

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**
**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

Address: 198 Tran Quang Khai St., Hanoi
Business Registration No. : 0100112437
12th revision dated December 16th 2016

Hanoi, April 27th, 2018

**PROPOSAL
ON THE ELECTION OF MEMBER OF BOARD OF
DIRECTORS FOR THE TERM 2018 - 2023**

Pursuant to:

- *The Law on Credit Institutions No. 47/2010/QH12 promulgated by the National Assembly of the Socialist Republic of Vietnam on June 16th, 2010;*
- *The Law on Enterprise No. 68/2014/QH13 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 26th, 2014 and implementation guidelines;*
- *The amended and supplemented Law on Credit Institutions No.17/2017/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam on November 20th, 2017;*
- *Decree No.71/2017/ND-CP dated 06/06/2017 by the Government about guidelines on corporate governance of public companies;*
- *Circular No.06/2010/TT-NHNN dated 26/02/2010 by the State Bank of Vietnam about guiding the organization, governance, administration, charter capital, transfer of shares and supplementation and modification of licenses or charters of commercial banks;*
- *Document No.324/NHNN-TTGSNH dated 18/01/2012 by the State Bank of Vietnam about approval of expected personnel for credit institutions, overseas bank branch;*
- *Document No.649/ NHNN-TTGSNH dated 25/01/2013 by the State Bank of Vietnam about adjustment of some contents in Document No.324/NHNN-TTGSNH dated 18/01/2012;*
- *Charter on organization and operation of the JSC for Foreign Trade of Vietnam which has been approved by 2016 Annual General Shareholders Meeting by Resolution No.09/TN2016/NQ-ĐHĐCĐ dated 15/04/2016 and of which the registration is confirmed by the State Bank of Vietnam in Document No. 880/NHNN-TTGSNH dated 17/02/2017.*
- *Regulation on Internal Corporate Governance of the JSC Bank for Foreign Trade of Vietnam which has been issued in attachment with Decision No. 620/QĐ-NHNT.HDQT dated 31/10/2012 by the bank Board of Directors;*
- *Notice No. 4247/VCB-CL&TKTH dated 23/03/2018 by the JSC Bank for Foreign Trade of Vietnam Board of Directors about the nomination of member of Board of Directors for the term 2018-2023;*
- *Document submission result of Board of Directors nomination for the term 2018 – 2023;*
- *Document No.... dated ... by the State Bank of Vietnam about approval of expected personnel to be nominated to Board of Directors for the term 2018-2023,*

The Board of Directors of the Joint Stock Commercial Bank for Foreign Trade of Vietnam hereby submits to the AGM for consideration and approval as follows:

1. Approve the number of members of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam for the office term of 2018-2023: 11 members, including 01 independent member;
2. Approve the number of members to be elected to the Board of Directors of the JSC Bank for Foreign Trade of Vietnam for the office term of 2018-2023 at the 2018 AGM: 08 members, including 01 independent member;
3. Approve the office term of the the elected members: 05 year (2018-2023);
4. Approve the list of nominees for BODs members as follows:

No	Name	Current titles (at VCB)	Nominated titles
1	Nghiem Xuan Thanh	Chairman	Chairman
2	Pham Quang Dung	CEO cum member of the BOD	CEO cum member of the BOD
3	Nguyen Manh Hung	Member of the BOD	Member of the BOD
4	Nguyen My Hao	Member of the BOD	Member of the BOD
5	Pham Anh Tuan	Member of the BOD	Member of the BOD
6	Eiji Sasaki	Member of the BOD	Member of the BOD
7	Hong Quang	Head of HR department	Member of the BOD
8	Truong Gia Binh		Independent member of the BOD

Curriculum Vitae of BOD member nominees are attached herewith.

