

**PROPOSAL**

**Regarding the Plan for Charter capital increase through the issuance of shares to raise equity capital from existing shareholders.**

**To: THE GENERAL MEETING OF SHAREHOLDERS.**

- Pursuant to the Law on Credit Institutions No. 32/2024/QH15 dated January 18, 2024;
- Pursuant to the Law on Enterprises No. 59/2020/QH14 dated June 17, 2020 and Law No. 03/2022/QH15 dated January 11, 2022 amending and supplementing a number of articles of Law on Public Investment, Law on Investment under Law on Public-Private Partnership Investment, Investment Law, Law on Housing, Law on Bidding, Law on Electricity, Law on Enterprise, Law on Special Consumption Tax and Law on Enforcement of Civil Judgment;
- Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019 and Law No. 56/2024/QH15 dated November 29, 2024 amending and supplementing a number of articles of the Law on Securities, Law on Accounting, Law on Independent Audit, Law on State Budget, Law on Management and Use of Public Properties, Law on Tax Administration, Law on Personal Income Tax, Law on National Reserves, and the Law on Handling of Administrative Violations;
- Pursuant to Circular No. 50/2018/TT-NHNN dated December 31, 2018 and Circular No. 22/2024/TT-NHNN dated June 28, 2024 amending and supplementing a number of articles of Circular No. 50/2018/TT-NHNN dated December 31, 2018 regulating the dossier, order and procedures for approving a number of changes of commercial banks and foreign bank branches;
- Pursuant to Circular No. 22/2019/TT-NHNN dated November 15, 2019 regulating the limits and prudential ratios of banks and foreign bank branches, Circular No. 41/2016/TT-NHNN dated December 30, 2016 prescribing the capital adequacy ratio for operation of banks and foreign bank branches and amending and supplementing documents;
- Pursuant to Circular No. 118/2020/TT-BTC dated December 31, 2020 and Circular No. 115/2025/TT-BTC dated December 15, 2025 amending and supplementing a number of articles of Circular No. 118/2020/TT-BTC on offering and issuing securities, public tender offers, share buybacks, registration of public companies and delisting of public companies;
- Pursuant to the Charter of Kien Long Commercial Joint Stock Bank (KienlongBank);
- Pursuant to the business plan of Kien Long Commercial Joint Stock Bank in 2026.

Board of Directors of Kien Long Commercial Joint Stock Bank (KienlongBank) respectfully submits to the General Meeting of Shareholders for consideration and approval of the Charter capital Increase Plan, specifically as follows:

1. Approval of KienlongBank's Capital Increase Plan for 2026:
  - a. Charter capital as of December 31, 2025: VND 5,821,705,260,000 (Five trillion eight hundred twenty-one billion seven hundred five million two hundred sixty thousand dong).



b. Maximum projected increase in charter capital: VND 1,706,193,050,000 (One trillion seven hundred six billion one hundred ninety-three million fifty thousand dong), through the issuance of shares to increase share capital from equity capital as of December 31, 2025 to existing shareholders, equivalent to a maximum ratio of 29.50%. The equity capital used for the above-mentioned increase in share capital includes:

- Capital reserve fund: VND 209,229,214,482.
- Undistributed after-tax profit: VND 1,496,963,835,518.

c. The projected charter capital after the capital increase is a maximum of VND 7,527,898,310,000 (Seven thousand five hundred twenty-seven billion eight hundred ninety-eight million three hundred ten thousand dong).

2. Approving the registration of securities depository and registration of additional securities trading of all additional shares issued at the Vietnam Securities Depository and the Ho Chi Minh City Stock Exchange (HOSE).

