


ASSESSMENT USING THE ASEAN CORPORATE GOVERNANCE SCORECARD











For optimal business performance, HDBank’s Board of Directors not only focuses on driving business operations to increase revenue, reduce costs, and boost profits, but also emphasizes improving corporate governance capacity in line with international practices, thereby ensuring the effective deployment of all corporate resources to creat long-term sustainable values, attract and efficiently manage investment capital, human resources, intellectual assets, and financial capabilities.



























For five consecutive years, HDBank has conducted assessments of our corporate governance performance under the ASEAN Corporate Governance Scorecard, focusing on five key areas: Rights of Shareholders, Equitable Treatment of Shareholders, Role of Stakeholders, Disclosure and Transparency, and Role and Responsibilities of the Board of Directors. Assessment results indicate that HDBank has made significant progress in meeting the criteria of the ASEAN Scorecard, reflecting a strong commitment to leading corporate governance standards.

In 2024, HDBank has enhanced the disclosure practices related to the Independent Audit and Audit Report, specifically detailing audit and non-audit service fees, while ensuring a high level of commitment to preserving the independence of the audit firm in its audit of the Bank’s financial statements for the fiscal year ending December 31, 2024.

Regarding the number of independent Board members and the Board’s committees, the Bank fully complies with the current Law on Credit Institutions and the Law on Securities, as well as with high industry standards. HDBank’s Board of Directors includes two independent members who do not own the Bank’s share and possess diverse experience in international and regional markets, ensuring independent perspectives and valuable contributions to the Bank’s development.

 Tuân thủ
 Tuân thủ một phần

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
A	RIGHTS OF SHAREHOLDERS			
A.1	Basic shareholder rights			
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 GMS for final dividends? In the case of Scrip dividends, will the Company complete the process within 60 days?			In 2024, HDBank successfully completed the dividend payment of 10% in cash and 20% in shares in accordance with the resolutions of the GMS.
A.2	The right to participate in decisions concerning fundamental corporate changes			
	Do shareholders have the right to participate in:			
A.2.1	Amendments to the Company’s constitution?			This is stipulated in the Charter and Internal Regulation on Bank Governance.
A.2.2	The authorization of additional shares?			This is stipulated in the Charter and reflected in the GMS Materials, including shareholders’ opinions collected in writing.
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the Company?			This is stipulated in the Charter.
A.3	Right to participate effectively in and vote in the GMS and should be informed of the rules, including voting procedures, that govern general shareholder meetings			
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration or any increases in remuneration for the non-executive Board Members?			This is demonstrated in the Materials of the 2024 Annual General Meeting of Shareholders (fiscal year 2023), which were posted on the bank’s website and sent to each shareholder attending the meeting.

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A.3.2	Does the Company provide non-controlling shareholders a right to nominate candidates for the Board of Directors?			This is stipulated in the Charter and Internal Regulation on Bank Governance.
A.3.3	Does the Company allow shareholders to elect Board Members individually?			This is stipulated in the Charter.
A.3.4	Does the Company disclose the voting procedures used before the start of the meeting?			The procedures are posted on the bank’s website before the meeting.
A.3.5	Do the Minutes of the most recent GMS record that the shareholders were given the opportunity to ask questions?			This is recorded in the Minutes of the 2024 Annual General Meeting of Shareholders (fiscal year 2023).
A.3.6	Does the Company disclose the voting results including approving, dissenting, and abstaining votes for all resolutions/each agenda item for the most recent GMS?			This is stated in the latest minutes of counting shareholders’ written votes.
A.3.7	Does the Company disclose the list of Board Members who attended the most recent AGM?			This is recorded in the Minutes of the 2024 Annual General Meeting of Shareholders (fiscal year 2023).
A.3.8	Does the Company disclose that all Board Members and the CEO attended the most recent AGM?			All Board Members and the Chief Executive Officer fully attended the most recent Annual General Meeting of Shareholders, as recorded in the Minutes of the 2024 Annual General Meeting of Shareholders.
A.3.9	Does the Company allow voting in absentia?			This is stipulated in the Charter.
A.3.10	Did the Company vote by poll for all resolutions at the most recent GMS?			This is stated in the latest minutes of counting shareholders’ written votes.
A.3.11	Does the Company disclose that it has appointed an independent party to count or validate the votes at the AGM?			This is disclosed in the Minutes of the 2024 Annual General Meeting of Shareholders (fiscal year 2023).
A.3.12	Does the Company make publicly available by the next working day the result of the votes taken during the most recent GMS for all resolutions?			They are made publicly available in the Minutes of the 2024 Annual General Meeting of Shareholders and the Resolutions of the General Meeting of Shareholders, which are posted on the bank’s website in accordance with regulations.
A.3.13	Does the Company provide at least 21 days’ notice for all AGMs and EGMs?			This is demonstrated by the Notice of Invitation to the 2024 Annual General Meeting of Shareholders and the Materials of the 2024 Annual General Meeting of Shareholders, which were posted on the bank’s website on April 4, 2024.
A.3.14	Does the Company provide the rationale and explanation for each agenda item which require shareholders’ approval in the Notice of the GMS/GMS Materials/Draft or the reports attached?			They are provided in the Materials of the 2024 Annual General Meeting of Shareholders.

