

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai, Hanoi
Business Registration No. 0100112437
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**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Hanoi, 30th January 2023

DRAFT

REGULATION
ON ORGANIZING 2023 EXTRAORDINARY GENERAL
SHAREHOLDERS MEETING
OF JSC BANK FOR FOREIGN TRADE OF VIETNAM

Chapter I

GENERAL REGULATIONS

Article 1: Scope and applicable objects

1. These regulations shall apply to the organization of 2023 Extraordinary General Shareholders Meeting (hereinafter referred to as “EGM”) of the Joint Stock Commercial Bank for Foreign Trade of Vietnam.

2. These regulations specify the rights and obligations of shareholders, individuals attending the EGM; conditions and modalities for the EGM.

Chapter II

**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, INDIVIDUALS
ATTENDING THE EGM**

Article 2: Rights and obligations of shareholders

1. Qualifications to attend the EGM

Shareholders or their authorized representatives whose names are on the list of shareholders as determined on the final registration date of attending the EGM.

2. Rights of shareholders when attending the EGM:

a) To attend the EGM in person or to authorize another person to attend the EGM;

b) To vote on all matters under the authority of the EGM, in conformity with the Law on Enterprises, other applicable laws, and the Charter on the organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam;

c) To be officially informed of the contents of the EGM by the organizing committee, including:

- (i) Approve the Regulation on additional election of BOD member for the term 2018-2023 and the Proposal on additional election of BOD member for the term 2018-2023;
- (ii) The Proposal on the Plan of increasing charter capital by using retained earnings of 2021 & retained earnings accumulated until the end of 2018;
- (iii) Other contents (if any).

d) At the EGM, each shareholder, or authorized representative of the shareholder, will receive a voting card, and ballot (which states registration number, name of shareholder, or name of authorized representative of the shareholder and the number of shares eligible for voting) after registering for attending the EGM with the Shareholders' Eligibility Examining Committee.

e) The value of the voting card corresponds to the proportion of the number of shares eligible for voting that are owned by the shareholder or the representative, according to the registration for attending the EGM, to the total number of shares eligible for voting owned by all shareholders/ authorized representatives of the shareholders attending the EGM.

f) Shareholders, authorized representatives attending the EGM have the right to discuss and vote on issues stated in Section 2.2.c, Article 2 of these regulations.

g) Shareholders and authorized representatives who cannot attend the EGM on time may register for attending the EGM, and then have the right to participate and vote immediately at the EGM, but the Chairman does not have to delay the EGM and the validity of the voting rounds conducted previously will not be affected.

3. Obligations of shareholders when attending the EGM

a) Shareholders or authorized representatives attending the EGM have to bring their identity cards/passports, business registration/decision of establishment, Invitation letter or Invitation Notice if they did not receive the Invitation letter, and Power of attorney (for the authorized representatives) and register for attending the EGM with the Shareholders' Eligibility Examining Committee;

b) To comply with the regulations herein;

c) To strictly follow the rules of the EGM and uphold the outcomes of the EGM.

Article 3: Rights and obligations of the Shareholders' Eligibility Examining Committee

The Shareholders' Eligibility Examining Committee is set up by the Board of Directors and will be introduced to the EGM. Its functions are as follows:

1. To check the eligibility of shareholders or authorized representatives attending the AGM: Identity cards/passports, business registration/decision of establishment, Invitation letter/Invitation Notice, and Power of attorney (for the authorized representatives);

2. To deliver to shareholders or authorized representatives: voting cards, ballots and other meeting documents;

3. To announce the results of verifying shareholders' eligibility at the EGM.

Article 4: Rights and obligations of the Vote Counting Committee

The Vote Counting Committee is nominated by the Chair Committee and approved by the EGM. The Vote Counting Committee shall collect ballots after the voting and perform the vote counting; Announce the voting results.

Article 5: Rights and Obligations of the Chair Committee and the Secretary Committee.

1. The Chair Committee approved by voting at the EGM is in charge of chairing the EGM;

2. The Chair Committee's decision on orders, procedures or events outside the agenda of the EGM will be the final decision;

3. The Chair Committee takes appropriate actions which it finds necessary in order to conduct the EGM in a proper and orderly manner, following the approved meeting agenda and in a way which reflects the wishes of the majority of attendees;

4. The Chair Committee shall have the right to adjourn the EGM to another time or change the location of the meeting in accordance with the provisions of the Law on Enterprises, other applicable laws and the Charter on the organization and operation of Joint Stock Commercial Bank for Foreign Trade of Vietnam.

5. The Secretary Committee provides assistance as assigned by the Chair Committee.

Chapter III

GENERAL SHAREHOLDERS MEETING PROCEDURES

Article 6: Conditions for conducting the EGM

The EGM shall be conducted when the number of attending shareholders represents at least 51% of the voting shares in accordance with the shareholders list made at the final registration date of attending the EGM.

In case, number of attending shareholders is not adequate within 30 minutes from the opening of EGM, EGM shall be convened again according to Article 10 of this Regulation.

Article 7: Methods of conducting the EGM

1. The EGM will last for 1/2 day.

2. The EGM will discuss in turn and vote on issues stated in Section 2.2.c, Article 2 of these regulations.

Article 8: Passing of resolutions of the EGM

1. As for the charter capital raising contents stipulated in Point (ii) mentioned Item (c) Section 2 Article 2 of these regulations, a resolution of the EGM shall be passed when it is approved by the number of shareholders representing more than 65% of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

2. As for other contents, a resolution of the EGM shall be passed when it is approved by the number of shareholders representing more than 51% of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

Article 9: Minutes of the EGM

The contents of the EGM shall be minuted and recorded in the Minutes Book by the Secretary Committee. The minutes of the EGM must be announced and approved prior to the closing of the EGM and maintained in the Minutes Book.

Chapter IV

OTHER CONTENTS

Article 10: In case the EGM cannot take place

1. In the event that the first EGM cannot take place because the condition stipulated in Article 6 of these Regulations is not met, the meeting must be convened for the second time within 30 (thirty) days from the date on which the first EGM was intended to be opened. The second EGM shall be conducted when the attending members including shareholders and authorized representatives represent at least 33% of the voting shares.

2. In the event that the second EGM cannot take place because the condition stipulated in Section 10.1 of this Article is not met within 30 minutes from the opening of the EGM, the meeting may be convened for the third time within 20 (twenty) days from the date on which the second meeting was intended to be opened. In this case, the EGM shall be conducted irrespective of the number of attending members.

Chapter V

EXECUTION EFFECTIVENESS

Article 11 Effectiveness

1. These regulations comprise 5 Chapters divided into 11 Articles and shall come into effect immediately after being approved by the EGM.

2. Shareholders and attendees are responsible for following these regulations./.

**ON BEHALF OF THE EGM
HEAD OF THE CHAIR COMMITTEE**