

JSC BANK FOR FOREIGN TRADE OF VIET NAM

Address: 198 Tran Quang Khai street, Ha Noi
Business Registration No. 0100112437
(7th revision dated 10th January, 2012)

SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, April 25th 2013

REPORT
ON THE ELECTION OF THE MEMBERS OF THE BOARD OF DIRECTORS
FOR OFFICE TERM 2013-2018

To: General Shareholders' Meeting-JSC Bank for Foreign Trade of Vietnam

Pursuant to:

- *The Law on Enterprises No. 60/2005/QH11 promulgated by the National Assembly of the SRV dated November 29, 2005;*
- *The Law on Credit Institutions No.47/2010/QH12 promulgated by the National Assembly of the SRV dated June 16, 2010;*
- *Decree No.102/2010/ND-CP dated October 1, 2010 of the Government of the SRV providing instruction on several provisions of the Law on Enterprises;*
- *Decree No.59/2009/ND-CP dated July 16, 2009 of the Government of the SRV on the organization and operation of commercial banks;*
- *Circular No. 06/TT-NHNN dated February 26, 2010 of the State Bank of Vietnam providing instruction on the organization, management, execution, charter capital, share's transfer, Business License and Charter revision of commercial banks;*
- *Circular No.121/2012/TT-BTC dated July 26, 2012 of the Ministry of Finance on corporate governance applicable for public companies;*
- *Official Notice No. 324/NHNN-TTGSNH dated January 18, 2012 of the State Bank of Vietnam approving the list of expected personnel for credit institutions and foreign banks' branches;*
- *Official Notice No. 649/NHNN-TTGSNH of the State Bank of Vietnam on the amendments to some provisions of the Official Notice No. 324/NHNN-TTGSNH dated January 18, 2012;*
- *Charter on the organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam (VCB);*
- *Internal Corporate Governance Regulation of the JSC Bank for Foreign Trade of Vietnam, issued with the Decision No. 620/QD-NHNT.HDQT dated October 31, 2012 of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam;*
- *Official Notice No.2281/VCB-TKHDQT dated March 25, 2013 of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam on the election of Board of Directors members for office term 2013-2018;*
- *Nominations for election to the Board of Directors for the office term 2013-2018;*
- *Official Document No.2083/NHNN-TTGSNH dated March 28, 2013 of the State Bank of Vietnam on the 6th Annual General Shareholders' Meeting of the JSC Bank for Foreign Trade of Vietnam;*
- *Official Document No.2643/NHNN-TTGSNH dated April 16, 2013 of the State Bank of Vietnam approving the list of nominees to be elected to the Board of Directors for the office term 2013-2018;*

The Board of Directors of the JSC Bank for Foreign Trade of Vietnam hereby reports to and proposes that the General Shareholders' Meeting approves of:

1. The number of members to be elected to the Board of Directors for the office term 2013-2018 as 10 members, including 01 independent member;
2. The office term of an elected member as 05 years (2013-2018);

3. The list of nominees to be elected to the Board of Directors, which includes the following persons:

No.	Name	Current position at VCB	Position up for election
1	Mr. Nguyen Hoa Binh	Chairman of the Board of Directors	Member of the Board of Directors
2	Mr. Nguyen Phuoc Thanh	Member of the Board of Directors and CEO	Member of the Board of Directors
3	Mr. Nguyen Dang Hong ¹	Member of the Board of Directors	Member of the Board of Directors
4	Mr. Nghiem Xuan Thanh ²		Member of the Board of Directors
5	Mr. Yutaka Abe	Member of the BOD and Deputy CEO	Member of the Board of Directors
6	Mr. Nguyen Danh Luong	Member of the BOD and Deputy CEO	Member of the Board of Directors
7	Ms. Le Thi Hoa	Member of the Board of Directors	Member of the Board of Directors
8	Ms. Nguyen Thi Dung		Independent Member of the Board of Directors
9	Mr. Pham Quang Dung	Deputy CEO	Member of the Board of Directors
10	Ms. Nguyen Thi Kim Oanh	Director of Credit Policy Department	Member of the Board of Directors

The curriculum vitae of the nominees are hereto attached.

The Board of Directors requests that the General Shareholders' Meeting approves of the aforementioned proposals.

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

NGUYEN HOA BINH

¹ Deputy Chief of the Banking Supervisory Agency- the State Bank of Vietnam.

² Chief of Administration Office - the State Bank of Vietnam.