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

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

Nghiem Xuan Thanh

**CURRICULUM VITAE OF ELECTION OF MEMBER
OF THE BOARD OF DIRECTORS FOR THE TERM 2018 - 2023**

1. Curriculum Vitae of Mr. Nghiem Xuan Thanh

- Date of Birth: 02nd November, 1969
- Nationality: Vietnam
- Educational background: PhD in economics,
- Professional background:

Year	Title, Position, Company
10/1988 - 08/1994	Officer of Vinh Phu Branch at Vietinbank (Accounting Department; Treasury Department)
09/1994 - 05/1997	Director of Accounting Department of Phuc Yen Branch at Vietinbank
06/1997 - 04/1999	Officer of Human Resources and Training Department of Head Office at Vietinbank
05/1999 - 06/2002	Deputy Director of Management Office – Secretary of CEO at Vietinbank
07/2002 - 10/2003	Director of BOD Secretariat at Vietinbank
11/2003 - 02/2006	Director of Risk and Debt Handling Department at Vietinbank
03/2006 - 08/2008	Director of Debt Handling Department at Vietinbank
08/2008 - 10/2010	Director of Thanh Xuan Branch at Vietinbank
10/2010 - 01/2012	Director of Dong Da Branch at Vietinbank
01/2012 - 06/2012	Deputy CEO at Vietinbank
06/2012 - 07/2013	Director of The Governor's Office at The State Bank of Vietnam
07/2013-11/2014	Member of BOD, CEO at Vietcombank
11/2014 – Now	Chairman of the BOD at Vietcombank

2. Curriculum Vitae of Mr. Pham Quang Dzung

- Date of Birth: 18th April, 1973
- Nationality: Vietnam
- Educational background: Master of Banking and Finance
- Professional background:

Year	Title, Position, Company
08/1994 - 09/1996	Officer of Investment and Guarantee Department at Vietcombank
09/1996 - 09/1997	Study Master of Banking and Finance in UK
10/1997 - 08/1998	Officer of International Relationship Department at Vietcombank
08/1998 - 06/1999	Director of General Planning Department at Vietcombank Leasing
07/1999 - 06/2000	Deputy Director of Management Office at Vietcombank
6/2000-10/2002	Deputy CEO at Vinafico
10/2002 - 06/2007	Director of Financial Institution Department at Vietcombank
06/2007-10/2014	<ul style="list-style-type: none"> - Deputy CEO at Vietcombank - Member of BOD at Vietcombank (Since 04/2013) - Chairman of the BOMat VCBS (Since 2009) - Chairman of the BOD at VCBF - Member of the Executive Committee of Party Committee at Vietcombank

Year	Title, Position, Company
11/2014 – Now	- Member of BOD, CEO at Vietcombank - Deputy Secretary of Party Committee at Vietcombank (Since 15 th December, 2014)

3. Curriculum Vitae of Mr. Nguyen My Hao

- Date of Birth: 12nd October, 1963
- Nationality: Vietnam
- Educational background: Master of Economics
- Professional background:

Year	Title, Position, Company
02/1987-06/1989	Officer of Tue Tinh Branch at The State Bank of Vietnam
07/1989-11/1992	Officer of Vinh Branch at Vietcombank
12/1992-02/1994	Deputy Director of Accounting Payment Department of Vinh Branch at Vietcombank
03/1994-06/1994	Director of Accounting Payment Department of Vinh Branch at Vietcombank
07/1994-08/1997	Deputy Director of Ha Tinh Branch at Vietcombank
09/1997-09/2001	Director of Ha Tinh Branch at Vietcombank
10/2001-02/2003	Deputy Director of Ha Noi Branch at Vietcombank
03/2003-12/2006	Deputy CEO at Vietnam Bank for Social Policies
01/2007-10/2009	Director of Thang Long Branch (old name: Cau Giay Branch) at Vietcombank
11/2009-04/2017	Director of Operation Centre at Vietcombank
05/2017 – Now	Member of BOD at Vietcombank

4. Curriculum Vitae of Mr. Nguyen Manh Hung

- Date of Birth: 05th February, 1974
- Nationality: Vietnam
- Educational background: Master of Developing Economics
- Professional background:

