accounting department of the company or an independent auditing company in the previous 03 consecutive years, as stipulated in Point a, Clause 2, Article 286 of Decree No. 155/2020/NĐ-CP.	Comply	
21	The remuneration and operating expenses of the Inspection Committee comply with the provisions of Article 172(3) of the Enterprise Law 2020.	Comply	
22	To conduct transactions with related parties in compliance with the provisions of Article 167 of the Enterprise Law 2020 and Article 292, 293 of Decree No. 155/2020/NĐ-CP.	Comply	
23	To disclose the resolutions of the Shareholders' Meeting/Board of Directors when conducting transactions with related parties, reflecting these transactions in the financial reports and corporate governance reports.	Comply	

ASSESSMENT UNDER THE ASEAN CORPORATE GOVERNANCE SCORECARD

For optimal business performance, the Board of Directors of HDBank not only focuses on boosting business operations to increase revenue, reduce costs, and enhance profitability, but also concentrates on enhancing corporate governance capacity according to international standards, ensuring efficient utilization of all resources, creating long-term sustainable values, attracting and effectively utilizing investment capital, human resources, knowledge, and talents of the Bank.

Accordingly, the Bank has assessed the effectiveness of its corporate governance system under the ASEAN Corporate Governance Scorecard, focusing on 5 key areas: Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency, Role and Responsibilities of the Board of Directors.

✔ Tick mark - Compliance ○ Circle mark - Partial Compliance

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
A	The rights of shareholders			
A.1	Basic rights of shareholders			
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends? In case the company has offered Scrip dividend, did the company pay the dividend within 60 days.	✔	✔	In 2023, HDBank completed the dividend payment at a rate of 10% in cash and 15% in stock, in accordance with the resolution of the General Meeting of Shareholders (GMS).
A.2	The right to participate in decisions related to fundamental changes of the Company			
	Shareholders have the right to participate in:			
A.2.1	Shareholders have the right to participate in amending the Charter or equivalent corporate governance documents of the Company.	✔	✔	Stipulated in the Charter and the Internal Regulation on Corporate Governance of the Bank
A.2.2	Shareholders have the right to participate in voting on the issuance of additional shares.	✔	✔	Stipulated in the Charter and reflected in the documents of the General Meeting of Shareholders, collecting shareholders' written opinions.
A.2.3	Shareholders have the right to participate in the transfer of all or a significant portion of the Company's assets leading to the sale of the Company.	✔	✔	Stipulated in the Charter
A.3	The right to participate in and vote at the Shareholders' General Meeting, being informed about the regulations of the Shareholders' General Meeting, including voting procedures.			
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration or any increases in remuneration for non-Executive Board members?	✔	✔	Presented in the materials of the 2023 AGM published on the Bank's website and sent to each shareholder attending the meeting.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for the Board members?	✔	✔	Stipulated in the Charter and The Internal Regulation on Corporate Governance of the Bank
A.3.3	Does the company allow shareholders to elect Board members individually?	✔	✔	Stipulated in the Charter
A.3.4	Does the company disclose the voting procedures to be used before the start of meeting?	✔	✔	Published on the Bank's website before the start of meeting.
A.3.5	Does the minutes of latest AGM record that the shareholders were given the opportunity to ask questions?	✔	✔	Stated in the minutes of the 2023 AGM
A.3.6	Does the company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the latest AGM?	✔	✔	Stated in the latest minutes of counting shareholders' written votes
A.3.7	Does the company disclose the list of Board members attending the latest AGM?	✔	✔	Stated in the minutes of the 2023 AGM.
A.3.8	Does the company disclose that all Board members and the CEO attended the latest AGM?	✔	✔	The attendance of all Board members and the CEO at the latest AGM are stated in the minutes of the 2023 AGM.
A.3.9	Does the company allow absentee voting?	✔	✔	Stipulated in the Charter
A.3.10	Did the company vote by poll for all resolutions at the latest AGM?	✔	✔	Stated in the latest minutes of counting shareholders' written votes
A.3.11	Has the company disclosed the appointment of an independent party to count or validate votes at the latest AGM?	✔	✔	Stated in the minutes of the 2023 AGM.
A.3.12	Does the company publish the voting results for all resolutions in the latest AGM on the next working day?	✔	✔	The minutes of the 2023 AGM and the GMS's Resolutions were published on the Bank's website as required.
A.3.13	Does the company provide a minimum 21-day notice for the Annual/Extraordinary General Meeting of Shareholders?	✔	✔	Notice of the 2023 AGM and the 2023 AGM Materials were published on the website on March 31, 2023.
A.3.14	Does the company provide the rationale and explanation for each agenda item in the draft Resolution which requires shareholders' approval in the Notice of the AGM/ AGM Materials/ Draft or the reports attached?	✔	✔	Reflected in the 2023 AGM Materials.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
A.3.15	Does the company give the opportunity for shareholder to place item(s) on the agenda of AGM?	✓	✓	Stipulated in the Charter and The Internal Regulation on Corporate Governance of the Bank, accordingly shareholders shall vote to approve the agenda, they might pose questions to the Board of Directors and propose agenda items for the AGM. Such those questions, proposals were recorded in the minutes of the 2023 AGM
A.4 Effective and transparent corporate management				
A.4.1	In cases of mergers, acquisitions or takeovers requiring shareholders' approval, does the Board of Directors of the company appoint an independent party to evaluate the fairness of the transaction price?	✓	✓	Stipulated in the Charter.
A.5 The exercise of the rights of all shareholders, including institutional shareholders.				
A.5.1	Does the company publicly disclose policies/practices to encourage the participation of shareholders outside the AGM?	✓	✓	HDBank's Investor Relations activities always focus on promoting exchange between investors, shareholders and the Bank on a quarterly basis and according to actual activities throughout the year.
B EQUITABLE TREATMENT OF SHAREHOLDERS				
B.1 Shares and voting rights				
B.1.1	Do the company's ordinary shares have one vote for one share?	✓	✓	Stated in the Regulation on the organization of General Meeting at the Annual General Meeting of Shareholders.
B.1.2	Where the company has more than one class of shares, does the company publicize the voting rights attached to each class of shares	✓	✓	Stipulated in the Charter.
B.2 Notice of AGM				
B.2.1	Does each resolution in the latest AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	✓	✓	Reflected in the 2023 AGM Materials.
B.2.2	Were the notice and materials of the latest AGM fully translated into English and published on the same date as the local- language version?	✓	✓	The notice and materials of the latest AGM were published in both languages (Vietnamese - English).