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A.3.15	Does the Company give the opportunity for shareholders to place item(s) on the agenda of the AGM?	✓	✓	This is stipulated in the Charter and Internal Regulation on Bank Governance, allowing shareholders to vote on the agenda, direct questions to the Board of Directors, and suggest agenda items.  Proposals are recorded in the Minutes of the 2024 Annual General Meeting of Shareholders.
<b>A.4 Efficient and transparent corporate management</b>				
A.4.1	In cases of mergers, acquisitions and/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?	✓	✓	This is stipulated in the Charter.
<b>A.5 The exercise of ownership rights by all shareholders, including institutional investor</b>				
A.5.1	Does the Company disclose its policies/practices to encourage shareholders to engage with the Company beyond general meetings?	✓	✓	HDBank's Investor Relations activities prioritize fostering engagement between investors, shareholders, and the bank through quarterly exchanges and other activities throughout the year.
<b>B EQUITABLE TREATMENT OF SHAREHOLDERS</b>				
<b>B.1 Shares and voting rights</b>				
B.1.1	Does each common share of the Company carry one vote?	✓	✓	This is specified in the Regulation on the Organization of the General Meeting of Shareholders 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?	✓	✓	This is stipulated in the Charter.
<b>B.2 Notice of the AGM</b>				
B.2.1	Does each of the resolutions tabled at the most recent AGM deal with only one item, i.e., there is no bundling of several items into the same resolution?	✓	✓	Shown in the Materials of the 2024 Annual General Meeting of Shareholders (fiscal year 2023).
B.2.2	Are the Company's Notice and Materials of the most recent AGM fully translated into English and published on the same date as the local-language version?	✓	✓	The Materials of the 2024 Annual General Meeting of Shareholders (fiscal year 2023) are published in two languages (Vietnamese - English).
B.2.3	Are the profiles of the candidates to the Board of Directors for election/re-election included?	✓	✓	HDBank discloses the profiles of candidates to be elected/re-elected on the bank's website.
B.2.4	Are the auditors seeking appointment/re-appointment clearly identified?	✓	✓	Shown in the Materials of the 2024 Annual General Meeting of Shareholders (fiscal year 2023).

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B.2.5	Were the proxy documents for attending the AGM made easily available?	✓	✓	The proxy documents for the 2024 Annual General Meeting of Shareholders (fiscal year 2023) is publicly available on the bank's website and has been sent to shareholders.
<b>B.3 Insider trading and abusive self-dealing</b>				
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?	✓	✓	This is stipulated in the Charter, Internal Regulation on Bank Governance, and other relevant documents.
B.3.2	Are the Board Members required to report their dealings in company shares within 3 business days?	✓	✓	HDBank is committed to complying with the prevailing information disclosure regulations in the market.
<b>B.4 Related party transactions by the Board of Directors and the Board of Management</b>				
B.4.1	Does the Company have a policy requiring Board Members to disclose their interest in transactions and any other conflicts of interest with the Company?	✓	✓	This is stipulated in the Charter, Internal Regulation on Bank Governance, and other relevant documents. HDBank is committed to complying with the prevailing 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/material related-party transactions (RPTs) to determine whether they are in the best interests of the Company and shareholders?	✓	✓	The Board of Supervisors oversees the governance and management 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 in the Board's transaction discussions when they are conflicted?	✓	✓	This is stipulated in the Charter and Internal Regulation on Bank Governance.
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?	✓	✓	This is stipulated in the Charter, Internal Regulation on Bank Governance, and other relevant credit-granting documents.
<b>B.5 Protecting minority shareholders from abusive actions</b>				
B.5.1	Does the Company disclose that RPTs are conducted in such a way to ensure that they are fair and at arms' length?	✓	✓	This is stipulated in the Charter and complies with legal regulations.
B.5.2	In case of related party transactions requiring shareholders' approval, is the decision made by disinterested shareholders?	✓	✓	This is stipulated in the Charter.



