



Số: MS/BIDV-TCHĐT

CBTT các Nghị quyết liên quan đến việc
chào bán cổ phiếu riêng lẻ
Re: Resolutions regarding stock private
placement

Hà Nội, ngày 08 tháng 1 năm 2025
Hanoi, January 08th 2025

CÔNG BỐ THÔNG TIN BẤT THƯỜNG
EXTRAORDINARY INFORMATION DISCLOSURE

Kính gửi:

- Ủy ban Chứng khoán Nhà nước;
- Sở Giao dịch chứng khoán Việt Nam;
- Sở Giao dịch chứng khoán TP HCM;
- Sở Giao dịch chứng khoán Hà Nội.

To:

- State Securities Commission;
- Vietnam Stock Exchange;
- Ho Chi Minh Stock Exchange;
- Hanoi Stock Exchange.

1. Tên tổ chức/*Name of organization*: Ngân hàng Thương mại Cổ phần Đầu tư và Phát triển Việt Nam/*Bank for Investment and Development of Vietnam, JSC.* (BIDV)

- Mã chứng khoán/*Stock code*: BID

- Địa chỉ/*Address*: Tháp BIDV, 194 Trần Quang Khải, Hoàn Kiếm, Hà Nội/*BIDV Tower, 194 Tran Quang Khai road, Hoan Kiem district, Ha Noi*

- Điện thoại liên hệ/*Tel*: (84-24) 2220 5544

Fax: (84-24) 2220 0399

- E-mail: nhadautu@bidv.com.vn

2. Nội dung thông tin công bố/*Contents of disclosure*:

Ngân hàng TMCP Đầu tư và Phát triển Việt Nam công bố thông tin các Nghị quyết liên quan đến việc chào bán cổ phiếu riêng lẻ, bao gồm:

+ Nghị quyết số 28/NQ-BIDV ngày 07/01/2025 về việc Phê duyệt giá cổ phần chào bán riêng lẻ cho nhà đầu tư.

+ Nghị quyết số 31/NQ-BIDV ngày 07/01/2025 về việc Phê duyệt triển khai phương án chào bán cổ phiếu riêng lẻ.

+ Nghị quyết số 32/NQ-BIDV ngày 07/01/2025 về việc Phê duyệt nội dung Hợp đồng Đặt mua cổ phần và Hợp đồng Tài khoản ký quỹ trong giao dịch BIDV chào bán cổ phiếu riêng lẻ cho các nhà đầu tư.



Joint Stock Commercial Bank for Investment and Development of Vietnam announced Resolutions regarding stock share private placement, including:

+ Resolution No. 28/NQ-BIDV dated 07/01/2025 on Approval of Share Subscription Price for Private Placement Investors.

+ Resolution No.31/NQ-BIDV dated 07/01/2025 on Approval of Stock share Private Placement Implementation.

+ Resolution No.32/NQ-BIDV dated 07/01/2025 on Approval of Share Subscription Agreement and Escrow Account Agreement for BIDV's Stock share Private Placement to Investors.

3. Thông tin này đã được công bố trên trang thông tin điện tử của ngân hàng vào ngày 08/01/2025 tại đường dẫn <https://www.bidv.com.vn/vn/quan-he-nha-dau-tu/This> information was published on the bank's website on 08/01/2025, as in the links <https://www.bidv.com.vn/en/quan-he-nha-dau-tu>

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố/*We hereby certify that the information provided is true and correct and we bear the full responsibility to the law./*

Nơi nhận/Recipient:

- Như trên/As above;
- Lưu TKHQĐT&QHCB, VP/
Archive: Board of Directors
Secretariat & Investor Relations,
BIDV Admin Office.

**NGƯỜI ĐƯỢC ỦY QUYỀN CÔNG BỐ THÔNG TIN
PHÓ TỔNG GIÁM ĐỐC
PERSON AUTHORIZED TO DISCLOSE
INFORMATION
SENIOR EXECUTIVE VICE PRESIDENT**



