

JSC BANK FOR FOREIGN TRADE OF VIETNAM

Address: 198 Tran Quang Khai St., Hoan Kiem, Hanoi

Business Registration No. 0100112437

(7th revision dated 10th January, 2012)

SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, April 25th, 2013

REGULATIONS

ON ORGANIZING THE 6th ANNUAL GENERAL SHAREHOLDERS MEETING OF JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM

CHAPTER I GENERAL REGULATIONS

Article 1: Scope and applicable objects

- 1.1 These regulations shall apply to the organization of the 6th Annual General Shareholders Meeting (hereinafter referred to as AGM) of the Joint Stock Commercial Bank for Foreign Trade of Vietnam.
- 1.2 These regulations specify the rights and obligations of shareholders, individuals attending the AGM; conditions and modalities for the AGM.

CHAPTER II RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, INDIVIDUALS ATTENDING THE AGM

Article 2: Rights and obligations of shareholders

2.1. Qualifications to attend the AGM

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

2.2. Rights of shareholders when attending the AGM:

- a. To attend the AGM in person or to authorize another person to attend the AGM.

- b. To vote on all matters under the authority of the AGM, in conformity with the Law on Enterprises, other applicable laws, and the Charter on the organization and operation of Vietcombank.
- c. To be officially informed of the contents of the AGM by the organizing committee, including:
- (i) Approval of the Board of Directors' Report on its activities in 2012 and orientation plans for 2013; the Board of Directors' Summary Report for the term 2008-2013 and plans for the term 2013-2018;
 - (ii) Approval of the Report on business results of 2012 and business plans for 2013;
 - (iii) Approval of the Supervisory Board's Report of the year 2012 and plans for 2013;
 - (iv) Approval of the Proposal on setting up reserve funds and distribution of profits of 2012;
 - (v) Approval of the Proposal on the remuneration plan for the Board of Directors and of Supervisory Board for the year 2013;
 - (vi) Approval of the General Shareholders Meeting's authorizing the Board of Directors to select an independent audit company from the list of audit companies;
 - (vii) Approval of the amendment of Item 7, Article 43 of the Charter on the organization and operation of VCB;
 - (viii) Approval of the Regulations on electing members of the Board of Directors and the Supervisory Board for the term 2013-2018;
 - (ix) Approval of the Proposal on electing members of the Board of Directors and the Supervisory Board for the term 2013-2018;
 - (x) Electing members of the Board of Directors and the Supervisory Board;
- d. At the AGM, each shareholder, or authorized representative of the shareholder, will receive a voting card, and ballot (which states the identity card number/ passport number/ business registration certificate number and the number of shares required for voting eligibility) after registering for attending the AGM with the Shareholders' Eligibility Examining Committee.
- e. The value of the voting card corresponds to the ratio of the number of shares eligible for voting that are owned by the shareholder or the representative, according to the registration for attending the AGM, over the total number of shares eligible for voting owned by all shareholders/ representatives attending the AGM.

- f. Shareholders, authorized representatives attending the AGM 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 AGM on time may register for attending the AGM, and then have the right to participate and vote immediately at the AGM, but the Chairman does not have to delay the AGM and the validity of the voting rounds conducted previously will not be affected.

2.3. Obligations of shareholders when attending the AGM:

- a. Shareholders or authorized representatives attending the AGM have to bring their identity cards/ passports, Invitation letter (or Invitation Notice if they did not received the Invitation letter), and Power of attorney (for the authorized representatives or authorized persons) and register for attending the AGM with the Shareholders' Eligibility Examining Committee;
- b. To comply with the regulations herein;
- c. To strictly follow the rules of the AGM and uphold the outcomes of the AGM.

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 AGM. Its functions are as follows:

- 3.1. To check the eligibility of shareholders, authorized representatives attending the AGM: Identity cards/passports, Invitation letter/Invitation Notice, Power of attorney (for the authorized representatives or authorized persons);
- 3.2. To deliver to shareholders or authorized representatives: voting cards, ballots and other meeting documents;
- 3.3. To announce the results of verifying shareholders' eligibility at the AGM.

Article 4: Rights and obligations of the Vote Counting Committee

The Vote Counting Committee is nominated by the Chair Committee and approved by the AGM. 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 Committee and the Secretary Committee

- 5.1. The Chair Committee approved by voting at the AGM, is in charge of chairing the meeting;
- 5.2. The Chair Committee's decision on orders, procedures or events outside the agenda of the AGM will be the final decision.

- 5.3. The Chair Committee takes the actions which it finds necessary in order to conduct the AGM in a proper and orderly manner, or in a way that will allow the AGM to reflect the wishes of the majority of attendees.
- 5.4. The Chair Committee shall have the right to adjourn the AGM to another time (in accordance with the provisions of the Law on Enterprises 2005, other applicable laws and the Charter on the organization and operation of Vietcombank) or to change the location of the meeting in the following cases:
- a. The behavior of attendees cause or may cause disorder to the meeting; or
 - b. The delay is necessary for the AGM to be conducted properly.
- 5.5. The Secretary Committee provides assistance as assigned by the Chair Committee.

CHAPTER III

GENERAL SHAREHOLDERS MEETING PROCEDURES

Article 6: Conditions for conducting the AGM

The AGM 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 who can attend the AGM.

Article 7: Methods for conducting the AGM

7.1. The AGM will last for 1 day.

7.2. The AGM will discuss in turn and vote on all issues stated in Section 2.2.c, Article 2 of these Regulations.

Article 8: Passing of resolutions of the AGM

A resolution of the AGM 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 eligible shareholders who either attend the meeting in person or are represented by others.

Article 9: Minutes of the AGM

The contents of the AGM shall be recorded in the Minutes Book. The minutes of the AGM must be completed and approved prior to the closing of the meeting.

**CHAPTER IV
OTHER PROVISIONS**

Article 10: In case the AGM cannot take place

- 10.1. In case the first AGM 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 days from the date on which the first meeting was intended to be opened. The second AGM shall be conducted when the attending members including shareholders and authorized representatives represent at least 51 per cent of the voting shares.
- 10.2. If the second AGM cannot take place because the condition stipulated in Clause 10.1 of this Article is not met, 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 AGM shall be conducted irrespective of the number of attending members.

**CHAPTER V
EXECUTION EFFECTIVENESS**

Article 11: Effectiveness

- 11.1 These Regulations comprise 5 Chapters divided into 11 Articles and shall come into effect immediately after being approved by the AGM.
- 11.2 Shareholders and attendees are responsible for following these Regulations.

**ON BEHALF OF THE GENERAL SHAREHOLDERS MEETING
CHAIRPERSON**