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<b>C</b>	<b>ROLE OF STAKEHOLDERS</b>			
<b>C.1</b>	<b>The rights of stakeholders that are established by law or through mutual agreements are to be respected</b>			
C.1.1	Does the Company disclose a policy and practices that address the existence and scope of the Company's efforts to address customers' welfare?	✓	✓	HDBank issues internal regulations and actively implements initiatives to address customers' welfare.
C.1.2	Does the Company disclose a policy and practices that address supplier/contractor selection procedures?	✓	✓	This information is disclosed in the Annual Report and Sustainability Report.
C.1.3	Does the Company disclose a policy and practices that address the Company's efforts to ensure that its value chain is environmentally friendly or is consistent with promoting sustainable development?	✓	✓	HDBank integrates sustainable development goals with our overall business strategy, as outlined in the Annual Report and Sustainability Report.
C.1.4	Does the Company disclose a policy and practices that address the Company's efforts to interact with the communities in which they operate?	✓	✓	HDBank consistently fulfills our social and community responsibilities through various initiatives, as outlined in the Annual Report and on the bank's website.
C.1.5	Does the Company disclose a policy and practices that address the Company's anti-corruption programs and procedures?	✓	✓	HDBank's anti-corruption efforts are detailed in the Annual Report under the Sustainable Development - Legal Compliance section.  The Bank has established a steering committee for anti-corruption and crime, operating under regulations set by the Board of Directors. The committee issues an anti-corruption program with specific annual agendas.  While the Chief Executive Officer promulgates detailed regulations on anti-corruption and crime prevention.

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C.1.6	Does the Company disclose a policy and practices that address how creditors' rights are safeguarded?	✓	✓	HDBank is committed to full compliance with legal regulations, ensuring capital adequacy, liquidity, and risk management.  We fulfill our information disclosure obligations through financial statements, annual reports, and periodic disclosures before and after each bond issuance.  Additionally, investor relations activities are emphasized and serve as an essential communication channel for creditors.
C.1.7	Does the Company have a separate report/section that discusses its efforts on environment/economy and social issues?	✓	✓	This information is detailed in the Sustainability Report.
<b>C.2</b>	<b>Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights</b>			
C.2.1	Does the Company provide contact details via the Company's website or Annual Report which stakeholders can use to voice their concerns or complaints for possible violation of their rights?	✓	✓	Contact methods and hotlines are widely available across various media channels.
<b>C.3</b>	<b>Mechanisms for employee participation should be permitted to develop</b>			
C.3.1	Does the Company explicitly disclose the policies and practices on health, safety and welfare for its employees?	✓	✓	These policies are detailed in the Annual Report and employee policies.
C.3.2	Does the Company explicitly disclose the policies and practices on training and development programs for its employees?	✓	✓	They are detailed in the Annual Report and employee training programs.
C.3.3	Does the Company have a reward/compensation policy that accounts for the performance of the Company beyond short-term financial measures?	✓	✓	HDBank has developed and implemented a stock issuance program under the Employee Stock Option Program, approved by the GMS.  Additionally, the bank has a reward program based on employees' years of service.
<b>C.4</b>	<b>Stakeholders, including individual employee and their representative bodies, should be able to freely communicate their concerns about illegal or unethical practices to the board</b>			
C.4.1	Does the Company have a whistle blowing policy which includes procedures for complaints by employees and other stakeholders concerning alleged illegal and unethical behavior and provide contact details via the Company's website or annual report?	✓	✓	This is detailed in the Annual Report, codes of conduct, internal labor regulations, anti-corruption and crime regulations, and other relevant documents.

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C.4.2	Does the Company have a policy or procedures to protect an employee/person who reveals alleged illegal/unethical behavior from retaliation?	✓	✓	This is outlined in the codes of conduct, internal labor regulations, anti-corruption and crime regulations, and other relevant documents.
<b>D DISCLOSURE AND TRANSPARENCY</b>				
<b>D.1 Transparent ownership</b>				
D.1.1	Does the information on shareholdings reveal the identity of beneficial owners, holding 5% shareholding or more?	✓	✓	This information is provided in the Annual Report and the Corporate Governance Report.
D.1.2	Does the Company disclose the direct and indirect (deemed) shareholdings of major and/or substantial shareholders?	✓	✓	This information is provided in the Annual Report and the Corporate Governance Report.
D.1.3	Does the Company disclose the direct and indirect (deemed) shareholdings of Board Members?	✓	✓	This information is provided in the Annual Report and the Corporate Governance Report.
D.1.4	Does the Company disclose the direct and indirect (deemed) shareholdings of the Board of Management?	✓	✓	This information is provided in the Annual Report and the Corporate Governance Report.
D.1.5	Does the Company disclose details of the parent/holding company, subsidiaries, associates, joint ventures and special purpose enterprises/vehicles (SPEs)/(SPVs)?	✓	✓	This information is provided in the Annual Report and the Corporate Governance Report.
<b>D.2 Quality of the Annual Report</b>				
D.2.1	Corporate objectives	✓	✓	They are fully documented in the Annual Report - General Information section.
D.2.2	Financial performance indicators	✓	✓	They are fully documented in the Annual Report - Performance section.
D.2.3	Non-financial performance indicators	✓	✓	They are fully documented in the Annual Report - Sustainable Development section.
D.2.4	Dividend policy	✓	✓	They are fully documented in the Annual Report - Corporate Governance section.
D.2.5	Biographical details of Board Members	✓	✓	They are fully documented in the Annual Report - Corporate Governance section.
D.2.6	Attendance details of each Board Member in all Board meetings held	✓	✓	They are fully documented in the Annual Report - Corporate Governance section.