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
B.2.3	Were the profiles of the candidates to the Board of Directors for election/re-election included?	✓	✓	HDBank publishes the profiles of the candidates to be elected/re-elected on the Bank's website.
B.2.4	Was the list of auditors for selection clearly identified?	✓	✓	Stated in the 2023 AGM Materials.
B.2.5	Are proxy forms for attending the AGM made easily available?	✓	✓	Proxy forms for attending the 2023 AGM are published on the Bank's website and sent to shareholders.
B.3 Insider trading and abusive self-dealing should be prohibited				
B.3.1	Does the company have policies or rules prohibiting Board members and employees to benefit from knowledge which is not generally available to the market?	✓	✓	Stipulated in the Charter, The Internal Regulation on Corporate Governance of the Bank, and other related documents.
B.3.2	Are Board members required to report their transactions of the Company stock within 3 business days?	✓	✓	HDBank commits to comply with the current disclosure regulations in the market.
B.4 Related party transactions by the Board of Directors and the Board of Management				
B.4.1	Does the company have a policy requiring Board members to disclose their related interests in transactions and any conflicts of interest with the company?	✓	✓	Stipulated in the Charter, The Internal Regulation on Corporate Governance of the Bank, and other related documents. HDBank commits to comply with the current information disclosure regulations in the market.
B.4.2	Does the company have a policy requiring a Committee consisting of independent Board members to review significant/important related-party transactions to determine whether they are in the best interests of the company and shareholders?	✓	✓	The Board of Supervisors supervises the governance and operations of the Board of Directors and the Board of Management.
B.4.3	Does the company have a policy requiring Board members to abstain from participating from the Board discussion on a particular agenda when they are conflicted?	✓	✓	Stipulated in the Charter, The Internal Regulation on Corporate Governance of the Bank.
B.4.4	Does the company have policies on loans to Board Members either forbidding this practice or ensuring that they are being conducted at arm's length basis and at market rates?	✓	✓	Stipulated in the Charter, The Internal Regulation on Corporate Governance of the Bank and other documents related to credit approval.
B.5 Protecting minority shareholders from abusive actions				
B.5.1	Does the company disclose that related-party transactions are conducted at arm's length basis and at market rates?	✓	✓	Stipulated in the Charter, ensuring compliance with legal regulations.
B.5.2	In case of related party transactions requiring shareholders' approval, are the decisions made by disinterested shareholders?	✓	✓	Stipulated in the Charter.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
C	ROLES OF STAKEHOLDERS			
C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected.			
C.1.1	Does the company promulgate regulations and execute specific activities to protect customers' interests?	✓	✓	HDBank has promulgated internal policies and emphasized enforcement activities to protect the interests of customers.
C.1.2	Does the company provide specific criteria for selection of suppliers?	✓	✓	Reflected in the Annual Report, Sustainability Report
C.1.3	Describing the company's efforts to ensure that its value chain is environmentally friendly or in consistent with the promotion of sustainable development?	✓	✓	HDBank consistently integrates sustainable development goals with the bank's development objectives, as shown in the Annual Report, Sustainability Report.
C.1.4	Describing the company's efforts in interacting with the community in which the company operates?	✓	✓	For many years, HDBank has fulfilled the Bank's responsibilities to social and community through various programs, as evidenced in the Annual Report and on the Bank's website.
C.1.5	Describing the company's anti-corruption programs and procedures?	✓	✓	Reflected in the Annual Report - Sustainability section - Legal Compliance. The Bank has established the anti-corruption and crime prevention steering committee with operating regulations set by the Board of Directors. The steering committee issues an anti-corruption program with specific content for each year. The Chief Executive Officer promulgates specific policies on anti-corruption and crime prevention.
C.1.6	Describing how how creditors' rights are safe-guarded?	✓	✓	HDBank always commits to fully comply with legal regulations in all activities, including regulations on capital safety, liquidity, and risk management. The Bank fulfills all disclosure obligations, including Financial Statements, Annual Reports, periodic disclosures before and after each bond issuance. Investor relations activities are always emphasized and serve as an useful channel for interacting with creditors.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
C.1.7	Does the company have a separate section/ report on its efforts related to environmental, economic, and social issues?	✓	✓	Reflected in the Annual Report, Sustainability Section.
C.2	Stakeholders' interests are protected by law and stakeholders should have opportunity to obtain effective redress for violation of their rights.			
C.2.1	Does the company provide contact information on its website or in the annual report that stakeholders can use to raise their concerns or complaints for possible violations of their rights?	✓	✓	Contact methods and hotlines are widely available on the media.
C.3	Performance-enhancing mechanisms for employee participation should be permitted to develop			
C.3.1	Does the company explicitly disclose the policies and practices on health, safety and welfare for employees?	✓	✓	Presented in the Annual Report and labor policies.
C.3.2	Does the company explicitly disclose the policies and practices on training and development programs for employees?	✓	✓	Presented in the Annual Report and training programs for employees. HDBank has developed, submitted to the GMS for approval and is implementing a stock issuance program under the 2023 Employee Stock Ownership Program.
C.3.3	Does the company have reward policies to boost the performance of the company in the long term rather than the short-term?	✓	✓	The Bank established a bonus program in accordance with the number of working year at HDBank.
C.4	Stakeholders, including individuals and organizations, are encouraged to voice their concerns about illegal or unethical practices to the Board of Directors			
C.4.1	Does the company have a Whistle-blowing Policy that includes procedures for employees and stakeholders to complain about illegal behavior, unethical practices, and provide detailed information on the company's website and in the Annual Report?	✓	✓	Reflected in the Annual Report, professional code of ethics, labor regulations, regulations on anti-corruption and crime prevention, and other relevant documents.
C.4.2	Does the company have policies or procedures to protect employees from retaliation for revealing illegal/ unethical behavior?	✓	✓	Reflected in professional code of ethics, labor regulations, regulations on anti-corruption and crime prevention, and other relevant documents.
D	DISCLOSURE AND TRANSPARENCY			
D.1	Transparent ownership structure			
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	✓	✓	Stated in the Annual Report and Corporate Governance Report.
D.1.2	Does the company disclose the direct and indirect shareholdings of major shareholders?	✓	✓	Stated in the Annual Report and Corporate Governance Report.
D.1.3	Does the company disclose the direct and indirect (deemed) shareholdings of the Board members?	✓	✓	Stated in the Annual Report and Corporate Governance Report.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
D.1.4	Does the company disclose the direct and indirect (deemed) shareholdings of the Board of Management?	✓	✓	Stated in the Annual Report and Corporate Governance Report.
D.1.5	Does the company disclose detailed information about parent companies, subsidiaries, affiliates, joint ventures, and Special Purpose Entities/ Vehicles (SPE)/(SPV)?	✓	✓	Stated in the Annual Report and Corporate Governance Report.
D.2 Quality of the Annual Report				
D.2.1	Company's objectives	✓	✓	Fully reflected in the Annual Report - General Information section.
D.2.2	Financial performance indicators	✓	✓	Fully reflected in the Annual Report - Business Results section
D.2.3	Non-financial performance indicators	✓	✓	Fully reflected in the Annual Report - Sustainability section.
D.2.4	Dividend policy	✓	✓	Fully reflected in the Annual Report - Corporate Governance section.
D.2.5	Biographical details of each Board member	✓	✓	Fully reflected in the Annual Report - Corporate Governance section.