Year	Title, Position, Company
09/1991-07/1995	Study Bachelor of Business Administration at National Economics University
1995-1998	Study Master of Economics at Vietnam – Netherland Master's Program, major in Developing Economics
10/1998-07/2001	Officer of Project Department of Operation Centre at Vietcombank
08/2001-08/2003	Officer of Credit Manager Department at Vietcombank
09/2003-07/2006	Deputy Director of Credit Manager Department at Vietcombank
08/2006-09/2007	Deputy Director of Credit Policy Department at Vietcombank
09/2007-12/2007	Deputy Director in charge of Credit Policy Department at Vietcombank
12/2007-2/2012	Director of Credit Policy Department at Vietcombank
03/2012-08/2012	Deputy Director in charge of Ha Noi Branch at Vietcombank
09/2012-26/12/2014	Director of Ha Noi Branch at Vietcombank
16/12/2014 – Now	Member of BOD at Vietcombank

5. Curriculum Vitae of Mr. Pham Anh Tuan

- Date of Birth: 09th April, 1966
- Nationality: Vietnam
- Educational background: Master of Business Administration
- Professional background:

Year	Title, Position, Company
08/1990-11/1991	Officer of Calculating Center of HCM Branch at The State Bank of Vietnam
12/1991-12/1993	Officer of HCM Branch at Vietinbank
01/1994-02/1994	Officer of Operation Centre 2 at Vietinbank
02/1994-02/1995	Deputy Director of Computer Information Center Department of at Vietinbank
03/1995-10/1997	Director of Computer Information Department of Operation Center 2 at Vietinbank
10/1997-05/1999	Deputy Director of Computing Department of Operation Center 2 at Vietinbank
06/1999-08/2008	Director of Information Technology Center at Vietinbank
08/2008-04/2010	Deputy CEO cum Director of Information Technology Center at Vietinbank
04/2010-05/2012	Deputy CEO cum Director of Information Technology Center at Vietinbank
04/2010-05/2012	Deputy CEO and Director of Information Technology Center at Vietinbank
05/2012-31/8/2014	Deputy CEO at Vietinbank
01/09/2014 – 03/07/2016	Deputy Director General of Economics Department at Central Economics Committee
04/7/2016-04/2017	Director of Banking Modernization Department at Vietcombank
04/2017 – Now	The member of BOD cum Director of Banking Modernization Department at Vietcombank

6. Curriculum Vitae of Mr. Hong Quang

- Date of Birth: 06th January, 1976
- Nationality: Vietnam
- Educational background: Master of Business Administration
- Professional background:

Year	Title, Position, Company
02/1999-10/2001	Officer of Payment Center of Head Office at Vietcombank
10/2001-02/2005	Officer of Legal Department of Head Office at Vietcombank
02/2005-12/2008	<ul style="list-style-type: none"> - Secretary of BOD cum Chairman Secretary at Vietcombank - Deputy of Director of BOD Secretariat Department (Current name: Strategic Planning & BOD Secretariat Department) at Vietcombank
01/2013-07/2014	Director of Compliance Department of Head Office at Vietcombank
08/2014 – Now	<ul style="list-style-type: none"> - Director of Human Resources Department at Vietcombank - Member of Standing Committee, Head of Party Inspection Committee at Vietcombank

7. Curriculum Vitae of Mr. Eiji Sasaki

- Date of Birth: 23st September, 1962
- Nationality: Japan
- Educational background: Master of Business Administration
- Professional background:

Year	Title, Position, Company
1988-1993	Officer of SME Department of Ebisu Branch at Dai-ichi Kangyo Bank, Japan
1993-1998	Officer of Corporate Customer Relationship for Non Japanese corporate customers of Hongkong Branch at Dai-ichi Kangyo bank,
1998-2000	Manager of International Credit Division (Credit supervising for Non Japanese corporate customers) at Dai-ichi Kangyo Bank in Japan; International Credit Division
2000 -2008	Senior Vice President (Head of Japanese customers); Seconded to TISCO Bank in Thailand
2008-2010	Deputy General Manager of Management of International Business and trade-related business, Mizuho Bank, Ltd; International Business Division
2010-2014	General Manager (Management of New Delhi Branch) Mizuho Bank Ltd, New Delhi Branch
2014-2015	CEO (Management of Mizuho Bank's Malaysia subsidiary) Mizuho Malaysia Berhad.
2015-2016	General Manager for Asia Business at Mizuho Bank Ltd; Global Corporate Coordination Department
04/2017 - Now	Member of BOD at Vietcombank
12/2017- Now	Member of BOD cum Deputy CEO at Vietcombank