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D.2.7	Details of remuneration for each Board Member	✓	✓	They are fully documented in the Annual Report - Corporate Governance and Financial Statements sections.
D.2.8	Does the Annual Report contain a statement confirming the Company's full compliance with the code of corporate governance and where there is noncompliance, identify and explain reasons for each such issue?	✓	✓	They are fully documented in the Annual Report - Corporate Governance section.
<b>D.3 Disclosure of related party transactions (RPT)</b>				
D.3.1	Does the Company disclose its policy covering the review and approval of material RPTs?	✓	✓	This is stipulated in the Charter and Internal Regulation on Governance.
D.3.2	Does the Company disclose the name, relationship, nature and value for each material RPTs?	✓	✓	This information is available in the disclosure documents on related party transactions posted on the bank's website.
<b>D.4 Board Members' dealings in shares of the Company</b>				
D.4.1	Does the Company disclose trading in the Company's shares by insiders?	✓	✓	This information is posted in the disclosures on insider share trading available on the bank's website.
<b>D.5 External auditor and auditor report</b>				
D.5.1	Are the audit and non-audit fees disclosed?		✓	Audit service fees 2024: VND 2,950,000,000
				Non-audit service fees 2024: VND 2,660,296,296
D.5.1	Are the audit and non-audit fees disclosed?		✓	Non-audit services were performed within the framework of consulting on the Bank's strategic projects, such as: Consulting on the development of the Sustainability Report, consulting on ESG governance systems,... All non-audit items were subject to engagement letters to ensure that they would not reduce/affect the independence of the audit firm in performing the audit of the financial statements for the year ended December 31, 2024.
D.5.2	Does the non-audit fee exceed the audit fees?	✓	✓	2023: Non-audit service fees were lower than audit service fees 2024: Non-audit service fees were lower than audit service fees



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<b>D.6</b>	<b>Medium of communications</b>			
	<b>Does the Company use the following modes of communication?</b>			
D.6.1	Quarterly reporting	✓	✓	We update our business and operational performance quarterly on our website in bilingual (Vietnamese - English), including Business updates, Financial statements, Press releases, presentation documents.
D.6.2	Company website	✓	✓	Information about the bank's activities is regularly posted on the website in bilingual (Vietnamese - English), and some important information in Japanese.
D.6.3	Analyst's briefing	✓	✓	HDBank proactively works and provides information for analytical reports on domestic and foreign banks.
D.6.4	Media briefings/press conferences	✓	✓	HDBank conducts activities to contact investors and analysts and provide press releases to the media periodically, ensuring transparent, timely and complete information.
<b>D.7</b>	<b>Timely release of the annual financial statements</b>			
D.7.1	Are the audited annual financial report/statement released within 120 days from the financial year end?	✓	✓	They are disclosed in full compliance with applicable regulations.
D.7.2	Is the annual report released within 120 days from the financial year end?	✓	✓	They are disclosed in full compliance with applicable 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?	✓	✓	They are disclosed in full compliance with applicable regulations.
<b>D.8</b>	<b>Company website</b>			
D.8.1	Financial statements/reports (latest quarterly)	✓	✓	They're fully posted on the bank's website - Investor Relations section.
D.8.2	Materials provided in briefings to analysts and media	✓	✓	They're fully posted on the bank's website - Investor Relations section.
D.8.3	Downloadable Annual Report	✓	✓	They're fully posted on the bank's website - Investor Relations section.
D.8.4	Notice of AGM or EGM	✓	✓	They're fully posted on the bank's website - Investor Relations section.
D.8.5	Minutes of AGM or EGM	✓	✓	They're fully posted on the bank's website - Investor Relations section.
D.8.6	Company's constitution	✓	✓	They're fully posted on the bank's website - Investor Relations section.
<b>D.9</b>	<b>Investor relations</b>			
D.9.1	Does the Company disclose the contact details of the officer/office responsible for investor relations?	✓	✓	They are fully disclosed in the Annual Report and on the bank's website under the Investor Relations section.