D.2.6	Attendance details of each Board members in all Board meetings held.	✓	✓	Fully reflected in the Annual Report - Corporate Governance section.
D.2.7	Details of remuneration for each Board member	✓	✓	Fully reflected in the Annual Report - Corporate Governance and Financial Statements sections.
D.2.8	Does the Annual Report include a statement confirming the company's full compliance with the code of corporate governance, and where there is non-compliance, does it clearly identify and explain the reasons for each such issue?	✓	✓	Fully reflected in the Annual Report - Corporate Governance section.
D.3 Disclosure of Related Party Transactions				
D.3.1	Does the company disclose the policy on reviewing and approving significant related party transactions?	✓	✓	Stipulated in the Charter and The Internal Regulation on Corporate Governance of the Bank
D.3.2	Does the company disclose the names of related party, relationship, nature and value for each significant related party transaction?	✓	✓	Presented in documents disclosing information on related party transactions on the Bank's website.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
D.4 The Board members dealings in the company's shares.				
D.4.1	The company discloses transactions of the company shares conducted by Internal Persons of the company.	✓	✓	Disclosed on notice of transaction of the Company shares by Internal Persons on the Bank's website
D.5 Independent Auditor and Auditor Report				
D.5.1	Are the audit/non-audit service fees publicly disclosed?			
D.5.2	Is non-audit fee higher than audit fee?	✓	✓	
D.6 Communication media				
The company uses the following modes of communication:				
D.6.1	Quarterly reporting	✓	✓	HDBank quarterly updates business results and operations on the Bank's website in bilingual (Vietnamese - English), including: Updated business results, Financial statements, Press releases, presentation documents.
D.6.2	Company's website	✓	✓	Information about the Bank's activities is posted on the Website regularly in bilingual (Vietnamese - English) and some important information might be shown in Japanese.
D.6.3	Analyst's briefing	✓	✓	HDBank proactively works and provides information for domestic and foreign banks' analytical reports
D.6.4	Media briefings/ press conference	✓	✓	HDBank conducts activities to connect with investors, analysts and provides press releases to media periodically, ensuring transparent, timely and complete information.
D.7 Timely release of the annual financial statements				
D.7.1	Are the audited annual financial statements released within 120 days from the end of the fiscal year?	✓	✓	Fully comply with current regulations.
D.7.2	Is the annual report released within 120 days from the end of the fiscal year?	✓	✓	Fully comply with current regulations.
D.7.3	Is the true and fair presentation of the annual financial statements affirmed by the Board of Directors or other relevant officers of the company?	✓	✓	Fully comply with current regulations.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
D.8	The Company's website			
D.8.1	Financial statements (Last updated quarter)	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.8.2	Materials provided in briefings to analysts and media	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.8.3	Annual reports can be downloaded	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.8.4	Notice of the AGM or Extraordinary General Meeting of Shareholders	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.8.5	Minutes of the annual or extraordinary General Meeting of Shareholders	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.8.6	Company's constitution	✓	✓	Fully displayed on the Bank's Website - Investor section.
D.9	Investor Relations			
D.9.1	Does the company disclose the contact details of the Leader/Department responsible for Investor Relations?	✓	✓	Fully displayed in the Bank's Annual Report and Website - Investor Relation section
E	RESPONSIBILITY OF BOARD OF DIRECTORS			
E.1	Responsibility of Board of Directors			
	Clearly defined responsibilities of the Board of Directors and the Corporate Governance policy			
E.1.1	Does the company disclose the Corporate Governance policy/ Regulation on operations of the Board of Directors?	✓	✓	Fully presented in the Annual Report - Corporate Governance Section.
E.1.2	Are the types of decisions requiring the Board of Directors' approval disclosed?	✓	✓	Full disclosed on the Bank's website.
E.1.3	Are the roles and responsibilities of Board Members clearly defined?	✓	✓	Fully stated in the Charter and Annual Report - Corporate Governance Section.
E.1.4	Does the company disclose the latest vision and missions?	✓	✓	Fully presented in the Annual Report and on the Bank's website.
E.1.5	Does the Board of Directors play an important role in developing and reviewing the Company's strategies annually?	✓	✓	The roles and activities of the Board of Directors are fully demonstrated in the Annual Report - Corporate Governance Section.
E.1.6	Do Board members supervise/monitor the implementation of the Company's strategies?	✓	✓	The roles and activities of the Board of Directors are fully demonstrated in the Annual Report - Corporate Governance Section.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
E.2	Structure of Board of Directors			
E.2.1	Are details of the Code of Ethics or Conduct disclosed?	✓	✓	The Internal Regulation on Corporate Governance and Regulation on information disclosure are published on the Company's website.
E.2.2	Does the company announce that all members of the Board of Directors, Board of Management and employees are required to comply with the code?	✓	✓	Stipulated in the Internal Regulation on Corporate Governance and Regulation on information disclosure published on the Company's website.
E.2.3	Does the company disclose the process to implement and monitor compliance with the Code of Ethics or Conduct?	✓	✓	Stipulated in the Internal Regulation on Corporate Governance and Regulation on information disclosure published on the Company's website.
E.2.4	Do independent Board members account for at least 50% of the Board members?	⊙	⊙	The Board of Directors currently has 02 independent Board members, complying with the Law on Credit Institutions, the Law on Securities and current regulations.
E.2.5	Does the company have a term limit of 9 years or less or 2 terms of 5 years for independent Board Members?	✓	✓	Stipulated in the Charter and the Internal Regulation on Corporate Governance of the Bank
E.2.6	Has the Company set a maximum limit of 5 Board positions that an independent/non-executive Board Member can hold simultaneously at other Companies?	✓	✓	Stipulated in the Charter and the Internal Regulation on Corporate Governance of the Bank
E.2.7	Does the Company have any Executive Board Members serving on more than 2 Boards of Directors of listed companies outside the Group?	✓	✓	Not incurred
E.2.8	Does the company have a Human Resources Committee?	✓	✓	The Human Resources Committee was established under the Board of Directors.
E.2.9	Does the Human Resources Committee consist of a majority of independent Board Members?		⊙	Independent Board member is member of the Human Resources Committee and is responsible for providing constructive opinions on the Bank's policies on human resources, remuneration and bonuses.
E.2.10	Is the Chairperson of the Human Resources Committee an independent Board member?			
E.2.11	Does the company disclose the regulation on operation/governance structure/charter of the Human Resources Committee?	✓	✓	Stipulated in the Regulation on organization and operations of the Board of Directors.
E.2.12	Does the Human Resources Committee meet at least twice a year and are they publicly announced?	✓	✓	Stated in the Annual Report.
E.2.13	Does the company have the Remuneration Committee?	✓	✓	HDBank has established a Remuneration Subcommittee under the Human Resources Committee.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
E.2.14	Does the Remuneration Committee consist of a majority of independent Board Members?		⊙	Independent Board member is member of the Human Resources Committee and is responsible for providing constructive opinions on the Bank's policies on human resources, remuneration and bonuses.
E.2.15	Is the Chairperson of the Remuneration Committee an independent Board member?			
E.2.16	Does the company disclose the regulation on operation/governance structure/charter of the Remuneration Committee?	✓	✓	Stipulated in the Regulation on organization and operations of the Board of Directors.
E.2.17	Does the Remuneration Committee meet at least twice a year and are they publicly announced?	✓	✓	Stipulated in the Regulation on organization and operations of the Board of Directors.
