

**JSC BANK FOR FOREIGN TRADE OF  
VIETNAM**

Address: 198 Tran Quang Khai, Hoan Kiem, Hanoi  
Corporate Registration No. 0100112437  
(7<sup>th</sup> revision dated 10 Jan, 2012)

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**No: 06/TN2013/NQ-DHĐCĐ**

**SOCIALIST REPUBLIC OF VIETNAM**  
**Independence- Freedom - Happiness**

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*Hanoi, 25<sup>th</sup> April, 2013*

**RESOLUTION**  
**OF THE 6<sup>TH</sup> ANNUAL GENERAL SHAREHOLDERS' MEETING -**  
**JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF**  
**VIET NAM**

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**THE 6<sup>TH</sup> ANNUAL GENERAL SHAREHOLDERS' MEETING -**  
**JOINT STOCK COMMERCIAL 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 and related legal documents on law application instructions;*
- *The Law on Credit Institutions No.47/2010/QH12 promulgated by the National Assembly of the SRV dated June 16, 2010 and related legal documents on law application instructions;*
- *Charter on the organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam approved at General Shareholders' Meeting;*
- *Minutes of the 6th annual general shareholders meeting dated 25/04/2013,*

**RESOLVED:**

**Article 1.** To approve the amendment of Item 7, Article 43 of the Charter on organization and operation of VCB, as follows: *“In case the number of candidates nominated by the shareholders, the groups of shareholders is less than the number of candidates they are eligible to nominate, or the total*

*number of candidates does not meet the tentative number, or the nominated candidates do not meet the conditions and criteria as regulated, the Board of Director shall accordingly nominate the additional candidates”*

The General Shareholders' Meeting authorised the Board of Directors to carry out the necessary procedures in registration of this amended Charter with the regulatory authorities in accordance with laws.

**Article 2.** To adopt the reports of the Board of Directors, the Board of Management, the Supervisory Board on their activities; the audited financial statements for the year 2012 and profit distribution plan for 2012 of Vietcombank with the following important points.

*1. Business results in 2012:*

- ✓ Total assets: VND 414,475 billions;
- ✓ Loans outstanding: VND 241,163 billions;
- ✓ Fund mobilization from the economy: VND 303,942 billions;
- ✓ Total profit before tax: VND 5,764 billions;
- ✓ Number of staffs: 13,637 persons;
- ✓ Salary expenses/ Profit before tax (excluding salary): 32%;
- ✓ New branches and transaction offices: 13;
- ✓ NPL ratio: 2,40%.

*2. Profit distribution 2012:*

- ✓ Profit after tax in 2012: VND 4,271,305 millions;
- ✓ Unrealised profit in previous years became realised in 2012: VND 121,571 millions;
- ✓ Profit after tax for distribution VND 4,392,876 millions;
- ✓ Allocation to additional charter capital reserve fund: VND 219,644 millions;
- ✓ Allocation to financial reserve fund: VND 439,288 millions;
- ✓ Allocation to the bonus and welfare fund: VND 648,539 millions;
- ✓ Dividend payment(12%): VND 2,780,901 millions;
- ✓ Undistributed profit: VND 304,504 millions;

**Article 3.** To approve the business directions for 2013 with the following contents:

1. Keeping the approved strategy for 2011-2020, in 2013, VCB directs itself in promoting the wholesale advantages, further developing retail businesses while strongly redirecting to VND-dominated structure, to work more closely with Mizuho and take advantage of VCB's inherent strengths to create a sustainable development scheme that emphasizing the quality and competency.
2. The motto action in 2013 ***“Renovation – Quality – Safety –Efficiency”*** with the management philosophy: ***“Acute – Flexible - Drastic”***.
3. *The main directions are:* To continuously maintain the development model, organization and network structure; to promote credit growth together with credit quality control, to be flexible in fund mobilization not only to meet the Bank's needs for capital but also to maximize its efficiency; to maintaining and enhance foreign exchange trading, card services, other modern banking services; to improve the risk management; to maintain the investor and shareholder relations, to continue in innovating the management of human resources; to emphasize and promote the business planning and forecasting activities, to improve current internal regulation frameworks.
4. *Some main targets in 2013:*
  - ✓ Total assets: VND 451,778 billions, increased 9%;
  - ✓ Loans outstanding: VND 270,102 billions, increased 12%;
  - ✓ Fund mobilization from the economy: VND 340,415 billions, increased 12%;
  - ✓ Total profit before tax: VND 5,800 billions, increased 0,62%;
  - ✓ Number of staffs: ≤15.001 persons, increased ≤10%;
  - ✓ Salary expenses/ Profit before tax (excluding salary): 34%;
  - ✓ New branches and transaction offices: 40;
  - ✓ NPL ratio: below 3.00% total loans;
  - ✓ Dividend payout (VND per par value): VND 1,200.

The General Shareholders' Meeting authorized the Board of Directors to implement the afore-mentioned approved plan and to adjust the targets as needed.

**Article 4.** To approve the remuneration for BOD and BOS in 2013 at 0.35% of profit after tax in 2013, from the Bank's approved salary budget.

**Article 5.** To approve to add Deloitte Vietnam Limited company to "The list of selected audit firms to audit and review VCB's financial statements from 2014 onward". General Shareholders' Meeting authorized the BOD (from 2014 until further change in the AGM's resolution) to decide an independent audit firm to review the 2nd quarter financial statements and annual financial statements, selected from the list of audit firm, including Price Waterhouse Coopers Vietnam Limited Company, KPMG Vietnam Limited Company, Ernst & Young Vietnam Limited Company and Deloitte Vietnam Limited Company.

**Article 6.** To elect the following persons to the Board of Directors VCB, office term 2013 – 2018:

- (1) Mr. Nguyen Hoa Binh;
- (2) Mr. Nguyen Phuoc Thanh;
- (3) Mr. Nguyen Dang Hong ;
- (4) Mr. Nghiem Xuan Thanh ;
- (5) Mr. Yutaka Abe;
- (6) Mr. Nguyen Danh Luong ;
- (7) Ms. Le Thi Hoa;
- (8) Ms. Nguyen Thi Dung;
- (9) Mr. Pham Quang Dung ;
- (10) Ms. Nguyen Thi Kim Oanh ;

**Article 7.** To elect the following persons to the Supervisory Board, office term 2013-2018:

- (1) Ms. Truong Le Hien;
- (2) Ms. Vu Thi Bich Van;
- (3) Ms. La Thi Hong Minh;
- (4) Ms. Do Thi Mai Huong;

(5) Mr. Lai Huu Phuoc.

**Article 8.** Implementation provision:

This Charter was duly adopted at Meeting by the General Shareholders' Meeting and will take effect from the date of 25<sup>th</sup> April, 2013. The Members of Board of Directors, Supervisory Board, Board of Management take the responsibility to fulfil this resolution and to conduct the implementation in accordance with the respective assigned responsibility, pursuant with law and Charter on the organization and operation of VCB./.

**ON BEHALF OF ANNUAL SHAREHOLDERS' MEETING  
HEAD OF CHAIR COMMITTEE**

Recipients:

- As stated Item 8;
- State Bank of Vietnam (to report);
- State Securities Commission of Vietnam, Ho Chi Minh Stock Exchange;
- Filing: BOD Secretariat.

*(Signed and sealed)*

**Nguyen Hoa Binh**