8. Curriculum Vitae of Mr. Truong Gia Binh

- Date of Birth: 19th May, 1956
- Nationality: Vietnam
- Educational background: Associate Professor, PhD
- Professional background:

Year	Title, Position, Company
1982 – 1988	Institute of mechanics – Vietnam Academy of Science and Technology
1983 – 1985	Collaborator – Steklov Mathematical Institute – Russian Academy of Sciences
1988 – 2002	CEO at FPT
1988 – 2005	Chairman of Vietnamese Young Business Association
2001 – Nay	Chairman of VINASA
2002 – 2009	Chairman of the BOD cum CEO of FPT
2002 – 2009	Chairman of the BOD cum CEO of FPT
2009 – 2012	Chairman of the BOD of FPT
2012 – 2013	Chairman of the BOD cum CEO of FPT
2013 – Now	Chairman of the BOD of FPT
2015 – Now	Chairman of Digital Agriculture Association Vietnam
2017 – Now	Head of Private Economic Development Research

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai St., Hanoi
Business Registration No. : 0100112437
12th revision dated December 16th 2016

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

Hanoi, April 27th, 2018

REGULATION

ON ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS OF JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM

Pursuant:

- *The Law on Credit Institutions No. 47/2010/QH12, ratified by The National Assembly of the Socialist Republic of Vietnam on 16 June 2010;*
- *The Law on Enterprises No. 68/2014/QH13, ratified by the 13th National Assembly of the Socialist Republic of Vietnam on 26 November 2014;*
- *Law on amendments of the Law on Credit institutions No.17/2017/QH14, ratified by the National Assembly of the Socialist Republic of Vietnam on 20 October 2017.*
- *Decree No 71/2017/NĐ-CP on instruction of corporate governance applicable for public companies dated 06 June 2017 of the Government.*
- *Circular No. 06/2010/TT-NHNN dated 26 February 2010 of the State Bank of Vietnam guiding the organization, governance, administration, charter capital, transfer of shares, Business License and Charter revision of banks;*
- *Official Document No. 324/NHNN-TTGSNH dated 18 January 2012 of the State Bank of Vietnam approving the list of expected personnel for credit institutions and foreign bank's branches;*
- *Official Document No. 649/NHNN-TTGSNH dated 25 January 2013 of the State Bank of Vietnam amending and supplementing a number of articles of Official Document No. 324/NHNN-TTGSNH dated 18 January 2012;*
- *Charter on the organization and operation of JSC Bank for Foreign Trade of Vietnam approved by the Annual General Shareholders Meeting at Resolution No. 09/TN2016/NQ-DHDCD dated 15 April 2016 and registered at the State Bank of Vietnam by the registration confirmation No. 880/NHNN-TTGSNH dated 17 February 2017;*
- *Regulations on internal corporate governance of JSC Bank for Foreign Trade of Vietnam issued with Decision No.620/QĐ-NHNT.HDQT on 31 October 2012 of the Board of Directors of JSC Bank for Foreign Trade of Vietnam.*

I. Nomination for the Board of Directors' members of Vietcombank:

1. Number of members of the Board of Directors to be elected:

Total number of members of Vietcombank's Board of Directors for 2018 AGM is tentatively 08 members, including 01 independent member.

2. *The office term of members of the Board of Directors::*

The office term of members of the Board of Directors is 5 years (2018-2023).