E.2.18	Does the company have an Audit Committee?	✓	✓	HDBank operates under the model of the General Meeting of Shareholders, Board of Directors, Board of Supervisors, and Chief Executive Officer.
E.2.19	Does the Audit Committee consist entirely of non-executive Board members with a majority of independent Board Members?	✓	✓	The Board of Supervisors operates independently, supervising the activities of the Board of Directors and the Board of Management. Members of the Board of Supervisors do not hold management positions at HDBank.
E.2.20	Is the Chairperson of the Audit Committee an independent Board member?	✓	✓	The Chief of the Board of Supervisors operates independently from the Board of Directors.
E.2.21	Does the company disclose the regulation on operation/governance structure/charter of the Audit Committee?	✓	✓	Stated in the Annual report
E.2.22	Does at least one independent Board Member in the Committee have accounting expertise (professional qualifications or accounting experience)?	✓	✓	4/4 Members have accounting expertise and experience.
E.2.23	Does the Audit Committee meet at least 4 times a year and are they publicly announced?	✓	✓	Stated in the Annual Report.
E.2.24	Does the Audit Committee have the primary responsibility for making recommendations on the appointment and dismissal of the independent auditors?	✓	✓	Stated in the Annual Report.
E.3 Operating procedures of the Board of Directors				
E.3.1	Are Board meetings scheduled before the start of the financial year?	✓	✓	Stated in the Annual Report.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
E.3.2	Do Board members meet at least 6 times a year?	✓	✓	All Board members attended 05 Board meetings, participated in 1 workshop session on strategy held on October 2-3, 2023. In addition, Board Members also attend quarterly meetings of the Committees. Independent Board members have conducted 01 meeting to evaluate the activities of the Board of Directors in 2023 according to regulations.
E.3.3	Has each Board Member attended at least 75% of the Board meetings held during the year?	✓	✓	All Board Members attended 100% of the Board meetings held during the year.
E.3.4	Does the company require 2/3 Board members to attend meetings in which Board Resolutions are approved?	✓	✓	Stipulated in the Charter.
E.3.5	Did non-executive Board members of the Company meet at least once a year without the participation of Executive members?	✓	✓	7/7 Members of the HDBank's Board of Directors are non-executive.
E.3.6	Are Materials of the Board meetings provided to the Board of Directors at least 5 working days before the Board meetings?	✓	✓	Materials are provided at least 5 working days before the Board meetings.
E.3.7	Does the person in charge of corporate governance play an important role in supporting the Board of Directors in fulfilling their responsibilities?	✓	✓	Stipulated in the Charter and the Internal Regulation on Corporate Governance of the Bank.
E.3.8	Is the person in charge of corporate governance trained in legal, accounting or secretarial work? And does he/she accompany relevant departments?	✓	✓	The person in charge of corporate governance has sufficient relevant knowledge and experience.
E.3.9	Does the company disclose the criteria used in the selection of new Board Members?	✓	✓	Stipulated in the charter and regulations on nomination and candidacy to be the Board members.
E.3.10	Does the company disclose the process for appointing new Board Members?	✓	✓	Stipulated in the charter and regulations on nomination and candidacy to be the Board members.
E.3.11	Are Board members subject to re-election at least every 3 years or every 5 years for listed companies operating in countries where the law specifies a 5-year term?	✓	✓	Stipulated in the Charter
E.3.12	Does the company disclose policies/practices on remuneration for the Executive Board members and the Chief Executive Officer?	✓	✓	Stipulated in the Charter, The Internal Regulation on Corporate Governance of the Bank, the AGM Materials, and Annual Report.
E.3.13	Is the remuneration structure for non-executive Board members disclosed?	✓	✓	Stipulated in the Charter and published in the Financial Statements as prescribed by law.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
E.3.14	Do shareholders or the Board of Directors approve the remuneration of the Executive Board members?	✓	✓	The GMS approves remuneration norms and the Board of Directors stipulates in detail.
E.3.15	The company uses metrics to determine the	✓	✓	Stipulated in the Charter
E.3.16	performance-based remuneration of the	✓	✓	HDBank Internal Audit Department was established according to regulations of the State Bank of Vietnam
E.3.17	executive Board members and the Board of Management aligned with the long-term interests of the Company?	✓	✓	Stated in the Annual Report.
E.3.18	Does the company have a separate Internal Audit department?	✓	✓	The Board of Supervisors manages and directly directs activities of the Internal Audit Department.
E.3.19	Does the Company disclose the name of the Head of Internal Audit Department, or if outsourced, is the name of the external firm disclosed?	✓	✓	Stated in the Annual Report - Corporate Governance section.
E.3.20	Does the appointment and dismissal of the Internal Auditors require to be approved by the Audit Committee?	✓	✓	Stated in the Annual Report - Corporate Governance section.
E.3.21	Does the company have an internal control process/risk management system that is periodically reviewed for effectiveness?	✓	✓	Stated in the Annual Report.
E.3.22	Does the annual report disclose that Board members have reviewed the Company's key control points and risk management systems?	✓	✓	Stated in the Annual Report - Corporate Governance section.
E.4 Composition of the Board of Directors				
E.4.1	2 different people hold the positions of the Chairperson of the Board of Directors and the Chief Executive Officer?	✓	✓	Chairman of the Board of Directors does not concurrently hold the position of Chief Executive Officer.
E.4.2	Is the Chairperson an independent Board member?	✓	✓	The Chairman is an independent Board member
E.4.3	Is there any Board member who was previously the Chief Executive Officer of the Company in the last 2 years?	✓	✓	As of December 31, 2023, Mr. Pham Quoc Thanh is a Board member cum Chief Executive Officer.
E.4.4	Are the roles and responsibilities of the Chairperson of the Board of Directors disclosed?	✓	✓	Stipulated in the Charter and stated in the Annual Report.
E.4.5	Does at least 1 non-executive Board member have prior working experience in the major industry in which the Company is operating?	✓	✓	All Board members have experience in the finance and banking industry.
E.4.6	Does the company disclose a policy to diversify the composition of the Board of Directors?	✓	✓	Stated in the Annual Report.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
E.5 Performance of the Board of Directors				
E.5.1	Does the company have an orientation program for the new Board members?	✓	✓	Board members are fully updated and informed about the functions, duties, authorities and operations of the Board of Directors.
E.5.2	Does the company have a policy to encourage Board members to participate in continuing education or professional training programs?	✓	✓	Training programs to improve professional capacity are always provided by HDBank and all Board members are encouraged to attend.
E.5.3	Does the company disclose how members of the Board of Directors develop succession plans for the positions of Chairperson of the Board of Directors, Chief Executive Officer and key Management Officers?	✓	✓	Shown in the Internal Regulation on Corporate Governance of the Bank and the Bank's internal labor policies.
E.5.4	Does the Board of Directors conduct an annual performance assessment of the Chairperson of the Board of Directors/ Chief Executive Officer?	✓	✓	The performance of the Board of Directors, Chief Executive Officer and Board of Management is assessed annually.
E.5.5	Is an annual performance assessment conducted for the Board of Directors and does the company disclose the criteria and process for conducting the assessment?	✓	✓	The performance of the Board of Directors, Chief Executive Officer and Board of Management is assessed annually, stated in the Annual Report and Report on corporate governance.
E.5.6	Is an annual performance assessment conducted for each Board member and does the company disclose the criteria and process for conducting the assessment?	✓	✓	The performance of the Board of Directors is assessed annually, stated in the Annual Report and Report on corporate governance.
E.5.7	Are annual performance assessments conducted for the Committees and does the company disclose the criteria and process for conducting the assessment?	✓	✓	Stated in the Annual Report - Corporate Governance section.