Trần Phương

No: 28/NQ-BIDV

*Hanoi, January 07th, 2025***RESOLUTION****Approval of the share price for private placement to investors****BOARD OF DIRECTORS****BANK FOR INVESTMENT AND DEVELOPMENT OF VIETNAM JSC***Pursuant to:**The Law on Enterprises 2020 No. 59/2020/QH14 issued on June 17th, 2020;**Resolution No. 485/2024/NQ-DHDCD dated April 27th, 2024, of the Annual General Meeting of Shareholders 2024 of the Bank for Investment and Development of Vietnam JSC;**Official Document No. 9994/NHNN-TCKT dated December 6th, 2024, from the State Bank of Vietnam regarding private placement of shares to increase BIDV's charter capital;**Decision No. 7297/QD-BIDV dated October 21st, 2024, regarding the approval of the contractor selection results for the "Procurement of valuation consulting services to determine the value of the Bank for Investment and Development of Vietnam JSC;**Valuation consulting service contract No. 102501/2024/HD-VVFC/BAN3 signed on October 25th, 2024, between the Bank for Investment and Development of Vietnam JSC and Vietnam Valuation and Financial Services Joint Stock Company (VVFC);**Official Document No. 9135/BIDV-TKHDQT dated December 18th, 2024, from BIDV to VVFC requesting the issuance of a valuation certificate for BIDV shares;**Valuation Certificate No. 001/2024/579/VVFC-BAN3 dated December 31st, 2024, from Vietnam Valuation and Financial Services Joint Stock Company (VVFC) regarding the value of BIDV shares;**Proposal of the Board of Management in Document No. 33/TTr-TKHDQT dated January 07th, 2024, on the results of price negotiation for private placement shares with investors;*

Consolidated minutes of opinions of the Board of Directors members No. 21/BB-HDQT dated 07/01/2025;

RESOLVES

Article 1. Approve the share price for private placement to BIDV investors at **38,800 VND per share.**

Article 2. Assign Chief Executive Officer Le Ngoc Lam to sign the share subscription agreements with the following 05 investors: (1) Vietnam Enterprise Investments Limited (VEIL), (2) Hanoi Investments Holdings Limited (Hanoi), (3) DC Developing Markets Strategies Public Limited Company (DCDMS), (4) Samsung Vietnam Securities Master Investment Trust [Equity] (SSMIT), (5) State Capital Investment Corporation (SCIC) in accordance with the price stated in **Article 1.**

Article 3. This Resolution is effective from the date of signing. Members of the Board of Directors, Board of Management, the Acting Head of the Board of Directors Secretariat and Investor Relations, and relevant units and individuals are responsible for implementing this Resolution.

Recipients:

- BOD, CEO;
- SEVP Tran Phuong;
- As Article 3;
- Supervisory Board;
- The person in charge of corporate governance;
- Archived in BOD Secretariat and IR.

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed and sealed)

Phan Duc Tu



No: 31/NQ-BIDV

*Hanoi, January 7, 2025***RESOLUTION*****Regarding the implementation of the Private Placement Plan***

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024;

Pursuant to The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing guidelines;

Pursuant to The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented;

Pursuant to The Charter on the Organization and Operation of the Bank for Investment and Development of Vietnam Joint Stock Commercial Bank (BIDV);

Pursuant to The Regulation on the Organization and Operation of the Board of Directors issued under Decision No. 1463/QD-BIDV dated December 26, 2024;

Pursuant to The Annual General Meeting of Shareholders Resolution No. 485/2024/NQ-DHDCD dated April 27, 2024 of BIDV ("Resolution No. 485/2024/NQ-DHDCD");

Pursuant to The Official Dispatch No. 9994/NHNN-TCKT dated December 6, 2024, of the State Bank of Vietnam regarding the private placement of shares to increase BIDV's charter capital;

Pursuant to The Board of Directors Resolution No. 28/NQ-BIDV dated January 7, 2025, regarding the approval of the offering price for investors;

Pursuant to the proposal of the Executive Board in Submission No. 35/TT-TKHDQT&QHCD dated January 7, 2025 on the implementation of the Plan to offer shares to investors;

Pursuant to The Minutes summarizing opinions of the Board of Directors members No. 22/BB-HDQT dated January 7, 2025.