3. *Criteria and conditions to become a member of the Board of Directors:*

3.1 *The following persons shall not be members of the Board of Directors¹:*

- a) Minors and those whose capacity for civil acts is restricted or lost;
- b) Those who are currently examined for penal liability or serving criminal sentences or decisions of the court;
- c) Those who were convicted of serious or more serious crimes;
- d) Those who were convicted of crimes of infringement upon ownership whose criminal records have not been written off;
- e) Cadres, civil servants, managers of division or higher level of enterprises in which the State holds 50% or more of the charter capital, except those appointed to represent the State's capital share in the credit institution;
- f) Officers, non-commissioned officers, professional servicemen and defense workers of agencies and units under the Vietnam People's Army; officers, professional noncommissioned officers of agencies and units under the Vietnam People's Police, except those appointed to represent the State's capital share in Vietcombank;
- g) Those who are banned from acting as managers and executives under the laws on cadres and civil servants and on Corruption Prevention;
- h) Those who used to be owners of private enterprises, partners of partnerships, General Directors (Directors), members of Board of Directors, Members' Councils and Supervisory Board of enterprises, chairmen and members of cooperative management board at the time enterprises or cooperatives are declared bankrupt, except cases of bankruptcy in force majeure circumstances;
- i) Those who used to be representatives-at-law of enterprises at the time these enterprises are suspended from operation or compelled to dissolve due to their serious violations of law, except cases in which the representatives-at-law are recommended by competent state agencies to reorganize and consolidate those enterprises;

¹ Article 33 of the Law on Credit Institution (Law on amendments of the Law on Credit institution for the year 2017)

- j) Those who were once suspended from holding the title of chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, Chief of the Supervisory Board, member of the Supervisory Board or General Director (Director) of a credit institution under Article 37 of the Law on Credit Institutions or determined by a competent agency as having committed violations leading to the revocation of the credit institution's license;
- k) Those who are liable under the Inspection's conclusion that lead to sanctionary administrative fine of credit institutions and foreign bank's branch in the monetary market and banking sector with the highest fine for action of violating the regulations on certificate, governance, management, share, stock, capital contribution, share purchase, credit granting, corporate bond purchase, safety ratio as prescribed by legal regulations on penalty for administrative violation in the monetary market and banking sectors.
- l) Other cases defined under the laws and in the Vietcombank's Charter.

3.2 Cases banned from concurrently holding different posts ²:

- a) A member of the Board of Directors may not concurrently be:
 - A member of the Supervisory Board of Vietcombank;
 - A manager of another credit institution unless this institution is a subsidiary of Vietcombank;
 - A director of Vietcombank and another credit institution;
 - Member of the BOD at more than 05 other companies.
- b) Chairman of the BOD may not concurrently be:
 - A manager of Vietcombank, member of the BOD, manager of other credit institution unless this institution is a subsidiary of Vietcombank;
 - Chairman of the Board of Directors, member of the Board of Directors, chairman of the Members' Council, member of the Members' Council, Chairman of the Company, General Director (Director), Deputy General Director (Deputy Director) or other correspondent titles in other company.

3.3 Criteria and conditions for members of the Board of Directors:³

- a) A member of the Board of Directors must satisfy all the following criteria and conditions:
 - Being healthy, possessing professional code of ethics;

² Article 34 of the Law on Credit Institution (Law on amendments of the Law on Credit institution for the year 2017)

³ Article 50 of the Law on Credit Institutions 2010 and Article 48 of the Charter on organization and operation of Vietcombank

- Having a university degree or higher;
 - Having at least three (03) working years being as a manager of a credit institution, or having at least five (05) years working as a manager of the company operating in professional banking, finance, audit or accounting division or other firms having charter capital at least equal to the legal capital for the corresponding type of credit institution.
- b) An independent member of the Board of Directors should meet all conditions stated at point a and the following requirements⁴:
- Neither currently working for the bank or its subsidiaries nor working for Vietcombank or its subsidiaries for three (03) preceding and consecutive years;
 - Not being granted salaries or regular allowances by Vietcombank except remuneration for Board of Directors members under regulations;
 - Having no spouse, parents, children, siblings and their spouse as major shareholders of Vietcombank, managers or Supervisory Board's member of Vietcombank or its subsidiaries;
 - Neither directly nor indirectly owning or representing ownership of more than 1% of the charter capital or voting share capital of Vietcombank; not owning more than 5% of the charter capital or voting share capital of Vietcombank together with his/her related people;
 - Not being a manager or a member of Supervisory Board of Vietcombank at any time in the five (05) preceding and consecutive years;

3.4 A person nominated to serve as member of Vietcombank's Board of Directors: must receive with written approval from the State Bank of Vietnam and fully meet the criteria and conditions under the provision of law and the charter of organization and operation of Vietcombank during his/her office term.