BONUS SCORECARD

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
(B) A RIGHTS OF SHAREHOLDERS				
(B) A.1 Basic rights of shareholders				
(B) A.1.1	Does the company practice secure electronic voting in absentia at the AGM?	✓	✓	HDBank has submitted to the GMS for approval of the Regulation on the organization of the virtual General Shareholders' Meetings and e-voting.
(B) B EQUITABLE TREATMENT OF SHAREHOLDERS				
(B) B.1 Notice of the AGM				
(B) B.1.1	Does the company release the notice of the AGM as notified to the Stock Exchange, at least 28 days before the meeting date?	✓	✓	Notice of the 2023 AGM released on March 2, 2023.
(B) C ROLES OF STAKEHOLDERS				
(B) C.1 The rights of stakeholders that are established by law or through mutual agreements are to be respected				
(B) C.1.1	Does the company apply international standards to prepare the Sustainability Report?	⊙	⊙	The Sustainability Report has been prepared based on international standards (GRI, 17 sustainable development goals of the United Nations).
(B) D DISCLOSURE AND TRANSPARENCY				
(B) D.1 Quality of Annual Reports				
(B) D.1.1	Are the audited annual financial statements released within 60 days from the end of the fiscal year?	✓	✓	Audited financial statements are released in accordance with regulations.
(B) D.1.2	Does the company disclose detailed information about the Chief Executive Officer's remuneration?	✓	✓	Stated in the Annual Report and Financial Statements.
(B) E RESPONSIBILITY OF THE BOARD OF DIRECTORS				
(B) E.1 Capacity and diversity of the Board of Directors				
(B) E.1.1	Does the company have at least 1 female independent Board Member?	✓	✓	
(B) E.1.2	The company has a policy publishing measurement requirement for the diversity of Board Member and supervises the implementation progress and results?	✓	✓	The standards of members of the Board of Directors are specified in the Charter and Internal Regulation on corporate governance of the Bank

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
(B) E.2 Structure of the Board of Directors				
(B) E.2.1	Does the Human Resources Committee entirely consist of independent members of the Board of Directors?			
(B) E.2.2	Does the Human Resources Committee implement a process of identifying the quality of Board Members in consistent with the Company's strategic directions?	✓	✓	The Human Resources Committee advises the Board of Directors on human resources issues.
(B) E.3 Appointment and re-election of the Board of Directors				
(B) E.3.1	Does the Company use search firms or other independent sources of candidates when seeking candidates for Board Members?	✓	✓	Get consult from BCG in finding suitable candidates for the position of Independent Board Member.
(B) E.4 Structure and composition of the Board of Directors				
(B) E.4.1	Do independent non-executive Board members of the Board account for more than 50% of the Board members with the Chairperson being an independent Board member?	⊙	⊙	The Chairman of the Board of Directors is an independent Board member.
(B) E.5 Risk management				
(B) E.5.1	Does the Board of Directors describe the governance process around IT issues to ensure that all key risks are identified, managed and reported to the Board?	✓	✓	Stated in the Annual Report.
(B) E.6 Performance of the Board of Directors				
(B) E.6.1	Does the company have a separate Risk Management Committee?	✓	✓	Risk Management Committee under the Board of Directors.

PENALTY SCORECARD

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
(P) A RIGHTS OF SHAREHOLDERS				
(P) A.1 Basic rights of shareholders				
(P) A.1.1	The company fails or negligently fails to treat all shareholders in terms of share repurchases in a fair manner	✓	✓	No event occurred in 2023.
(P) A.2 The right to participate in decisions related to fundamental changes of the Company				
(P) A.2.1	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	✓	✓	No event occurred in 2023.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
(P) A.3	The right to participate in and vote at the Shareholders' General Meeting, being informed about the regulations of the Shareholders' General Meeting, including voting procedures			
(P) A.3.1	Has the Company included additional and unannounced agenda item into the notice of the Annual/ Extraordinary General Meeting?	✓	✓	Information is always published and notified to shareholders
(P) A.3.2	Did the Chairperson of the Board, Audit Committee Chairperson and Chief Executive Officer attend the latest AGM?	✓	✓	Fully attended
(P) A.4	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.			
(P) A.4.1	Shareholders Agreement?	✓	✓	No event occurred in 2023.
(P) A.4.2	Voting Cap?	✓	✓	No event occurred in 2023.
(P) A.4.3	Multiple Voting Rights?	✓	✓	No event occurred in 2023.
(P) A.5	Capital structures and arrangements that enable certain shareholders to obtain a degree of control disproportionate to their equity ownership should be disclosed.			
(P) A.5.1	Is a pyramid ownership structure and/ or cross holding structure apparent?	✓	✓	No event occurred in 2023.
(P) B	EQUITABLE TREATMENT OF SHAREHOLDERS			
(P) B.1	Insider trading and abusive self-dealing			
(P) B.1.1	Has there been any conviction of insider trading involving members of the Board of Directors, Board of Management and employees in the past three years?	✓	✓	No event occurred.
(P) B.2	Protecting minority shareholders from abusive action			
(P) B.2.1	Has there been any cases of non-compliance with the laws, rules and regulations pertaining to material related party transactions in the past three years?	✓	✓	No event occurred.
(P) B.2.2	Were there any related party transactions that can be classified as financial assistance to entities other than subsidiaries?	✓	✓	No event occurred.
(P) C	ROLES OF STAKEHOLDERS			
(P) C.1	The rights of stakeholders that are established by law or through mutual agreements are to be respected			
(P) C.1.1	Have there been any violations of any laws pertaining to labor/ employment/ consumer/ insolvency/ commercial/ competition or environmental issues?	✓	✓	No event occurred.
(P) C.2	The rights of stakeholders that are established by law or through mutual agreements are to be respected			
(P) C.2.1	Has the company faced any sanctions by regulators for failure to make announcements within the requisite time period for material events?	✓	✓	No event occurred.

No.	Criteria	Compliance status of HDBank		Assessment basis for 2023
		2022	2023	
(P) D	DISCLOSURE AND TRANSPARENCY			
(P) D.1	Sanctions from regulator on financial statements			
(P) D.1.1	Did the company receive a "qualified opinion" in the independent auditor's report?	✓	✓	No qualified opinion gave
(P) D.1.2	Did the company receive a "adverse opinion" in the independent auditor's report?	✓	✓	No adverse opinion gave
(P) D.1.3	Did the company receive a "disclaimer opinion" in the independent auditor's report?	✓	✓	No disclaimer opinion gave
(P) D.1.4	Has the company in the past year revised the financial statements for reasons other than changes in accounting policies?	✓	✓	No event occurred.
E	RESPONSIBILITY OF THE BOARD OF DIRECTORS			
(P) E.1	Compliance with current rules and regulations on listing			
(P) E.1.1	Is there any evidence that the company has not complied with any rules and regulations on listing over the past year other than those on information disclosure?	✓	✓	Fully complied
(P) E.1.2	Have there been any instances where non-executive Board members have resigned and raised any issues of governance-related concerns?	✓	✓	No event occurred.
(P) E.2	Structure of the Board of Directors			
(P) E.2.1	Does the Company have any independent Board members who have served for more than nine years or two terms of five years each in the same capacity?	✓	✓	No event occurred.
(P) E.2.2	Did the company fail to identify who are the independent Board member(s)?	✓	✓	No event occurred.
(P) E.2.3	Does the company have any independent/ non - executive Board members who serve on a total of more than five boards of publicly-listed companies?	✓	✓	No event occurred.
(P) E.3	Independent Auditor			
(P) E.3.1	Is any of the Board members or senior management officers a former employee or partner of the current independent auditor?	✓	✓	No event occurred.
(P) E.4	Structure and composition of the Board of Directors			
(P) E.4.1	Has the Chairperson of the Board been the Chief Executive Officer of the Company in the last three years?	✓	✓	No event occurred.
(P) E.4.2	Do independent non-executive Board members receive options or bonus shares?	✓	✓	No event occurred.