3. The General Meeting of Shareholders authorizes and assigns the Board of Directors to perform the following tasks:

d. Review, amend and decide on the issuance plan and the timing of issuing shares in accordance with the reality and instructions of the competent State management agency.

e. Carry out necessary procedures to register the issuance of shares with the State Securities Commission and explain (if any).

f. Decide on amending and supplementing the dossier for registration of depository and registration of additional securities transactions in accordance with the instructions of the competent State management agency.

g. Handle odd shares arising from rounding.

h. Supplement or amend the Chartered capital Increase Plan, the issuance plan at the request of the State Bank of Vietnam, the State Securities Commission or for the purpose of complying with relevant legal regulations (if any).

i. Choose the appropriate time to close the list of shareholders exercising rights and deploy the distribution of shares.

j. Carry out necessary procedures to register the depository of all shares after issuance.

k. Amend the terms related to chartered capital, shares, and stocks in the KienlongBank Charter after completing the issuance according to the actual results of the issuance.

l. Carry out the procedures for registering the adjustment of the operating license and the Certificate of Business Registration after completing the issuance.

m. Carry out the procedures for information disclosure according to the provisions of law.

n. Select the Issuance Consulting firm (if any).

o. Other related tasks.

p. The Board of Directors is authorized to re-authorize other relevant organizations and individuals to perform the above authorized tasks.



Board of Directors respectfully submit this for the General Meeting of Shareholders to consider and approve.

Sincerely!

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRMAN**

**Recipients:**

- As above;
- SBV, SSC;
- Archived at: Board of Directors Office.



**Tran Ngoc Minh**





## APPENDIX 01- PLAN FOR CHARTER CAPITAL INCREASE THROUGH THE ISSUANCE OF SHARES TO RAISE EQUITY CAPITAL FROM EXISTING SHAREHOLDERS

(Attached to the Proposal No.: 03/TTr-HDQT dated 01 month 4 year 2026 of the Board of Directors at the 2026 Annual General Meeting of Shareholders)

### I. THE NECESSITY TO INCREASE CHARTERED CAPITAL:

- To improve financial capacity, operational capacity and increase competitiveness of KienlongBank.

- To improve risk management capacity, compliance and meet safety standards in KienlongBank's operations.

- To supplement capital for profitable business operations for KienlongBank, meeting customers' borrowing needs.

- To supplement capital for investment in fixed assets, information technology systems, equipment of facilities, improvement and development of KienlongBank's operating network.

### II. CHARTERED CAPITAL INCREASE PLAN:

#### 1. Overview of chartered capital increase plan:

a. Chartered capital at the time of preparing the chartered capital increase plan is VND 5,821,705,260,000, equivalent to 582,170,526 common shares with a par value of VND 10,000 per share.

- Stock name : Kien Long Commercial Joint Stock Bank shares

- Stock code : KLB

- Stock type : Common stock

- Par value : 10,000 VND/share

- Chartered capital as of December 31, 2025 : VND 5,821,705,260,000

- Chartered capital at the time of preparing the chartered capital increase plan : VND 5,821,705,260,000

- Number of issued shares : 582,170,526 shares

*In which:*

- Number of treasury shares : 3,800,000 shares

- Number of outstanding shares : 578,370,526 shares

b. The total projected increase in charter capital is a maximum of VND 1,706,193,050,000, equivalent to 167,727,453 common shares with a par value of VND 10,000 per share. The sources of funds to be used for the 2026 charter capital increase are:

Sources for capital increase:	Amount as reported in the financial statements (VND)
- Capital reserve fund (*)	209,229,214,482

- Undistributed after-tax profit (**)	1,496,963,835,518
<b>Total</b>	<b>1,706,193,050,000</b>

Note:

(\*) According to the audited separate financial statements for the year 2025.

(\*\*) Undistributed profit after tax according to the audited consolidated financial statements for the year 2025, after appropriation to funds.

c. Projected charter capital after completion of the charter capital increase plan in 2026: Maximum of VND 7,527,898,310,000 (Seven trillion five hundred twenty-seven billion eight hundred ninety-eight million three hundred ten thousand dong), equivalent to 752,789,831 common shares with a par value of VND 10,000/share.