RESOLVES:

Article 1. Approval of the Implementation of the Private Share Offering Plan to Investors Based on the Issuance Plan Approved by the General Meeting of Shareholders in Resolution No. 485/2024/NQ-DHDCD with the following contents:

Issuing Organization	JSC Bank for Investment and Development of Vietnam (BIDV)
Name of Offered Shares	Shares of Bank for Investment and Development of Vietnam
Stock Code	BID
Type of Shares	Common Shares
Nominal Value per Share	10,000 VND/share
Number of Shares Currently Outstanding	6,897,515,268 shares
Number of Shares Offered	123,846,649 shares
Total Value of the Offering at Nominal Value	1,238,466,490,000 VND
Offering Method	Private Placement
Offering Price	38,800 VND/share
Total Estimated Funds to be Raised from the Offering	4,805,249,981,200 VND
Percentage of Shares Being Offered Relative to Total Shares Outstanding	2.17% as of December 31, 2023 1.8% as of December 31, 2024
Criteria for Selecting Investors to Participate in the Offering	Investors must meet the criteria of being professional securities investors and institutional investors, both domestic and foreign, with financial strength, which may include one or more existing shareholders of BIDV.
Estimated Number of Investors	5 investors, all professional securities investors
Estimated Time of Issuance	Expected in 1Q2025, after receiving written approval from the State Securities Commission and posting on the commission's website confirming that the offering registration documents have been fully received.
Transfer Restrictions	The shares offered to professional securities investors will be subject to a one-year transfer restriction from the end of the offering period, except in cases of transfer between professional securities investors, or as dictated by a court ruling, arbitration decision, or inheritance according to legal regulations.
Share Registration and Listing	The shares issued in the offering will be centrally registered at the Vietnam Securities Depository (VSDC) and listed on the Ho Chi Minh Stock Exchange (HOSE) according to legal regulations.
Amendment of the Bank's Charter	Amend the relevant provisions in the Bank's Charter regarding charter capital, shares, and stock based on the actual results of the private share offering.

Article 2. Approval of the Plan and Roadmap for Using the Proceeds from the Additional Share Issuance to Investors through Private Placement

The total proceeds from the offering will be used to supplement business capital, allocated across BIDV's business activities with a reasonable structure to ensure the effective, safe use of capital and to maximize benefits for shareholders.

The detailed plan and roadmap for the use of proceeds are as follows:

No.	Purpose of Capital Usage	Estimated Value (VND)	Estimated Time of Use
1	Credit activities: Focus on restructuring the credit portfolio, lending to businesses with healthy financial status, effective and safe business operations, feasible business plans/projects, prioritizing small and medium enterprises (SMEs), FDI enterprises with development potential; promoting green credit growth, retail credit	4,084,462,484,020	2025
2	Investment activities: Continue to invest effectively in the market; invest in securities, and make investments in units according to the roadmap	480,524,998,120	2025
3	Investment in infrastructure, technology, development of new products and services, digital banking, business transformation: Strengthen the application of information technology to provide the best services and meet the needs of domestic and international customers, allocate resources to develop products and services for the high-net-worth segment, increase the proportion of service income in total income; enhance management capacity, risk management, upgrade technical infrastructure, technology, etc.	240.262.499.060	2025
4	Enhance the competitiveness of the business network: Expand and improve the quality of modern distribution channels domestically, regionally, and globally, linked with the development of the BIDV brand		
Total		4,805,249,981,200	

The utilization of funds within the approved budget limits and timeline, as mentioned above, will comply with BIDV's internal regulations.

Furthermore, under the authority delegated by the General Meeting of Shareholders and based on actual circumstances, if necessary, the Board of Directors (BOD) may adjust the capital usage plan and timeline to ensure the highest efficiency.

Article 3. Approval of the list of prospective investors for the private placement

The list of investors who meet the selection criteria for the private placement, as approved by the General Meeting of Shareholders, and the number of shares expected to be allocated to each investor are presented in the attached Appendix.

Article 4. Approval of the plan to ensure compliance with foreign ownership limits

- Based on Official Letter No. 4709/UBCK-PTTT dated August 19, 2021, issued by the State Securities Commission (SSC) on the notification of BIDV's maximum foreign ownership ratio, the maximum foreign ownership ratio at BIDV is set at 30%. As per the latest shareholder list dated December 24, 2024, the foreign ownership ratio at BIDV is 16.88%.
- Accordingly, the Bank will offer shares to the five professional securities investors mentioned above, including four foreign investors expected to

subscribe to 85,186,856 shares, representing 1.21% of the total shares after the private placement (7,021,361,917 shares). This ratio complies with the maximum foreign ownership limit specified above.