GOVERNANCE AND EXECUTIVE ORIENTATIONS FOR 2024 OF THE BOARD OF DIRECTORS

1

- ▶ To focus on directing HDBank's entire system to decisively, flexibly implement action plans in accordance with market developments, maximizing business advantages to achieve the growth targets set for 2024.
- ▶ The Board of Directors will closely coordinate with the Chief Executive Officer and the Board of Management to provide guidance and promptly address issues arising while performing business tasks.

2

- ▶ To accompany and support the Board of Management to implement transformation programs, enhancing the in such those programs as program sponsors participation of Professional Committees under the Board of Directors in such those programs as program sponsors.
- ▶ The Board members should perform their governance tasks with high responsibility, supporting the Board of Management in implementing key programs and projects with potential to directly and positively impact the Bank's performance according to strategic objectives.

3

- ▶ To continue directing HDBank's participation in the credit institutions restructuring program, ensuring benefits for HDBank in implementing project.

4

- ▶ To direct and support the Board of Management to quickly implement procedures to complete the plan on purchasing shares of a securities company for the purpose of turning such company into a subsidiary/affiliate of HDBank following the policy approved by the General Meeting of Shareholders, promoting the development of corporate financial advisory services and other financial services, contributing to increasing the value of HDBank's shares.

5

- ▶ To direct the improvement of processes, digitization of activities, intensifying customer attraction, promoting the offering of products and services via digital channels, enhancing the application of technology to handle internal processes in order to improve work efficiency and the competitiveness of products, services as well as HDBank brand in the market.

6

- ▶ To direct and support the Board of Management in enhancing capital mobilization activities to supplement long-term capital, preparing financial resources for strategic projects, adapting customers' borrowing demand and improving safety indicators; to direct the aggressive and effective implementation of the Plan on restructuring associated with handling non-performing loans for the 2021 - 2025 period, promoting the handling and recovery of non-performing loans, improving credit quality.

7

- ▶ To continue directing and supervising the research, amendment, and enhancement of mechanisms, policies, and internal regulations towards strong reform of regulations and procedures, creating favorable conditions for people and businesses to access bank capital, while improving the human resources quality and work efficiency.

8

- ▶ To properly organize well the periodical meetings of the General Meeting of Shareholders and the Board of Directors throughout the year.



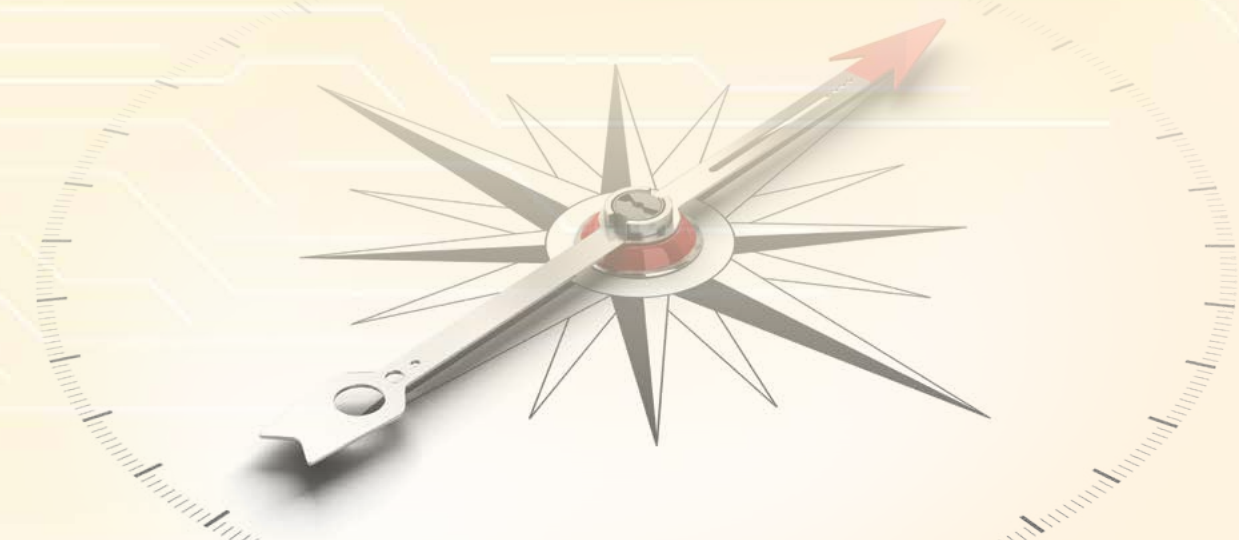
Chairman of the Board of Directors HDBank, Mr. Kim Byounggho

HDBank's Board of Directors always encourages and facilitates the Bank's leaders at all levels to participate in courses, discussions related to the Bank's governance under domestic and international standards. HDBank's Board members have participated in a number of seminars on corporate governance and have extensive experience in managing various economic organizations and credit institutions.

Mr. Kim Byounggho - Chairman, Independent Board Member has been granted a certificate in Corporate Governance following a course organized by SK Group.

The participation of the Board members in corporate governance programs in 2023:

Mr. Kim Byounggho - Chairman, Independent Board Member participated in training courses, High-Level Workshop on Corporate Governance for the Board Members and Directors Summit organized by SK Group - South Korea; Annual Forum 2023: Green Finance and E&S Governance organized by the Vietnam Institute of Directors (VIOD).



SHAREHOLDER AND INVESTOR RELATIONS

IMPRESSIVE FIGURES ON HDBANK SHARE PERFORMANCE AND INVESTOR RELATIONS IN 2023



Investor Conference, updating business results in 2023 and information on directions and prospects for 2024

46.4%

THE GROWTH RATE OF HDBANK'S MARKET CAPITALIZATION IN 2023

The strong and sustainable business growth, the attention and companionship of domestic and international investors and the positive results of shareholder and investor relations activities in recent years have contributed to elevating HDBank's position in the market. By the end of 2023, HDBank's market capitalization reached VND 58,719 billion, an increase of 46.4% YOY, placing the Bank among the top 5 companies in the VN30 basket with the strongest market capitalization growth rate.

25%

THE DIVIDEND RATIO THAT HDBANK SHAREHOLDERS RECEIVED IN 2023

Maintaining the tradition of regularly paying dividends at high rate, in 2023, HDBank completed dividend payments with a total ratio of 25% in cash and stocks in accordance with the resolution of the General Meeting of Shareholders. This is a high dividend ratio in the industry, indicating HDBank's high performance and HDBank's commitment to bringing the highest benefits to shareholders and investors.

54.3%

THE GROWTH RATE OF HDB SHARE PRICE IN 2023

Closing the session on December 29, 2023, HDB stock price was at VND 20,300/stock, marking an increase of 54.3% YTD. Despite market fluctuations, the growth rate of HDB stock price outperformed the market, being 4.3 times higher than the increase of the VN30 index (12.6%) and 4.5 times the increase of the VNIndex (12.2%).

