

**JSC BANK FOR FOREIGN TRADE OF VIET NAM**

Address: 198 Tran Quang Khai Street, Ha Noi  
Business Registration No. 0100112437  
(7<sup>th</sup> revision dated 10<sup>th</sup> January, 2012)

**SOCIALIST REPUBLIC OF VIETNAM**

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*Hanoi, 10th April 2013*

**PROPOSAL TO THE GENERAL SHAREHOLDERS' MEETING**

*(Re: addition to the list of selected independent audit firms to audit and review the JSC Bank for Foreign Trade of Vietnam's financial statements)*

Pursuant to the Article 32 of the Charter on Organization and Operation of the JSC Bank for Foreign Trade of Vietnam, the Board of Directors would like to ask the General Shareholders Meeting for approval on the addition to the list of selected independent audit firms as follows:

**1. Requirements for an independent audit firm (the firm):**

To meet operation and development objectives, JSC Bank for Foreign Trade of Vietnam needs to have its financial statements audited according to both Vietnam Auditing Standards (VAS) and International Financial Reporting Standards (IFRS). Thus, the selected firm should have experience in auditing JSC banks in Vietnam according to both VAS and IFRS.

According to the prevailing laws and regulations to listed companies, an audit firm must be in the list of legible firms published by the State Securities Commission and meet requirements on bank auditing as per the Article 11 Circular No. 39/2011/TT-NHNN dated 15<sup>th</sup> December 2011 on the Regulations to independent audit of financial institutions by the State Bank of Vietnam.

There are now four (04) firms experiencing in auditing commercial banks according to both VAS and IFRS and meeting auditing regulations: Price Waterhouse Coopers Vietnam Limited Company, KPMG Vietnam Limited Company, Ernst & Young Vietnam Limited Company and Deloitte Vietnam Limited Company.

Audit firms approved to audit and review VCB's financial statements in the 3th General Shareholders' Meeting include 3 companies: Price Waterhouse Coopers Vietnam Limited Company, KPMG Vietnam Limited Company, Ernst & Young Vietnam Limited Company.

## **2. Proposal by the Board of Directors:**

In order to enlarge the list of selected audit firms in order to select an audit firm providing high quality service at a reasonable cost, the Board of Directors proposes the General Shareholders' Meeting to add Deloitte Vietnam Limited company to the list of selected audit firms to audit and review VCB's financial statements from 2014 onward, according to the following subject of "authorizing the Board of Directors (from 2014 until further change in the General Shareholders' Meeting's resolution) to decide an independent audit firm to review the 2<sup>nd</sup> quarter financial statements and annual financial statements among the aforementioned 04 audit firms".

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

**Nguyen Hoa Binh**