

**JOINT STOCK COMMERCIAL BANK FOR
FOREIGN TRADE OF VIETNAM****SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness**

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Head Office: 198 Tran Quang Khai Street, Hanoi
Business Registration No. 0100112437, 7th revision
dated 10th January, 2012

Hanoi, 02 April, 2012

PROPOSAL TO THE GENERAL SHAREHOLDERS MEETING*(On the approval of the profit distribution plan for the year 2011)*

- Pursuant to the current regulations of the State and the guiding documents of the ministries and agencies in the area of financial accounting;
- Pursuant to the Charter on Organization and Operation of Joint Stock Commercial Bank for Foreign Trade of Vietnam (“Vietcombank”) approved by the Annual General Shareholders’ Meeting on 22 April 2011 according to the Resolution No. 04/TN2011/NQ-DHDCD;
- Based on the Resolution of the 4th Annual General Shareholders’ Meeting in 2011;
- Based on the audited consolidated financial statements of Vietcombank for the year 2011 and the results of appraisal of consolidated financial statements for the year 2011 by the Bank’s Supervisory Board.

The Board of Directors of Joint Stock Commercial Bank for Foreign Trade of Vietnam would like to propose to the General Shareholders’ Meeting a profit distribution plan for the year 2011 as follows:

Unit: VND million

1	Profit after tax in 2011	4,504,525
2	Foreign exchange differences at the end of the financial year 2011	17,902
3	Increase of profit after tax in 2010 according to the audit results of the State Audit	67,250
4	Profit after tax for distribution [(1) – (2) + (3)]	4,553,873
5	Allocation to charter capital supplementary reserve [(4) x 5%]	227,694
6	Allocation to financial risk reserve [(4) x 10%]	455,387
7	Allocation to bonus and welfare reserve (3 - month - salary)	670,197
8	Dividend payments (Charter capital x 12%) (*)	2,363,765
9	Undistributed profit, after distribution of reserves and dividend payment [(1) + (3) – (5) – (6) – (7) – (8)]	854,732

(*) *Note:* Excluding dividend paid to strategic partner as stipulated in the subscription agreement dated 30 September 2011.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN****Nguyen Hoa Binh**