Top 10

HDB IS AMONG THE TOP 10 STOCKS WITH THE LARGEST NET PURCHASES BY FOREIGN INVESTORS

Despite of the stock market fluctuations and strong net selling by foreign investors across the market in 2023, HDBank stocks still attracted significant net purchases from large and reputable foreign investment funds. With a net purchase of 39.3 million shares by foreign investors, HDB is among the Top 10 stocks with the largest net purchases by foreign investors on the HoSE in 2023, room for foreign investors has regularly been filled.

#1

HDBANK IS THE ONLY BANK SELECTED TO BE INCLUDED IN THE VN-DIAMOND INDEX BASKET

In October 2023, Ho Chi Minh City Stock Exchange announced that HDBank met all the criteria and was the only bank selected to be included in the VN-Diamond Index basket - a collection of 18 companies listed on the HoSE with good growth potential and high attractiveness to investors, meeting various criteria such as market capitalization, liquidity... Particularly, the key criteria for the attractiveness of VN Diamond is that selected stocks must have great appeal to foreign investors with the "foreign room" being filled at least 95%.

#5

TO BE HONORED FOR 5 CONSECUTIVE YEARS AT THE VIETNAM LISTED COMPANY AWARDS

The Vietnam Listed Company Awards (VLCA) is the largest annual event assessing the activities of listed companies, organized by Ho Chi Minh City Stock Exchange (HoSE), Hanoi Stock Exchange (HNX), and Vietnam Investment Review Magazine. In 2023, HDBank was honored in 2 important categories: awarded as "Listed large-cap company with the best annual report - Financial service industry" for the 5th consecutive year; recognized as "the listed company with the best organization of the AGM" in the first year the organizers evaluated and awarded this category. Furthermore, HDBank continued to be included in the VNSI (Vietnam Sustainable Index) basket, comprising 20 companies highly appreciated by HoSE for sustainability-related activities. These awards are evidence of the high appreciation of the organizers for HDBank in applying the best international standards on corporate governance, being transparent in all activities, and ensuring the highest interests of shareholders and investors.

SHAREHOLDER AND INVESTOR RELATIONS

Shareholder and investor relations have always been prioritized by HDBank, progressively professionalizing to bring the highest benefits to all stakeholders. The Bank always ensures full compliance with corporate governance regulations and endeavors to best meet the requirements of shareholders and investors for timely and comprehensive updates on activities, facilitating shareholders' rights exercise and contributing to the Bank's development.

With this direction, in recent years, HDBank has continuously innovated and improved investor relations activities. HDBank has been one of the pioneering listed companies to organize both online and offline AGM since 2021. Domestic and international shareholders can easily participate in the AGM and pose questions to the Bank's Board of Directors from any location. Voting and elections

have been conducted entirely online on mobile devices, with a friendly, easy-to-operate interface and highly secure. To support shareholders, HDBank has established an online support hotline to provide comprehensive and timely guidance from the date of publishing the AGM Materials until the end of the AGM. The AGM Materials as well as other documents subject to disclosure have always been fully prepared and published on time in both Vietnamese and English. In 2023, the Bank completed the dividend payment in cash and shares with a total ratio of 25% prior to the prescribed deadline.

HDBank's efforts have been recognized by shareholders, investors, and management authorities. At the 2023 Vietnam Listed Company Awards (VLCA) ceremony 2023, HDBank was honored as the listed company with the best organization of the AGM.

LAW-ABIDING, TRANSPARENT AND EFFECTIVE ELECTION PROCEDURES

1

Procedures for electing members of the Board of Directors, Board of Supervisors are always rigorously implemented by HDBank, ensuring compliance with the law and the Bank's Charter, while providing timely, transparent information to shareholders and investors.

2

At least 30 days before the AGM, the Board of Directors publishes information about the number of members expected to be elected and the required criteria of each position for shareholders to acknowledge information and exercise their rights to nominate or self-nominate candidates as regulated. Subsequently, the Board of Directors submits the list of candidates to be elected to the BOD and their profiles to the competent authorities for consideration and approval.

3

Information about candidates should be published on HDBank's website, Ho Chi Minh City Stock Exchange, and other media outlets for shareholders to review before making decisions. The voting, election, and vote counting process is clearly informed by the Bank, including voting and election guidelines published on the website before the AGM and clearly disseminated at the AGM. Election results are announced immediately upon the completion of the vote counting at the AGM in the presence of shareholders, management authorities, and independent auditors. After the AGM, resolutions and meeting minutes of the AGM are published within 24 hours of issuance, and HDBank reports information about elected members in compliance with the prescribed deadlines.

TRANSPARENT INFORMATION DISCLOSURE, OPEN COMMUNICATION WITH SHAREHOLDERS AND INVESTORS

HDBank not only fulfills responsibilities as a listed company but also always accompanies and supports investors and shareholders in timely and effectively accessing information about the Bank's activities. Shareholders can easily exercise their rights and contribute to HDBank's development through various communication channels such as on regular direct and online meetings, via emails, and contacting the Bank's hotline. Information disclosure activities always fully implemented in both Vietnamese and English in accordance with prescribed deadlines. All comments, questions, and requests from investors are comprehensively and promptly received and responded to by HDBank's Investor Relations department.

In 2023, HDBank has promoted interaction and communication with investors, shareholders on online platforms to better meet the requirements of shareholders and investors for diversifying information reception channels. At the same time, the HDBank increased the scale and frequency of participation in domestic and international investor engagement events, attracting the attention of over 9,000 investors. Such those efforts have been highly appreciated by investors and shareholders. According to the results of event quality surveys, "Good" and "Very good" responses averaged 94%.

Investors can update information about HDBank through various channels, including:



Ho Chi Minh City Stock Exchange website:

<https://www.hsx.vn/Modules/Listed/Web/SymbolView/706>



Official website of HDBank

<https://hdbank.com.vn/eng/investor>



HDBank hotline

1900 6060



Contacting the Investor Relations Department of the Bank:

Investor Relations Department - the BOD Office, Ho Chi Minh City Development Joint Stock Commercial Bank



Phone

+84 28 6291 5669 (Ext 1481)



Email

ir@hdbank.com.vn

In 2024, HDBank's investor relations activities will continue to be innovated and improved towards professionalizing and standardizing processes, actively researching and applying the best international practices in investor relations activities in order to create even better conditions for shareholders and investors to fully exercise their rights and obligations as prescribed, while contributing to enhancing the reputation and position of HDBank.

HDB stock price developments in 2023:



THE MARKET PRICE OF HDB STOCK (ADJUSTED FOR STOCK SPLIT)



increased by
54.3%
in 2023.

HISTORY OF DIVIDEND PAYMENTS

Actual payment time	2018	2019	2020	2021	2022	2023
1. Ratio of dividend payment to charter capital	13%	10%	50%	25%	25%	25%
2. Ratio of bonus shares issued to charter capital	-	20%	15%	-	-	-
Total	13%	30%	65%	25%	25%	25%
Payment method	In cash	By shares	By shares	By shares	By shares	In cash: 10% By shares: 15%

The issuance of shares to pay dividends and bonus shares for the year 2019 was implemented in 2020 in accordance with Resolution No. 09/2020/NQ-DHDCD of the General Meeting of Shareholders dated June 13, 2020.

