

JSC BANK FOR FOREIGN TRADE OF VIET NAM

Address: 198 Tran Quang Khai street, Ha Noi
 Business Registration No. 0100112437
 (12th revision dated 16th December, 2016)

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

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Hanoi, April 18th, 2017

PROPOSAL

ON RESIGNATION OF A MEMBER OF THE BOARD OF DIRECTORS

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

Pursuant to:

- *The Law on Enterprises No. 68/2014/QH13 promulgated by the 13th National Assembly of the SRV dated November 26, 2014;*
- *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;*
- *Circular No. 06/2010/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 organisation and operation of the JSC Bank for Foreign Trade of Vietnam approved by the Annual General Shareholders Meeting at Resolution No. 09/TN2016/NQ-DHĐCĐ dated April 15th, 2016, and registered at the State Bank of Vietnam by the registration confirmation No. 880/NHNN-TTGSNH dated February 17, 2017;*
- *Proposal letter dated January 13, 2017 of Mizuho Bank Japan regarding the change of representative of Mizuho Bank Japan at JSC Bank for Foreign Trade of Vietnam;*
- *Official Letter No.2647/NHNN-TTGSNH dated April 14th, 2017 of the State Bank of Vietnam on approval of the tentative candidate for supplementary selection of members of the Board of Directors of VCB for office term 2013-2018,*

The Board of Directors of the JSC Bank for Foreign Trade of Vietnam (VCB) hereby reports and proposes to the General Shareholders Meeting the followings:

1. The Board of Directors of VCB currently consists of 07 members: 05 non-executive members (including the independent member of the Board of Directors) and 02 executive members¹.
2. According to the proposal of strategic investor Mizuho Bank Japan (Mizuho) regarding the change of its representative in the BOD, Mizuho has the intention to

¹ Due to the removal of Mr. Yutaka Abe from Deputy CEO position following Decision No. 962/QD-VCB-TCCB dated April 13, 2017 of the BOD of VCB, the number of executive BOD's members reduced to 02 from 03 since April 14, 2017.

assign Mr. Yuktaka Abe – current Member of the BOD to take other responsibilities. As such, Mizuho proposes another person for supplementary election to the BOD for the office term 2013-2018.

The Board of Directors proposes that the General Shareholders Meeting approve the resignation of Mr. Yutaka Abe from the Board of Directors. Upon receiving the approval of the General Shareholders Meeting, the Board of Directors will propose the supplementary election of members of the BOD for office term 2013-2018 in accordance with current regulations.

Respectfully submitted,

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

Nghiem Xuan Thanh