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<b>E</b>	<b>BOARD DUTIES AND RESPONSIBILITIES</b>			
<b>E.1</b>	<b>Board duties</b>			
	<b>Clearly defined Board responsibilities and corporate governance policy</b>			
E.1.1	Does the Company disclose its Corporate Governance Policy/Board Charter?	✓	✓	It is fully disclosed in the Annual Report - Corporate Governance section.
E.1.2	Are the types of decisions requiring Board Members' approval disclosed?	✓	✓	They are fully disclosed on the bank's website.
E.1.3	Are the roles and responsibilities of the Board Members clearly stated?	✓	✓	They are fully documented in the Charter and the Annual Report - Corporate Governance section.
E.1.4	Does the Company have an updated vision and mission statement?	✓	✓	It is fully provided in the Annual Report and on the bank's website.
E.1.5	Does the Board of Directors play a leading role in the process of developing and reviewing the Company's strategy at least annually?	✓	✓	The role and activities of the Board of Directors are fully stated in the Annual Report - Corporate Governance section.
E.1.6	Does the Board of Directors have a process to review, monitor and oversee the implementation of the corporate strategy?	✓	✓	The role and activities of the Board of Directors are fully stated in the Annual Report - Corporate Governance section.
<b>E.2</b>	<b>Board structure</b>			
E.2.1	Are the details of the Code of Ethics or Conduct disclosed?	✓	✓	The Internal Regulation on Governance and the Regulation on Disclosure are publicly available on the Company's website.
E.2.2	Are all members of the Board of Directors, Board of Management and employees required to comply with the code(s)?	✓	✓	This is stated in the Internal Regulation on Governance and the Regulation on Disclosure, which are publicly available on the bank's website.
E.2.3	Does the Company have a process to implement and monitor compliance with the Code/s of Ethics or Conduct?	✓	✓	This is stated in the Internal Regulation on Governance and the Regulation on Disclosure, which are publicly available on the bank's website.
E.2.4	Do independent Board Members make up at least 50% of the Board of Directors?	⊙	⊙	The Board of Directors currently includes two independent Board Members, ensuring compliance with the Law on Credit Institutions, the Law on Securities, and applicable regulations.
E.2.5	Does the Company have a term limit of nine years or less or two terms of five years each for its independent Board Members?	✓	✓	This is stipulated in the Charter and Internal Regulation on Bank Governance.
E.2.6	Has the Company set a limit of five board seats that an individual independent/non-executive Board Member may hold simultaneously?	✓	✓	This is stipulated in the Charter and Internal Regulation on Bank Governance.
E.2.7	Does the Company have any executive Board Members who serve on more than two boards of listed companies outside of the group?	✓	✓	No, there are no such cases at the bank.

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E.2.8	Does the Company have a Nominating Committee?	✓	✓	The Nominating Committee operates under the Board of Directors.
E.2.9	Is the Nominating Committee composed of a majority of independent Board Members?	⊙	⊙	Independent Board Members are part of the Nominating Committee and contribute valuable insights on the bank's personnel policies, remuneration, and benefits.
E.2.10	Is the Chairperson of the Nominating Committee an independent Board Member?			Independent Board Members are part of the Nominating Committee and contribute valuable insights on the bank's personnel policies, remuneration, and benefits.
E.2.11	Does the Company disclose the terms of reference/governance structure/charter of the Nominating Committee?	✓	✓	These are outlined in the Organization and Operation Regulation of the Board of Directors.
E.2.12	Is the meeting attendance of the Nominating Committee disclosed and if so, did the Nominating Committee meet at least twice during the year?	✓	✓	This information is disclosed in the Annual Report.
E.2.13	Does the Company have a Remuneration Committee?	✓	✓	HDBank has established a Remuneration Committee under the Nominating Committee.
E.2.14	Is the Remuneration Committee consisting of a majority of independent Board Members?	⊙	⊙	Board Members are part of the Nominating Committee and contribute valuable insights on the bank's personnel policies, remuneration, and benefits.
E.2.15	Is the Chairperson of the Remuneration Committee an independent Board Member?			Board Members are part of the Nominating Committee and contribute valuable insights on the bank's personnel policies, remuneration, and benefits.
E.2.16	Does the Company disclose the terms of reference/governance structure/charter of the Remuneration Committee?	✓	✓	These are outlined in the Organization and Operation Regulation of the Board of Directors.
E.2.17	Is the meeting attendance of the Remuneration Committee disclosed and, if so, did the Remuneration Committee meet at least twice during the year?	✓	✓	These are outlined in the Organization and Operation Regulation of the Board of Directors.
E.2.18	Does the Company have an Audit Committee?	✓	✓	HDBank operates under a governance model that includes the General Meeting of Shareholders, the Board of Directors, the Board of Supervisors, and the Chief Executive Officer.
E.2.19	Is the Audit Committee composed entirely of non-executive Board Members with a majority of independent Board Members?	✓	✓	The Board of Supervisors functions independently, overseeing the activities of the Board of Directors and the Board of Management.  Its members do not hold management positions at HDBank.