**2. Details of the capital increase plan:**

- a. Issuing organization: Kien Long Commercial Joint Stock Bank.
- b. Stock code: KLB.
- c. Type of shares issued: Common shares.
- d. Par value of shares: VND 10,000/share.
- e. Number of shares to be issued: Maximum 170,619,305 shares.
- f. Total issuance value at par value: Maximum VND 1,706,193,050,000.
- g. Expected issuance time: To be decided by the Board of Directors after approval by the General Meeting of Shareholders. Expected completion time in 2026.
- h. Capital increase method: Issuance of shares to existing shareholders from equity capital.
- i. Issuance ratio: 29.50%.
- j. Eligible recipients: Existing shareholders whose names are on the list as of the record date for exercising the right to receive dividends (Treasury shares are not eligible for dividend rights).
- k. Source of funds: Undistributed after-tax profits and the Capital Reserve Fund as of December 31, 2025, according to the audited 2025 financial statements, after deducting funds as stipulated by the State Bank of Vietnam and applicable laws.
- l. Exercising ratio for existing shareholders: A ratio of 100:29.50 on the record date for exercising the rights; shareholders owning 100 shares will receive an additional 29.50 new shares.
- m. Handling of fractional shares: Shares issued as dividends to existing shareholders will be rounded down to the nearest whole number; any fractional shares resulting from rounding (if any) will be canceled.  

For example: On the date of closing the shareholder list to exercise rights, shareholder A owns 1,820 shares on the date of closing the shareholder list. With the ratio of rights exercise 100:29.50, shareholder A will receive an additional  $1,820 \times 29.5\% = 536,90$  new shares.

According to the above principle, shareholder A will receive an additional 536 new shares, the fractional shares under 01 unit will be cancelled (0.90 shares).
- n. The right to receive dividends in shares is not transferable.
- o. Shares issued to pay dividends are not subject to transfer restrictions.

**3. Information on the chartered capital supplementary reserve fund, capital surplus, undistributed profit after tax and other funds are determined according to the Consolidated Financial Statements audited by an independent auditor:**

- KienlongBank's audited separate financial statements for 2025:

Unit: million VND

No	Indicator	As of December 31, 2025	Fund allocation, dividend distribution from 2025 profit	After making fund allocations
1	Chartered Capital	5,821,705		5,821,705
2	Treasury shares	(34,200)	-	(34,200)
3	Funds of credit institutions	726,382	351,002	1,077,384
3.1	Reserve for supplementary charter capital	209,230	184,738	393,968
3.2	Financial reserve fund	517,149	166,264	683,413
3.3	Other funds	3	-	3
	Rewarding fund			
4	Undistributed profit	1,868,860		1,517,858
	<b>Total</b>	<b>8.382.747</b>		<b>8.382.747</b>

- KienlongBank's audited consolidated financial statements for 2025:

No	Indicator	As of December 31, 2025	Fund allocation, dividend distribution from 2025 profit	After making fund allocations
1	Chartered Capital	5,821,705		5,821,705
2	Treasury shares	(34,200)		(34,200)
3	Funds of credit institutions	751,338	352,674	1,104,012
3.1	Reserve for supplementary charter capital	217,720	185,618	403,338
3.2	Financial reserve fund	533,615	167,056	700,671
3.3	Other funds	3	-	3
4	Undistributed profit	1,877,660		1,524,986
	<b>Total</b>	<b>8,416,503</b>		<b>8,416,503</b>

According to KienlongBank's audited separate financial statements for 2025, the Bank's capital reserve fund is VND 209,230 million.

According to KienlongBank's audited consolidated financial statements for 2025, undistributed profits as of December 31, 2025, amounted to VND 1,877,660 million. After allocating VND 352,674 million (VND 185,618 million for the capital reserve fund and VND 167,056 million for the financial contingency fund), the remaining amount is VND 1,524,986 million.

Therefore, KienlongBank has sufficient equity capital from undistributed profits to carry out the issuance of shares to increase charter capital from equity capital as outlined in Section 2 of this Capital Increase Plan.

**4. Bond-to-share conversion plan:** KienlongBank has no plan to convert bonds into shares.

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5. List of shareholders and ownership ratios of those holding 5% or more of voting shares and chartered capital at the current and projected post-capital-increase times: Refer to the attached Appendix 02.

6. List of shareholders and related persons with a shareholding ratio of 15% or more compared to the current and expected chartered capital after the capital increase: Refer to the attached Appendix 02.

7. List of shareholders and related persons holding 15% or more of the chartered capital at the current and projected post-capital-increase times: Refer to the attached Appendix 02.

8. Registration for depository and trading of additional issued shares:

KienlongBank will register the entire quantity of newly issued shares with the Vietnam Securities Depository Center and register the entire quantity of newly issued shares for trading with the Ho Chi Minh City Stock Exchange (HOSE).

