

JSC BANK FOR FOREIGN TRADE OF VIETNAM

Address: 198 Tran Quang Khai street, Hanoi
Business Registration No 0100112437
(8th revision dated 1st August 2013)

SOCIALIST REPUBLIC OF VIETNAM

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Hanoi, April 23, 2014

PROPOSAL TO THE GENERAL SHAREHOLDERS MEETING

(Ref: Plan of Raising Charter Capital in 2014 by issuing the bonus shares)

In 2014 and next few years, VCB has targeted itself to promote its various advantages, emphasizing on the in-depth development, focusing on quality and effectiveness, toward the sustainable development with international standards, aiming to become the number one commercial bank in Vietnam with the regional influence. In order to achieve this vision, The Board of Directors would like to submit to the General Shareholders Meeting the plan of increasing charter capital in 2014 with main contents as follows:

1. Tentative amount of charter capital to increase

- Current charter capital: VND 23,174,170,760,000.
- The tentative amount to raise in 2014: VND 3,476,125,610,000.
- The charter capital as at year-end 2014 (tentatively, after capital increase): VND 26,650,296,370,000.

The charter capital will be increased by issuing the bonus shares to existing shareholders of VCB at the rate of 15%.

2. Type of shares: Common shares, par value of VND 10,000/share.**3. The objects of the offering:**

The existing shareholders in the shareholders' list at the date of closing the right to receive the bonus share in accordance with the prevailing laws and the capital raising plan approved by the AGM.

4. The mechanism of identifying the number of bonus shares and the resolution for the odd shares:

- A shareholder holding 100 shares at the date of closing the right to receive the bonus shares of 15 shares.
- The number of stock dividend shall be rounded at the units, and the decimal part shall be omitted.

- Example: A shareholder holding 470 shares at the date of closing the right to receive 70 bonus shares.
- Implementation time: tentatively in Quarter II of 2014. The Board of Directors of VCB shall be assigned to determine the exact time of implementation upon receipt of the approval from the regulatory agencies.

5. Additional capital usage plan

The additional charter capital as above plan is mostly transferred from retained profits and surplus to the charter capital. The shareholder's capital shall be used for the business activities of VCB under the reasonable structure and in consistence with the capital growth to ensure the effectiveness, safe usage of the capital and to maximize the benefits of the shareholders. The plan of utilizing the capital from share offering is as follows:

- To invest in the construction of premises, technology and fixed assets;
- To increase the ownership in the existing investments as well as to seek for the new potential investment opportunities;
- To expand the lending & funding businesses as well as other business activities of the Bank;
- To conduct the M&A transaction (if applicable).

6. Some key targets after capital increase (Estimated)

- In 2014, Total assets are estimated to increase by 11%; Fund mobilization from economy and credit-outstanding are expected at the same growth rate of 13%; Pre-provision profit before tax is at ~13% of growth rate.
- CAR: ~12%.
- ROAE: ~10%.

(Details in the attached plan of charter capital increase)

7. The rights and obligations of investors receiving new shares

- Institutional and individual investors who buys shares (to increase charter capital of VCB) shall be responsible to comply with the provisions of the Law; of the State Bank of Vietnam; of VCB's Charter and provisions of the charter capital plan attached to this proposal.
- Institutional and individual investors who buys shares (to increase charter capital of VCB) are entitled to equal treatment and all the rights of shareholders of VCB since Hanoi Authority for Planning and Investment issues new business registration certificate (related to charter capital increase)

The Board of Directors respectfully submit to the General Shareholders Meeting to:

1. Approve the plan of charter capital increase in 2014 of VND 3,476,125,610,000, equivalent to 15% of the current charter capital. The charter capital after capital raising is VND 26,650,296,370,000 (the actual increased capital and the charter capital after raising may be smaller the above number due to the resolution of the odd shares), the details are as stated in this proposal and in attached plan.
2. Authorize the Board of Directors: To report and to obtain the approval from the competent authorities, to review and amend as per the request of the competent authorities in accordance with laws. On the above basis, authorize the Board of Directors:
 - i. To decide contents and timing related to charter capital increase in accordance with approvals of the competent authorities as prescribed by law.
 - ii. To implement necessary procedures to perform successfully share issuance, to register new charter capital (in line with the raising capital after share issuance); to adjust VCB's Charter (related to charter capital); to complete procedures after capital increase and to list additional shares on Ho Chi Minh Stock Exchange after completing the issuance.

Respectfully submit to the General Shareholders Meeting for consideration and approval

For and on behalf of the Board of Director

CHAIRMAN

Nguyen Hoa Binh