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E.2.20	Is the Chairperson of the Audit Committee an independent Board Member?	✓	✓	The Head of the Board of Supervisors operates independently from the Board of Directors.
E.2.21	Does the Company disclose the terms of reference/governance structure/charter of the Audit Committee?	✓	✓	This information is disclosed in the Annual Report.
E.2.22	Does at least one of the independent Board Members of the Committee having accounting expertise (accounting qualification or experience)?	✓	✓	All four members possess accounting expertise and experience.
E.2.23	Is the meeting attendance of the Audit Committee disclosed and, if so, did the Audit Committee meet at least four times during the year?	✓	✓	This information is disclosed in the Annual Report.
E.2.24	Does the Audit Committee have primary responsibility for recommendation on the appointment, and removal of the external auditor?	✓	✓	This information is disclosed in the Annual Report.
<b>E.3 Board processes</b>				
E.3.1	Are the Board of Directors meeting scheduled before the start of the financial year?	✓	✓	This information is disclosed in the Annual Report.
E.3.2	Does the Board of Directors meet at least six times during the year?	✓	✓	The Board holds five plenary meetings and participates in meetings of the Board's specialized committees.
E.3.3	Has each of the Board Members attended at least 75% of all the Board meetings held during the year?	✓	✓	All Board Members attend 100% of the Board meetings held during the year.
E.3.4	Does the Company require a minimum quorum of at least 2/3 for Board decisions?	✓	✓	This is stipulated in the Charter.
E.3.5	Did the non-executive Board Members of the Company meet separately at least once during the year without any executives present?	✓	✓	
E.3.6	Are Board papers for Board of Directors meetings provided to the Board at least five business days in advance of the Board meeting?	✓	✓	Board papers are provided at least five business days before the Board meeting.
E.3.7	Does the company secretary play a significant role in supporting the board in discharging its responsibilities?	✓	✓	This is stipulated in the Charter and Internal Regulation on Corporate Governance.
E.3.8	Is the company secretary trained in legal, accountancy or company secretarial practices and has kept abreast on relevant developments?	✓	✓	The company secretary possesses the necessary expertise and experience.
E.3.9	Does the Company disclose the criteria used in selecting new Board Members?	✓	✓	The criteria are outlined in the Charter and regulations on Board Member nomination and candidacy.
E.3.10	Does the Company disclose the process for selecting new Board Members?	✓	✓	The criteria are outlined in the Charter and regulations on Board Member nomination and candidacy.



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		2023	2024	
E.3.11	Are all Board Members subject to re-election every 3 years; or 5 years for listed companies in countries whose legislation prescribes a term of 5 years each?	✓	✓	This requirement is outlined in the Charter.
E.3.12	Does the Company disclose its remuneration policy for executive Board Members and the Chief Executive Officer?	✓	✓	The policy is detailed in the Charter, Internal Regulation on Governance, Annual General Meeting Materials, and the Annual Report.
E.3.13	Is the remuneration structure for non-executive Board Members publicly disclosed?	✓	✓	It is specified in the Charter and disclosed as required in the financial statements.
E.3.14	Do shareholders or the Board approve the remuneration of executive Board Members?	✓	✓	The General Meeting of Shareholders approves the remuneration rates, and the Board determines the specific details.
E.3.15	Does the Company have measurable standards to align the performance-based remuneration of the executive Board Members and Board of Management members with long-term interests of the Company?	✓	✓	This requirement is outlined in the Charter.
E.3.16	Does the Company have a separate Internal Audit function?	✓	✓	HDBank's Internal Audit function is established in accordance with the regulations of the State Bank of Vietnam.
E.3.17	Is the Head of Internal Audit identified or, if outsourced, is the name of the external firm disclosed?	✓	✓	This information is disclosed in the Annual Report.
E.3.18	Does the appointment and removal of the internal auditor require the approval of the Audit Committee?	✓	✓	The Board of Supervisors oversees and directly manages the internal auditor.
E.3.19	Does the Company establish a sound internal control procedures/risk management framework and periodically review the effectiveness of that framework?	✓	✓	This is outlined in the Annual Report - Corporate Governance section.
E.3.20	Does the Annual Report disclose that the Board Members have conducted a review of the Company's material controls and risk management systems?	✓	✓	This is outlined in the Annual Report - Corporate Governance section.
E.3.21	Does the Company disclose the key risks to which the Company is materially exposed to?	✓	✓	This information is disclosed in the Annual Report.
E.3.22	Does the Annual Report contain a statement from the Board Members or Audit Committee commenting on the adequacy of the Company's internal controls/risk management systems?	✓	✓	This is outlined in the Annual Report - Corporate Governance section.
<b>E.4 People on the Board</b>				
E.4.1	Do different persons assume the roles of Chairperson and CEO?	✓	✓	The Chairperson of the Board of Directors does not concurrently hold the position of Chief Executive Officer.