- The BOD commits to distributing shares to investors, as stated in Article 3 of this Resolution, without causing the foreign ownership ratio to exceed the aforementioned limit. The Bank ensures compliance with the legal regulations on the maximum foreign ownership ratio after completing the issuance.

Article 5. Authorization to the CEO and Legal Representative

The BOD authorizes the CEO, who is also the Bank's Legal Representative, to:

- (i) Direct the Board of Management to implement the private placement plan, including but not limited to submitting the registration dossier to the SSC, conducting the share offering, filing for additional listing with the Stock Exchange, and registering additional depository with the Vietnam Securities Depository and Clearing Corporation after the issuance.
- (ii) Sign and execute all agreements, contracts, and documents related to the private placement, including amendments, supplements, and terminations.
- (iii) Implement the procedures to amend the Bank's Establishment and Operation License concerning the capital increase resulting from the issuance with the relevant authorities.
- (iv) Decide and handle other necessary matters and procedures to implement and finalize the private placement.

Article 6. Effectiveness

This Resolution takes effect upon signing. Members of the BOD, Supervisory Board, Board of Management, and relevant units or individuals are responsible for executing this Resolution in compliance with the law and BIDV's regulations.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Person in charge of corporate governance;
- Archived: BOD Secretariat & IR.

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed and sealed)

Phan Duc Tu

No: 32/NQ-BIDV

*Hanoi, January 7, 2025***RESOLUTION*****Regarding the Approval of the Share Purchase Agreement and Escrow Account Agreement in BIDV's Private Placement Transaction***

Pursuant to the Law on Credit Institutions No. 32/2024/QH15 passed by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024;

Pursuant to The Law on Enterprises No. 59/2020/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020, and its implementing guidelines;

Pursuant to The Law on Securities No. 54/2019/QH14 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019, as amended and supplemented;

Pursuant to The Charter on the Organization and Operation of the Bank for Investment and Development of Vietnam Joint Stock Commercial Bank (BIDV);

Pursuant to The Regulation on the Organization and Operation of the Board of Directors issued under Decision No. 1463/QD-BIDV dated December 26, 2024;

Pursuant to The Annual General Meeting of Shareholders Resolution No. 485/2024/NQ-DHDCD dated April 27, 2024, of BIDV ("Resolution No. 485/2024/NQ-DHDCD");

Pursuant to The Official Dispatch No. 9994/NHNN-TCKT dated December 6, 2024, of the State Bank of Vietnam regarding the private placement of shares to increase BIDV's charter capital;

Pursuant to The Board of Directors Resolution No. 28/NQ-BIDV dated January 7, 2025, regarding the approval of the offering price for investors;

Pursuant to The Board of Directors Resolution No. 31/NQ-BIDV dated January 7, 2025, regarding the implementation of the Private Placement Plan;

Pursuant to the proposal of the Executive Board in Submission 37/TTr-TKHDQT&QHCD on Approval of the content of the Share Purchase Contract and the Margin Account Contract in BIDV's transaction of offering individual shares to investors;

Pursuant to The Minutes summarizing opinions of the Board of Directors members No. 23/BB-HDQT dated January 7, 2025.

RESOLVES:

Article 1. Approve the contents of the Share Purchase Agreement and Escrow Account Agreement in BIDV's private placement transaction with the following five investors: (1) Vietnam Enterprise Investments Limited (VEIL), (2) Hanoi Investments Holdings Limited (Hanoi), (3) DC Developing Markets Strategies Public Limited Company (DCDMS), (4) Samsung Vietnam Securities Master Investment Trust [Equity] (SSMIT), (5) State Capital Investment Corporation (SCIC) (The agreements are appended to this Resolution).

Article 2. Assign the Chief Executive Officer to: (a) Sign and implement the Share Purchase Agreement and Escrow Account Agreement with the investors; and (b) Direct the Board of Directors Secretariat and Investor Relations Department and relevant departments to implement the signing according to the actual situation.

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

Article 4. Members of the Board of Directors, the Board of Management, the Acting Head of the Board of Directors Secretariat and Investor Relations Department, relevant departments, and individuals are responsible for implementing this Resolution.

Recipients:

- As above;
- Board of Directors;
- Supervisory Board;
- Board of Management;
- Person in charge of corporate governance;
- Archived: BOD Secretariat & IR.

**ON BEHALF OF THE BOD
CHAIRMAN**

(Signed and sealed)

Phan Duc Tu