

JSC BANK FOR FOREIGN TRADE OF VIET NAM

Address: 198 Tran Quang Khai street, Ha Noi
 Business Registration No. 0100112437
 (11th revision dated 07th Novemer,2014)

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

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Hanoi, December 11 , 2014

PROPOSAL
ON THE SUPPLEMENTARY ELECTION OF THE MEMBERS
OF THE BOARD OF DIRECTORS FOR OFFICE TERM 2013-2018

To: General Shareholders Meeting - JSC 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;*
- *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/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 organization and operation of the JSC Bank for Foreign Trade of Vietnam as approved by the 7th Annual General Shareholders Meeting in Resolution No. 07/TN2014/NQ-ĐHĐCĐ dated 23th April 2014, amended by the Board of Directors at Resolution No. 183/NQ-HĐQT.TKHDQT dated 9th July 2014 and registered at the State Bank of Vietnam by the registration confirmation No. 5986/NHNN-TTGSNH dated 18th August 2014;*
- *Official Notice No.12214/VCB-TKHDQT dated November 26th , 2014 of the Board of Directors of the JSC Bank for Foreign Trade of Vietnam on the nomination for supplementary election of a Board of Directors member for office term 2013-2018;*
- *Nominations for supplementary election to the Board of Directors for the office term 2013-2018;*
- *Official Document No.8805/NHNN-TCCB dated November 26th, 2014 of the State Bank of Vietnam on personnel issue,*

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

- i. *The supplementary election of a Board of Directors member for the office term 2013-2018; Number of members to elect: 01;*
- ii. *The office term of the elected member will correspond to the remaining time of the office term 2013-2018;*

- iii. The list of nominees to be elected to the Board of Directors for the office term 2013-2018: Mr. Nguyen Manh Hung.

The curriculum vitae of the nominee is hereto attached.

The Board of Directors requests the General Meeting of Shareholders to consider and approve of the aforementioned proposals.

Respectfully submitted,

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

Nghiem Xuan Thanh