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
E.4.2	Is the Chairperson an independent Board Member?	✓	✓	The Chairperson is an independent Board Member.
E.4.3	Is any of the Board Members a former CEO of the Company in the past 2 years?	✓	✓	As of December 31, 2023, Mr. Pham Quoc Thanh is both a Board Member and the Chief Executive Officer.
E.4.4	Are the roles and responsibilities of the Chairperson disclosed?	✓	✓	They are regulated in the Charter and disclosed in the Annual Report.
E.4.5	Does at least one non-executive Board Member have prior working experience in the major sector that the Company is operating in?	✓	✓	All Board Members have experience in finance and banking.
E.4.6	Does the Company disclose a policy to diversify the composition of the Board of Directors?	✓	✓	This information is disclosed in the Annual Report.
<b>E.5 Board performance</b>				
E.5.1	Does the Company have orientation programs for new Board Members?	✓	✓	All Board Members receive full updates and briefings on the functions, responsibilities, authority, and activities of the Board of Directors.
E.5.2	Does the Company have a policy that encourages Board Members to attend on-going or continuous professional education programs?	✓	✓	HDBank provides professional development training programs and encourages Board Members to participate.
E.5.3	Does the Company disclose the process on how the Board of Directors plans for the succession of the Chairperson, CEO, and key management?	✓	✓	This is outlined in the Internal Regulation on Bank Governance and Internal Personnel Policy.
E.5.4	Does the Board of Directors conduct an annual performance assessment of the Chairperson/CEO?	✓	✓	HDBank conducts an annual performance assessment of the Board of Directors, Chief Executive Officer, and Board of Management.
E.5.5	Did the Company conduct an annual performance assessment of the Board of Directors and disclose the criteria and process followed for the assessment?	✓	✓	HDBank conducts an annual performance assessment of the Board of Directors, Chief Executive Officer, and Board of Management, as disclosed in the Annual Report and Corporate Governance Report.
E.5.6	Did the Company conduct an annual performance assessment of the individual Board Member and disclose the criteria and process followed for the assessment?	✓	✓	HDBank conducts an annual performance assessment of the Board of Directors, as disclosed in the Annual Report and Corporate Governance Report.
E.5.7	Did the Company conduct an annual performance assessment of the board committees and disclose the criteria and process followed for the assessment?	✓	✓	They are outlined in the Annual Report - Corporate Governance section.

REWARD POINTS CARD

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
(B) A	RIGHTS OF SHAREHOLDERS			
(B) A.1	Basic shareholder rights			
(B)A.1.1	Does the Company practice real time secure electronic voting in absentia at General Meetings of Shareholders?	✓	✓	HDBank has submitted to the General Meeting of Shareholders for approval the regulations on organizing online General Meetings of Shareholders and electronic voting.
(B) B	EQUITABLE TREATMENT OF SHAREHOLDERS			
(B) B.1	Notice of the AGM			
(B) B.1.1	Does the Company release its Notice of Annual General Meeting of Shareholders, as announced to the Exchange, at least 28 days before the date of the meeting?	✓	✓	The Notice of the Annual General Meeting of Shareholders was released on March 11, 2024.
(B) C	ROLE 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 adhere to international standards in preparing its Sustainability Report?	✓	✓	The Sustainability Report is developed in accordance with international standards, including the Global Reporting Initiative (GRI) and the 17 United Nations Sustainable Development Goals (SDGs).
(B) D	DISCLOSURE AND TRANSPARENCY			
(B) D.1	Quality of the Annual Report			
(B) D.1.1	Are the audited annual financial report/statement released within 60 days from the financial year end?	✓	✓	The audited financial statements are released in compliance with applicable regulations.
(B)D.1.2	Does the Company disclose detailed information on the Chief Executive Officer's remuneration?	✓	✓	This information is provided in the Annual Report and Financial Statements.
(B) E	BOARD DUTIES AND RESPONSIBILITIES			
(B) E.1	Board Competencies and Diversity			
(B) E.1.1	Does the Company have at least one female independent Board Member?			
(B) E.1.2	Does the Company have a policy and disclose measurable objectives for implementing its board diversity and report on progress in achieving its objectives?	✓	✓	The criteria for Board Members are outlined in the Charter and Internal Regulation on Bank Governance.