II. Dossiers of nominees for the Board of Directors of Vietcombank

1. Shareholder or group of shareholders that are qualified for nominating and want to nominate a member of the Board of Directors must submit dossiers to Vietcombank, including the following documents:
 - a) A nomination notice must be sent to Vietcombank's Board of Directors (03 copies);
 - b) Curriculum vitae of the candidate (03 copies);
 - c) Judicial record card of the candidate (03 copies);

⁴ Article 50 of the Law on Credit Institutions 2010; Article 1 of the Charter on organization and operation of Vietcombank;

- d) For candidates whose nationality is not Vietnamese, the judicial record cards (or equivalent document) must be issued by a competent agency of the country where the foreigner resides before coming to Vietnam. For a foreigner who has resided in Vietnam for at least 6 months, his/her judicial record card must be issued by Vietnam Justice Department of the locality where he/she resides;
- e) Certified copies of degrees and qualification documents of the candidate in accordance with the provisions (03 copies per document);
- f) Report on the candidate's related interests under the provisions of Article 39 of the Law on Credit institutions 2010 and Article 159 of the Law on Enterprise 2014 (03 copies);
- g) Statement of related person of candidates under the provisions of Item 28, Article 4 of the Law on Credit institutions 2010 (03 copies).

Note: Forms are provided at Vietcombank webpage:

<http://www.vietcombank.com.vn/Investors/Information.aspx>

2. Every document is to be written in Vietnamese. Documents created in foreign countries must be consularly legalized and translated into Vietnamese. Copies of Vietnamese documents and translated documents are to be certified by relevant authority in accordance with the Law.

III. Location and time for submission of dossiers nominating candidate for the Board of Directors:

1. Location: Candidates' dossiers for the Board of Directors under the provisions of Clause II of this regulation must be sent directly or by post (with guarantee) to the following address:
 Joint Stock Commercial Bank for Foreign Trade of Vietnam (Vietcombank)
 Board of Directors Secretariat
 18th floor, Vietcombank Tower, 198 Tran Quang Khai Street, Hoan Kiem District, Hanoi;
 Tel: 024 39343137 (ext: 1530,1822,1507, 1509)
2. Deadline for submission: No later than 17h00, Wednesday April 11th 2018. Submissions received after 17h00, Wednesday April 11th 2018, will not be considered.

IV. Principles for voting in election of the member of the Board of Directors :

1. The election voting shall be implemented according to the method of cumulative voting. Accordingly, each shareholder has total number of votes corresponding to the total owned shares multiplied by the number of elected members of Board of Directors. Shareholders has the right to cumulate all votes for one candidate or divide his/her votes for one or more candidates.

2. The candidates are elected according to the number of votes, ranking from high to low until enough members are chosen for the board. A member has to accumulate more than 51% of all voting shares out of all attending shareholders. In case where two or more candidates reach the same number of votes for the last member of Board of Directors, they shall be reelected.
3. Shareholders write the number of votes they give to a candidate on the “Number of votes” column.
4. If shareholders do not vote for one or more candidates, leave the “Number of votes” column blank or cross it.
5. The total number of votes given by one shareholder must not exceed the total number of votes he/she is allowed to give (number of shares x number of electees)
6. Names of candidates are already printed on the voting slip.

V. Announcement of election result

1. Based on the vote counting minutes, the Vote Counting committee will announce the result of election of the Board of Directors’ members at the Meeting;
2. The outcome of the election will be recorded in the Meeting’s Resolution.

VI. Effectiveness:

This regulation will be immediately effective after it is ratified and approved in the 2018 Annual General Shareholders Meeting. It is only applicable for the election of members of the Board of Directors in the term of 2018 – 2023.

**ON BEHALF THE AGM
CHAIRMAN**