

**JSC BANK FOR FOREIGN
TRADE OF VIETNAM**

Address: 198 Tran Quang Khai, Hanoi
Business Registration No. 0100112437
(15th revision dated April 14th, 2022)

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

Hanoi, April 21st, 2023

DRAFT

PROPOSAL
ON AMENDMENT, SUPPLEMENTATION TO THE CHARTER AND
SOME MANAGEMENT REGULATIONS OF JSC BANK FOR FOREIGN
TRADE OF VIETNAM

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; Amended and supplemented Law on Credit Institutions No. 17/2017/QH14 dated 30/11/2017 and some instruction documents;

The Law on Enterprises dated June 17th, 2020 and instruction documents;

Law on Securities dated November 26th, 2019 and instruction documents;

Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities

Charter on organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam which has been approved by 2021 Annual General Shareholders Meeting by Resolution No.14/TN2021/NQ-DHDCD dated 23/04/2021;

Document No. 2805/NHNN-TTGSNH dated April 20th 2023 of the State Bank of Vietnam about the VCB Charter amendment,

The Board of Directors of the Joint Stock Commercial Bank for Foreign Trade of Vietnam respectfully submits to the AGM for consideration and approval on the Amendment of Charter on Organization and Operation of the JSC Bank for Foreign Trade Vietnam (**Charter**), Regulation on Organization and Operation of the Board of Directors (**BOD**), Regulation on Internal Governance as follows:

1. The necessity for amendment of the Charter, Regulation on Organization and Operation of the Board of Directors (BOD), Regulation on Internal Governance

VCB current Charter which has been approved in 2021 AGM is based on the updated regulations of 2020 Law on Enterprises, 2019 Law on Securities and Decree No. 155/2020/ND-CP dated 31/12/2020 of the Government on detailing and guiding the implementation of a number of articles of the Law on Securities. Accordingly, VCB Charter is basically consistent with related laws and acts as significant basis for the Bank management and operation.

However, periodic review of the Charter is necessary to comply with updated regulations; to reflect VCB organizational structure, management model which are in line with current practice and improved management efficiency.

In addition, VCB Regulation on Organization and Operation of the BOD and Regulation on Internal Governance contain many reference to the Charter. Therefore, these 2 regulations should also be reviewed simultaneously with the Charter to ensure the compatibility and overall comprehensiveness.

2. Amendment and supplementation proposal:

Based on new regulations of Law on credit institutions, Law on Enterprises and related legal documents, the BOD have reviewed and proposed to amend, supplement the Charter, Regulation on organization and operation of BOD, Regulation on internal governance.

Detailed amendment and supplementation to the Charter, Regulation on organization and operation of BOD, Regulation on internal governance and the draft of the whole amended and supplemented documents are as attached.

The Board of Directors would like to propose to the AGM to consider approval of the following:

- i. Approve the amendment, supplementation to the Charter, Regulation on organization and operation of the Board of Directors, Regulation on internal governance as stated in the attachments;
- ii. Approve the whole drafts of the Charter, Regulation on organization

and operation of the Board of Directors, Regulation on internal governance;

iii. Assign the Board of Directors to carry out necessary procedures to issue the Charter, Regulation on organization and operation of the Board of Directors, Regulation on internal governance which are amended and supplemented as approved.

Respectfully,

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

Pham Quang Dzung