

**JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF
VIETNAM**

---o0o---

Address: 198 Tran Quang Khai, Hanoi; Tel: 04 39343 137; Fax: 04 3825 1322

Business Registration No. 0100112437, 7th revision dated 10th January, 2012

**REGULATION
ON ORGANIZING THE 5th ANNUAL GENERAL SHAREHOLDERS
MEETING OF JOINT STOCK COMMERCIAL BANK FOR FOREIGN
TRADE OF VIETNAM**

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and applicable objects

1. This Regulation shall apply to the organization of the 5th Annual General Shareholders Meeting (hereinafter referred to as GSM) of Joint Stock Commercial Bank for Foreign Trade of Vietnam.

2. This regulation specifies the rights and obligations of shareholders, the authorized representatives attending the GSM; conditions and modalities for the GSM.

**CHAPTER II
RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, THE
AUTHORISED REPRESENTATIVES ATTENDING THE GSM**

Article 2: Rights and obligations of shareholders

2.1. Qualifications to attend the GSM

Shareholders or their authorized representatives whose names are on the list of shareholders as determined on the date of finalizing the list of people entitled to attend GSM.

2.2. Rights of shareholders when attending the GSM

- a. To attend the GSM or to authorize another person to attend the GSM.
- b. To vote for all matters under the authority of the GSM, in conformity with the Law on Enterprises and other applicable laws and the Charter on organization and operation of Vietcombank.
- c. To be officially informed of the contents of the GSM by the organizing committee, including:
 - (i) Approval of the Board of Directors (BOD)'s Report on its activities in 2011 and operation plans for 2012;
 - (ii) Approval of the Report of 2011 business results and business plans for 2012;
 - (iii) Approval of the Supervisory Board's Report of 2011 and plans for 2012;
 - (iv) Approval of Regulation on the election of members of the BOD and Procedures to elect additional members to the BOD in term 2008-2013;
 - (v) Approval of Proposal on distribution of profits for the year 2011;
 - (vi) Approval of Proposal on the 2012 remuneration plan for the Board of Directors and of Supervisory Board;
 - (vii) Approval of Proposal on establishment of 3 subsidiary companies;
 - (viii) Approval of Proposal on listing state-owned shares on Ho Chi Minh city stock exchange;
 - (ix) Report on stock dividends pay-out for 2010 and private issue to Mizuho Corporate Bank, Ltd in 2011.

d. At the GSM, each shareholder, or authorized representative of shareholder, will receive voting card, and ballot (which states identity card number/ passport number/ business registration certificate number and number of shares required for voting eligibility) after registering to attend the GSM with the Shareholders' Validating Committee. The value of the voting card is corresponding to the percentage of shares eligible for voting that are owned by the shareholder or the representative as according to the registration for attending the GSM, over the total of shares eligible for voting owned by all shareholders/ representatives attending the GSM.

e. Shareholders, authorized representatives attending the GSM have the right to discuss and vote on issues stated in Section 2.2.c, Article 2 of this regulation.

f. Shareholders and authorized representatives who cannot come to the GSM on time may register to attend the GSM immediately, and then have the right to participate and vote at the GSM, but the Chairman has no responsibility to delay the GSM and the validity of the voting round conducted previously will not be affected.

2.3. Obligations of shareholders when attending the GSM

a. Shareholders or authorized representatives attending the GSM have to bring their identity cards (or other kinds of identification such as passports), Invitation letter, Power of attorney (for the authorized representatives or authorized persons) and register to attend the GSM with the Shareholders' Validating Committee.

b. To comply with the provisions of this Regulation.

c. To strictly abide by the rules of the GSM and uphold the outcomes of the GSM.

Article 3: Rights and obligations of the Shareholders' Validating Committee

The Shareholders' Validating Committee is set up by the BOD of Vietcombank and will be introduced to the GSM. Its functions are as follows:

- To check the eligibility of shareholders, authorized representatives who attend the GSM: identity cards (or other kinds of identification such as passports), invitation letter, power of attorney (for the authorized representatives or authorized persons);
- To deliver to shareholders or authorized representatives: voting cards, ballots and other documents;
- To announce the results of verifying shareholders' eligibility at the GSM.

Article 4: Rights and obligations of the Vote Counting Committee

The Vote Counting Committee is nominated by the Chair Board and approved by the GSM. The Vote Counting Committee shall collect voting cards, ballots after the voting, conduct vote counting and announce the voting results.

Article 5: Rights and Obligations of the Chair Board and the Secretariat Committee

5.1. The Chair Board voted by the GSM is in charge of chairing the meeting;

5.2. The Chair Board's decision on orders, procedures or events arising out of the agenda of the GSM will be the final decision.

5.3. The Chair Board may conduct activities which it finds necessary in order to direct the GSM in a valid and orderly manner and so that it reflects the wishes of the majority of attendees.

5.4. The Chair Board shall have the right to adjourn the GSM to another time (in accordance with provisions of Law on Enterprises 2005, other applicable laws and the Charter on organization and operation of Vietcombank) or to change the location of the meeting in the following cases:

- a. The behavior of attendees disorders or may disorder the meeting; or
- b. The delay is necessary for the GSM to be conducted properly.

5.5. The Secretariat Committee makes assistance assigned by the Chair Board.

CHAPTER III

MEETING PROCEDURES

Article 6: Conditions for conducting the GSM

The GSM shall be conducted when the number of attending shareholders represents at least 65 per cent of the voting shares in accordance with the shareholders list made at the date of finalizing the list of people attending the GSM.

Article 7: Methods for conducting the GSM

7.1. The GSM will last for 1 day.

7.2. The GSM will discuss in turn and vote on all issues stated in Section 2.2.c, Article 2 of this regulation.

Article 8: Passing of resolutions of the GSM

A resolution of the GSM shall be passed when it is approved by a number of shareholders representing at least 51 per cent of the total voting shares of all attending shareholders presenting in person or by attorney-in-fact at the meeting.

Article 9: Minutes of the GSM

The contents of the GSM shall be recorded in the minute book. The minutes of GSM must be completed and approved prior to the closing of the meeting.

CHAPTER IV

OTHER PROVISIONS

Article 10: In case the meeting is not held

10.1. When a meeting does not take place because the condition stipulated in Article 6 of this Regulation is not satisfied, the meeting may be convened for the second time within 30 days from the date on which the first meeting was intended to be opened. A GSM which is convened for the second time shall be conducted where the attending members including shareholders and authorized representatives represent at least 51 per cent of the voting shares.

10.2. When a meeting having been convened for the second time does not take place because the condition stipulated in Clause 10.1 of this Article is not satisfied, it may be convened for the third time within 20 days from the date on

which the second meeting was intended to be opened. In this case, the GSM shall be conducted irrespective of the number of attending members.

CHAPTER V
EXECUTION PROVISIONS

Article 11: Effectiveness

This Regulation comprises 5 Chapters divided into 11 Articles and shall enter into force immediately after being approved by the GSM.

Shareholders and attendees are responsible for implementing this Regulation.

Hanoi, Date Month Year

ON BEHALF OF THE GENERAL SHAREHOLDERS MEETING
CHAIRPERSON