### 9. Information disclosure

KienlongBank shall disclose information in accordance with the provisions of law and instructions of competent authorities (if any).

### III. PLAN FOR UTILIZATION OF INCREASED CHARTERED CAPITAL:

The additional charter capital in 2026 is VND 1,706,193,050,000 (One trillion seven hundred and six billion one hundred and ninety-three million fifty thousand dong). Of this amount, the proceeds from the additional share offering to existing shareholders are expected to be used as follows:

Purpose of Capital Utilization	Estimated amount (VND)	Estimated Disbursement Period
Supplement business operating capital to generate profit for KienlongBank and meet customers' lending needs	1,656,193,050,000	2026-2027
Supplement capital for investment in fixed assets, IT systems, infrastructure, and expansion of KienlongBank's operational network	50,000,000,000	
<b>Total</b>	<b>1,706,193,050,000</b>	

The General Meeting of Shareholders authorizes the Board of Directors to proactively adjust and allocate capital for the above activities based on actual conditions and market opportunities to ensure alignment with the Bank's overall development strategy.

### IV. BUSINESS PERFORMANCE BASED ON THE NEW CHARTERED CAPITAL:

Unit: Billion VND

Indicator	Actual 2025	Plan 2026		
		Balance	Increase/Decrease (+/-) compared to actual 2025	
			Amount	Percentage change (%)
1. Chartered capital	5,822	7,528	1,706	29.31

Indicator	Actual 2025	Plan 2026		
		Balance	Increase/Decrease (+/-) compared to actual 2025	
			Amount	Percentage change (%)
2. Total consolidated assets	103,303	117,125	13,822	13.38
3. Total consolidated mobilized capital	91,361	102,498	11,137	12.19
4. Credit outstanding	71,588	80,178 (*)	8,590	12.00
5. Non-performing loan (NPL) ratio (%)	1.57	< 3.00		
6. Consolidated profit before tax	2,323	2,600	277	11.94
7. Percentage of shares issued to increase charter capital from equity capital (%)	60.00	29.50 (**)		
8. Corporate income tax	467	520	53	11.46
9. Profit after tax	1,856	2,080	304	12.06
10. Return on average equity (ROE) (%)	24.71	22.02		
11. Return on average assets (ROA) (%)	1.90	1.89		

(\*) *Credit growth plan: To be implemented in accordance with the limit approved by the State Bank of Vietnam.*

(\*\*) *Dividend plan: To be implemented in accordance with the rate approved by the competent State authority.*

After the capital increase, KienlongBank will continue to strictly comply with all safety limits and ratios as prescribed by the State Bank of Vietnam.





**APPENDIX 02**

*(Attached to the Proposal No: 03 /TTr-HDQT dated April 01, 2026 of the Board of Directors at the 2026 Annual General Meeting of Shareholders)*

**1. List of shareholders holding 5% or more of the voting shares and chartered capital at present and projected after capital increase:**

Stt	Shareholder / Related Individual / Related Organization	Citizen ID/Business registration number	Date of issue	Place of issue	Address	Legal Representative				Current situation			After Capital Increase		
						Name	ID/Passport number	Date of issue	Place of issue	Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)	Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)
1	None														

**2. List of shareholders and related persons holding 15% or more of the chartered capital at present and projected after capital increase:**

Stt	Shareholder / Related Individual / Related Organization	Citizen ID/Business registration number	Date of issue	Place of issue	Address	Legal Representative				Current situation			After Capital Increase		
						Name	ID/Passport number	Date of issue	Place of issue	Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)	Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)

1	None													
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**3. Information on the total foreign investor ownership at present and projected after capital increase:**

Stt	Shareholder's Name	Curren situtation			After capital increase		
		Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)	Number of shares owned	Ownership ratio in voting shares (%)	Ownership ratio in chartered capital (%)
1	Foreign shareholder	9,281,840	1.60	1.59	12,019,983	1.60	1.60

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- Total number of current shares : 582,170,526 shares.
- Number of current voting shares : 578,370,526 shares.
- Total number of projected shares after capital increase : 752,789,831 shares.
- Number of projected voting shares after capital increase : 748,989,831 shares.