INVESTOR RELATIONS EVENTS IN 2023

Time	Event	Detail
January 12, 2023	Corporate Access Week event organized by SSI Securities Corporation.	Investment conference organized by SSI Securities Corporation to connect international investment funds and listed companies in Vietnam.
February 10, 2023	HDBank's Investor Conference on announcing Q4 2022 business performance.	To update domestic and international individual investors, investment funds and financial institutions on HDBank's 2022 business performance and plans for 2023.
February 16, 2023	Investor conference [SSI x CITI] VIETNAM C-SUITE FORUM 2023.	Investment conference organized by Citigroup in collaboration with SSI Securities Corporation to connect senior leaders of Vietnamese listed companies and large international investment funds.
March 01, 2023	"Vietnam Access Day 2023" investment conference.	Investment conference organized by Viet Capital Securities JSC to connect international investment funds and listed companies in Vietnam.
March 06-07, 2023	The 17 th Annual One on One Conference organized by EFG Hermes in Dubai.	To connect leading reputable investment organizations in Europe, the Middle East, Asia, and America.
April 26, 2023	2023 AGM	The 2023 business plan with high growth targets in both scale and quality was approved at HDBank's 2023 AGM.
May 09, 2023	HDBank's Investor Conference on announcing Q1 2023 business performance.	To update domestic and international individual investors, investment funds and financial institutions on HDBank's Q1 2023 business performance.
May 22-23, 2023	Meeting with investors in Singapore.	To update shareholders and investors in Singapore HDBank's Q1 2023 performance
May 29-30, 2023	Meeting with investors in Hong Kong.	To update shareholders and investors in Hong Kong HDBank's Q1 2023 performance.
June 14- 15, 2023	EMERGING VIETNAM 2023 Investor Conference event organized by HSC.	Emerging Vietnam is an annual event organized by HSC with the goal of creating a bridge between leading Vietnamese companies and the international investors from the United States, Europe, Japan, Singapore, Hong Kong, Korea and Thailand.
August 08, 2023	"Q2 Update Tour" investment conference organized by Viet Capital Securities JSC.	To connect international investment funds and listed companies in Vietnam.
August 08, 2023	HDBank's Investor Conference on announcing Q2 2023 business performance.	To update domestic and international individual investors, investment funds and financial institutions on HDBank's Q3 2023 business performance.
August 29, 2023	Event [GOLDMAN SACHS x SSI] 2023 VIETNAM CORPORATE DAY	To connect international investors with listed companies in Vietnam.
November 01, 2023	Emerging & Frontier Markets Virtual Investor Conference	Investment conference organized by SSI in collaboration with Auerbach Grayson to connect international investment funds.
November 08, 2023	HDBank's Investor Conference on announcing Q3 business performance	To update domestic and international individual investors, investment funds and financial institutions on HDBank's Q3 2023 business performance.

INFORMATION ABOUT SHAREHOLDER STRUCTURE, SHARES, AND STOCK PRICES

SHARES

The total ordinary shares of HDBank as of December 29, 2023 was 2,907,632,132 shares, equivalent to the charter capital of VND 29,076,321,320,000, including:



OUTSTANDING SHARES

2,892,550,610

shares



TREASURY SHARES

15,081,522

shares



UNRESTRICTED SHARES

2,684,696,648

shares



RESTRICTED SHARES

222,935,484

shares

HDBank shares are not traded in foreign countries and territories

In 2023, the Bank did not repurchase shares issued as treasury shares.

SHAREHOLDER STRUCTURE AS OF DECEMBER 29, 2023

HDBank's shareholder structure according to the percentage of ownership (major shareholders - owning equal to or greater than 5% of voting share capital, minor shareholders):

No.	Subject	Number of shareholders	Number of shares owned	Ownership percentage
1	Major shareholders (*)	1	417,744,361	14.37%
2	Minor shareholders	20,079	2,489,887,771	85.63%
Total		20,080	2,907,632,132	100.00%

(*) Sovico Holdings Joint Stock Company is the only major shareholder of HDBank with an ownership percentage of 14.37% of the Bank's voting share capital. All other shareholders own less than 5% of HDBank's.

OWNERSHIP STRUCTURE BY TYPE OF SHAREHOLDERS

No.	Type of shareholders	Number of shares	Ownership percentage	Number of shareholders	Structure of shareholders (*)	
					Organization	Individual
1	State-owned shareholders	89,318,653	3.07%	6	6	0
2	Major shareholders	417,744,361	14.37%	1	1	-
3	The Bank's Labour Union	724,146	0.02%	1	1	-
4	Treasury shares	15,081,522	0.52%	1	1	-
	Other shareholders	2,384,763,450	82.02%	20,071	230	19,841
5	<i>Domestic</i>	<i>1,815,822,970</i>	<i>62.45%</i>	<i>19,404</i>	<i>113</i>	<i>19,291</i>
	<i>Foreign</i>	<i>568,940,480</i>	<i>19.57%</i>	<i>667</i>	<i>117</i>	<i>550</i>
TOTAL		2,907,632,132	100%	20,080	239	19,841
In which:						
	<i>Domestic</i>	<i>2,338,691,652</i>	<i>80.43%</i>	<i>19,413</i>	<i>122</i>	<i>19,291</i>
	<i>Foreign</i>	<i>568,940,480</i>	<i>19.57%</i>	<i>667</i>	<i>117</i>	<i>550</i>

HISTORY OF CHARTER CAPITAL INCREASE

Time	Charter capital after the increase (VND billion)	Charter capital increased in the period (VND billion)	Notes
February 1989	3	0	The initial charter capital
June 1992	5	2	Issuance of additional shares to existing shareholders
October 1993	10	5	Issuance of additional shares to existing shareholders
April 1994	22	12	Issuance of additional shares to existing shareholders
January 1998	42	20	Issuance of additional shares to existing shareholders
August 1998	50	8	Issuance of additional shares to existing shareholders
February 1999	60	10	Issuance of additional shares to existing shareholders
June 2002	70	10	Private issuance of shares
December 2004	150	80	Issuance of additional shares to existing shareholders
August 2005	200	50	Issuance of additional shares to existing shareholders
December 2005	300	100	Issuance of additional shares to existing shareholders
December 2006	500	200	Issuance of additional shares to existing shareholders
November 2007	1,000	500	Issuance of additional shares to existing shareholders and employees

Time	Charter capital after the increase (VND billion)	Charter capital increased in the period (VND billion)	Notes
October 2008	1,550	550	Issuance of additional shares to existing shareholders and employees
August 2010	2,000	450	Issuance of additional shares to existing shareholders and employees
January 2011	3,000	1,000	Issuance of additional shares to existing shareholders and employees
June 2012	5,000	2,000	Issuance of additional shares to existing shareholders and employees
December 2013	8,100	3,100	To increase capital due to the merger of Dai A Commercial Joint Stock Bank in to HDBank
October 2017	8,829	729	Issuance of shares to pay dividends and issuance of shares to increase capital from owners' capital
December 2017	9,810	981	Private issuance of shares
October 2020	12,708	2,898	Issuance of shares to pay dividends and issuance of bonus shares from owners' capital
December 2020	16,089	3,381	To issue shares to pay dividends
October 2021	20,073	3,984	To issue shares to pay dividends
July 2022	20,273	200	Issuance of ESOP shares to employees
November 2022	25,303	5,030	Issuance of shares to pay dividends
July 2023	29,076	3,773	Issuance of shares to pay dividends