

RESOLUTION**ANNUAL GENERAL MEETING OF SHAREHOLDERS ON APRIL 15, 2024
ORIENT COMMERCIAL JOINT STOCK BANK****GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Charter of Orient Commercial Joint Stock Bank (OCB) and current legal regulations.
- Pursuant to the Minutes of the Annual General Meeting of Shareholders (AGM) on 15 April 2024 of OCB.

HEREBY RESOLUTES

- I. To approve the full text of the Board of Directors' report No. 01/2024/BC-HDQT/DH. Accordingly, the orientation on the basic plan targets for 2024 is as follows:

Unit: billion VND, %

No.	Items	2023 Actual	2024 Plan	Comparison of the 2024 Plan & 2023 Actual	
				+/-	%
1	Total Assets	240,114	286,562	46,448	19%
2	Total M1 Mobilization	168,112	197,346	29,234	17%
3	Total M1 Credit ¹	148,005	177,592	29,586	20%
4	NPL ratio (SBV)	2.02%	< 3.00%		
5	Profit Before Tax	4,139	6,885	2,746	66%

- II. To approve the Supervisory Board's Operational Report No. 02/2024/BC-BKS.
- III. To approve the Separate Financial Statements, Consolidated Financial Statements for the fiscal year ending 31 December 2023 audited by Ernst & Young Vietnam Co., Ltd. and the Profit Distribution Plan, Fund Appropriation for 2023 in Proposal No. 03/2024/TTr-HDQT/DH, details as follows:

¹ The Total M1 Credit will be adjusted according to the credit growth limit approved by the SBV.

Unit: VND

NO.	ITEM	AMOUNT
A1	Profit before tax	4,139,476,155,259
A2	Profit subject to corporate income tax	4,178,887,364,571
B	Corporate income tax	836,173,454,643
C	Profit after tax	3,303,302,700,616
D	Allocation to statutory reserves	495,352,469,542
1	Allocation to charter capital supplementary reserve	165,117,489,847
2	Allocation to financial reserve	330,234,979,695
E	Remaining profit after allocation of statutory reserves	2,807,950,231,074
1	Welfare fund allocation	24,040,632,157
2	Bonus fund allocation	14,040,632,157
F	Remaining profit for shareholders in 2023	2,769,868,966,760
G	Remaining profit from previous years before 2023	2,537,481,787,954
H	Total remaining profit	5,307,350,754,714
	Profit distribution plan	
1	Current charter capital	20,548,242,940,000
2	Charter capital entitled to dividends	20,548,242,940,000
3	Dividend (20%)	4,109,648,580,000
3.1	Cash dividend	-
3.2	Stock dividend	4,109,648,580,000
4	Undistributed profit	1,197,702,174,714

IV. To approve the Charter Capital Increase Plan for 2024 as presented in Proposal No. 04/2024/TTr-HDQT/DH of the Board of Directors, summarized as follows:

- Additional charter capital in 2024: VND 4,168,472,110,000

Unit: VND

Current charter capital	20,548,242,940,000
Expected increase in charter capital in 2024:	4,168,472,110,000
In which:	
(1) Increase from issuing shares for dividend payment	4,109,648,580,000
(2) Increase from issuing shares under the employee stock ownership plan (ESOP)	50,000,000,000
(3) Increase from private placement of shares	8,823,530,000
Charter capital after the increase	24,716,715,050,000

- Authorization for the Board of Directors: Detailed content according to Proposal No. 04/2024/TTr-HDQT/DH.
- The General Meeting of Shareholders approved the following contents:
 - Approve OCB's 2024 Charter Capital Increase Plan with the contents according to Proposal No. 04/2024/TTr-HDQT/DH and authorize the Board of Directors:
 - + Set up a detailed issuance plan and a using plan of the newly increased capital to ensure the interests of shareholders and the bank;
 - + Decide to execute a whole or a part of the above capital increase plan, decide the order of each issuance. OCB has the option to execute the issuance for stock dividend first, then for ESOP and private placement. Or alternatively, the company is able to carry all the three issuances including stock dividend, ESOP, and private placement simultaneously. Or alternatively, the company is not to execute one or two out of the three issuances (for stock dividend, ESOP and private placement) in order to comply with legal regulations and OCB's actual situation.
 - + Decide to supplement, amend, and complete all the contents of the Charter Capital Increase Plan (even including decision on contents not yet presented in this Charter Capital Increase Plan) and complete other necessary documents as required by relevant authorities to ensure compliance with legal regulations related to the charter capital increase procedures; approve the plan to handle fractional shares, undistributed shares related to the charter capital increase process;

- + Authorize the Board of Directors to decide on the specific quantity of issued shares and the issuance ratio that the maximum of additional issued shares does not exceed the total shares stated in the Charter Capital Increase Plan approved by the General Meeting of Shareholders; to approve the plan to ensure that the issuance of shares meets the foreign ownership ratio;
 - + Select appropriate time and carry out necessary procedures to finalize the list of shareholders exercising their rights and the first trading date for the newly listed shares, in accordance with legal regulations;
 - + Decide the buyer, the quantity, the selling price, and the timing of the private placement that is most advantageous for OCB and compliant with state regulations;
 - + Authorize the Board of Directors to approve the criteria and list of employees participating in the ESOP program, the principles for determining the number of shares distributed to each person, and the implementation time; issue ESOP scheme to implement the capital increase plan, regulate the repurchase of shares of resigned employees; approve the buyer of private offerings is professional securities investors and the number of buyer; approve the plan to ensure the issuance of shares meets the foreign ownership ratio;
 - + Approve the issuance results, carry out the necessary relevant works and procedures to report the issuance results to the competent state agency.
 - + Register for an additional depository of all issued shares at the Vietnam Securities Depository and Clearing Corporation, then list these shares at the Ho Chi Minh City Stock Exchange;
 - + Allow the Board of Directors to authorize the Chairman of the Board of Directors to perform the above tasks.
 - Approve the amendment content related to charter capital, shares, and stocks stated in the OCB Charter according to the actual charter capital after completing the Charter Capital Increase Plan and assign the Chairman of the Board of Directors to sign and issue the amended Charter, update the charter capital increase according to the actual issuance results in the Operating License and Business Registration Certificate in accordance with legal regulations.
- V. To approve the total operating budget, remuneration, bonuses and other expenses in 2024 of the Board of Directors and the Supervisory Board in Proposal No. 05/2024/TTr-HDQT/DH of the Board of Directors.
- VI. To approve the selection of OCB's independent auditor in Proposal No. 06/2024/TTr-BKS/DH of the SB.
- VII. To approve the amendment and supplementation of OCB's Charter in Proposal No. 07/2024/TTr-HDQT/DH of the BOD.
- VIII. To approve the amendment of the Regulations under the authority of the General Meeting of Shareholders in Proposal No. 08/2024/TTr-HDQT/DH of the BOD.

IX. To approve the decision on a number of other issues under the authority of the General Meeting of Shareholders in Proposal No. 09/2024/TTr-HDQT/DH of the BOD.

The General Meeting of Shareholders assigns the Board of Directors and the Supervisory Board, according to their functions and duties, to be responsible for organizing, directing and inspecting the implementation of this Resolution.

Recipients:

- *Shareholders;*
- *Members of the BOD;*
- *Members of the SB;*
- *CEO;*
- *Filed at the Office of the BOD*

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

(signed)

TRINH VAN TUAN