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
(B) E.2	Board structure			
(B) E.2.1	Is the Nominating Committee composed entirely of independent Board Members?			The Nominating Committee advises the Board on human resources matters.
(B) E.2.2	Does the Nominating Committee undertake the process of identifying the quality of Board Members aligned with the Company's strategic directions?	✓	✓	
(B) E.3	Board Appointments and Re-Election			
(B) E.3.1	Does the Company use professional search firms or other external sources of candidates when searching for candidates to the Board of Directors?	✓	✓	The Company engages BCG consultants to assist in identifying suitable candidates for the position of independent Board Member.
(B) E.4	Board structure & composition			
(B) E.4.1	Do independent non-executive Board Members make up more than 50% of the Board of Directors for a company with an independent Chairperson?	○	○	The Chairperson 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?	✓	✓	This information is disclosed in the Annual Report.
(B) E.6	Board performance			
(B) E.6.1	Does the Company have a separate board-level Risk Committee?	✓	✓	The Risk Committee operates under the Board of Directors.

PENALTY SCORECARD

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
(P) A	RIGHTS OF SHAREHOLDERS			
(P) A.1	Basic shareholder rights			
(P) A.1.1	Did the Company fail or neglect to offer equal treatment for share repurchases to all shareholders?	✓	✓	None in 2024.
(P) A.2	The right to participate in decisions concerning fundamental corporate changes			
(P) A.2.1	Is there evidence of barriers that prevent shareholders from communicating or consulting with other shareholders?	✓	✓	None in 2024.



No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
(P) A.3	Right to participate effectively in and vote in the GMS and should be informed of the rules, including voting procedures, that govern general shareholder meetings			
(P) A.3.1	Did the Company include any additional and unannounced agenda item into the notice of AGM/EGM?	✓	✓	Information is always disclosed and notified in advance to shareholders.
(P) A.3.2	Did the Chairman of the Board, Head of the Internal Audit Committee, and CEO attend the most recent 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	Has the Company failed to disclose the existence of shareholder agreements?	✓	✓	None.
(P) A.4.2	Has the Company failed to disclose the existence of voting caps?	✓	✓	None.
(P) A.4.3	Has the Company failed to disclose the existence of shares with multiple voting rights?	✓	✓	None.
(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 or cross-holding structure apparent?	✓	✓	None.
(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, members of the Board of Management, and employees in the past three years?	✓	✓	None.
(P) B.2	Protecting minority shareholders from abusive actions			
(P) B.2.1	Have there been any cases of non-compliance with the laws, rules, and regulations related to significant or material related-party transactions in the past three years?	✓	✓	None.
(P) B.2.2	Were there any related-party transactions that can be classified as financial assistance to entities other than wholly-owned subsidiary companies?	✓	✓	None.
(P) C	ROLE 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?	✓	✓	None.
(P) C.2	Where stakeholder interests are protected by law, stakeholders should have the opportunity to obtain effective redress for violation of their rights			
(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?	✓	✓	None.

No.	Criteria	Compliance at HDBank		Evaluation basis for 2024
		2023	2024	
(P) D	DISCLOSURE AND TRANSPARENCY			
(P) D.1	Sanctions from regulators for financial reports			
(P) D.1.1	Did the Company receive a “qualified opinion” in its external audit report?	✓	✓	Unqualified opinion.
(P) D.1.2	Did the Company receive an “adverse opinion” in its external audit report?	✓	✓	Unqualified opinion.
(P) D.1.3	Did the Company receive a “disclaimer of opinion” in its external audit report?	✓	✓	Unqualified opinion.
(P) D.1.4	Has the Company revised its financial statements for reasons other than changes in accounting policies?	✓	✓	None.
E	BOARD DUTIES AND RESPONSIBILITIES			
(P) E.1	Compliance with listing rules, regulations and applicable laws			
(P) E.1.1	Is there any evidence that the Company has not complied with any listing rules and regulations apart from disclosure rules over the past year?	✓	✓	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?	✓	✓	None.
(P) E.2	Board structure			
(P) E.2.1	Does the Company have any independent Board Member who have served for more than nine years or two terms of five years each in the same capacity?	✓	✓	None.
(P) E.2.2	Does the Company fail to identify who is the independent Board Member(s)?	✓	✓	None.
(P) E.2.3	Does the Company have any independent/non-executive Board Member who serve on a total of more than five boards of publicly listed companies?	✓	✓	None.
(P) E.3	Independent auditor			
(P) E.3.1	Is any of the Board Members or executives a former employee or partner of the current external auditor in the past two years?	✓	✓	None.
(P) E.4	Board structure & composition			
(P) E.4.1	Has the Chairperson been the Company’s CEO in the last three years?	✓	✓	None
(P) E.4.2	Do independent non-executive Board Members receive stock options or bonus shares?	✓	✓	None