

**THE JOINT STOCK COMMERCIAL BANK
FOR FOREIGN TRADE OF VIETNAM**

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

Head Office: 198 Tran Quang Khai, Hanoi

Tax ID: 0100112437
(13th revision as on Jan 16th, 2019)

Hanoi, April 23rd, 2021

**PROPOSAL
ON AMENDMENT, SUPPLEMENTATION TO THE REGULATION ON
ORGANIZATION AND OPERATION OF THE SUPERVISORY BOARD
OF JSC BANK FOR FOREIGN TRADE OF VIETNAM**

Pursuant to:

Law on Credit Institutions No. 47/2010/QH12 promulgated by the National Assembly of the Socialist Republic of Vietnam dated on June 16th, 2010; Law on Amendments to some articles of the Law on Credit Institutions 2017 and implementation guidelines;

Law on Enterprise No. 59/2014/QH13 promulgated by the National Assembly of the Socialist Republic of Vietnam dated on June 17th, 2020;

Law on Securities No. 54/2019/QH14 promulgated by the National Assembly of the Socialist Republic of Vietnam dated on November 26th, 2019 and instruction documents;

Decree No. 155/2020/NĐ-CP dated on December 31st, 2020 of the Government on detailing and guiding the implementation of some articles of the Law on Securities;

Statute of the organization and operation of the Supervisory Board of Jsc Bank for Foreign Trade of Vietnam adopted in Decision No 661/QĐ-VCB-BKS dated on April 26th, 2019;

Document No. 2712/NHNN-TCKT dated on April 22nd, 2021 of the State Bank of Vietnam on VCB's 2021 Annual General Meeting of Shareholders, Amendments on VCB Charter and some statutes to submit to VCB's 2021 Annual General Meeting of Shareholders,

The Supervisory Board would respectfully submit to the Annual General Meeting of Shareholders (AGM) for consideration and approval on the amendment and supplementation of Statute of the organization and operation

of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam as follows:

1. The necessity of amendment and supplementation to the regulation on organization and operation of the Supervisory Board

Certain legal documents have been amended, namely such as: Law on Enterprise No. 59/2014/QH13, Law on Securities No. 54/2019/QH14, Decree No. 155/2020/NĐ-CP on detailing and guiding the implementation of some articles of the Law on Securities, Circular No 116/2020/TT-BTC on directions of some articles about corporate governance in public companies,...which include a number of amendments, changes in terms of the Supervisory Board's organization and operation in enterprises.

Therefore, to ensure the Regulation on organization and operation of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam to be compatible and updated with new regulations, the review and amendment of the Statute of the organization and operation of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam are critical.

2. Amendment and supplementation proposal:

Based on regulations on Law on Enterprise (2020) and other relating legal documents, the Supervisory Board has reviewed and proposed to amend, supplement of some articles of the Regulation on organization and operation of the Supervisory Board.

Details of amendment and supplementation to the Regulation on organization and operation of the Supervisory Board and the draft as per attached Appendix.

The Supervisory Board would respectfully propose to the Annual General Meeting of Shareholders to consider for approval as follows:

- i. To approve the amendment, supplementation to the Regulation on organization and operation of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam as per attached Appendix and the attached draft in full;
- ii. To assign to the Supervisory Board to conduct necessary formalities

to enact the Regulation on organization and operation of the Supervisory Board of the JSC Bank for Foreign Trade of Vietnam with the amendment and supplementation as above.

**FOR AND ON BEHALF OF THE SUPERVISORY BOARD
HEAD OF THE SUPERVISORY BOARD**

Lai Huu Phuoc