

**JSC BANK FOR
FOREIGN TRADE OF VIETNAM**

Address: 198 Tran Quang Khai St, Hanoi.
Business Registration No. 0100112437,
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**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness**

Hanoi, April 27th, 2018

DRAFT

REGULATIONS

**ON ORGANIZING THE 2018 ANNUAL GENERAL SHAREHOLDERS MEETING
OF JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM**

Chapter I

GENERAL REGULATIONS

Article 1: Scope and applicable objects

1. These regulations shall apply to the organization of the Annual General Shareholders Meeting (hereinafter referred to as “AGM”) 2018 of the Joint Stock Commercial Bank for Foreign Trade of Vietnam.

2. These regulations specify the rights and obligations of shareholders, individuals attending the AGM; conditions and modalities for the AGM.

Chapter II

**RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, INDIVIDUALS
ATTENDING THE AGM**

Article 2: Rights and obligations of shareholders

1. Qualifications to attend the AGM

Shareholders or their authorized representatives whose names are on the list of shareholders as determined on the final registration date of attending the AGM.

2. Rights of shareholders when attending the AGM:

a) To attend the AGM in person or to authorize another person to attend the AGM;

b) To vote on all matters under the authority of the AGM, in conformity with the Law on Enterprises, other applicable laws, and the Charter on the organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam

c) To be officially informed of the contents of the AGM by the organizing

committee, including:

- (i) Approval of Report of the Board of Directors on operation in 2017 and orientation for 2018;
- (ii) Approval of Report of the Board of Directors on summary of the term 2013-2018 and plans for the term 2018 – 2023;
- (iii) Approval of Report of the Board of Management on business activities in 2017 and plans for 2018;
- (iv) Approval for the Report of the Supervisory Board on operation in 2007, summary of the term 2013-2018 and plans for the term 2018 – 2023;
- (v) Approval of Proposal on the election of members of the Board of Directors for the term 2018-2023; Proposal on the election of members of the Supervisory Board for the term 2018-2023
- (vi) Approval of Proposal on the profit distribution and reserves fund allocation in 2017;
- (vii) Approval of Proposal on the remuneration for the Board of Directors and the Supervisory Board in 2018;
- (viii) Approval of Proposal on selection of independent auditing company;
- (ix) Approval of Proposal on plan to handel the difference payable to shareholders being VCB's staff and convertible bondholders in the 2007 IPO;
- (x) Approval on Proposal of the Amendment of Charter, Regulation on operation and organization of the BODs, Regulation on operation and organization of the Supervisory Board; Regulation on internal operations;
- (xi) Other contents (if any).

d) At the AGM, each shareholder, or authorized representative of the shareholder, will receive a voting card, and ballot (which states registration number, name of shareholder, or name of authorized representative of the shareholder and the number of shares eligible for voting) after registering for attending the AGM with the Shareholders' Eligibility Examining Committee.

e) The value of the voting card corresponds to the proportion of the number of shares eligible for voting that are owned by the shareholder or the representative, according to the registration for attending the AGM, to the total number of shares

eligible for voting owned by all shareholders/ authorized representatives of the shareholders attending the AGM

f) Shareholders, authorized representatives attending the AGM have the right to discuss and vote on issues stated in Section 2.2.c, Article 2 of these regulations.

g) Shareholders and authorized representatives who cannot attend the AGM on time may register for attending the AGM, and then have the right to participate and vote immediately at the AGM, but the Chairman does not have to delay the AGM and the validity of the voting rounds conducted previously will not be affected.

3. Obligations of shareholders when attending the AGM:

a) Shareholders or authorized representatives attending the AGM have to bring their identity cards/passports, business registration/decision of establishment, Invitation letter or Invitation Notice if they did not receive the Invitation letter, and Power of attorney (for the authorized representatives) and register for attending the AGM with the Shareholders' Eligibility Examining Committee;

b) To comply with the regulations herein;

c) To strictly follow the rules of the AGM and uphold the outcomes of the AGM.

Article 3: Rights and obligations of the Shareholders' Eligibility Examining Committee

The Shareholders' Eligibility Examining Committee is set up by the Board of Directors and will be introduced to the AGM. Its functions are as follows:

1. To check the eligibility of shareholders or authorized representatives attending the AGM: Identity cards/passports, business registration/decision of establishment, Invitation letter/Invitation Notice, and Power of attorney (for the authorized representatives);

2. To deliver to shareholders or authorized representatives: voting cards, ballots and other meeting documents;

3. To announce the results of verifying shareholders' eligibility at the AGM.

Article 4: Rights and obligations of the Vote Counting Committee

The Vote Counting Committee is nominated by the Chair Committee and approved by the AGM. The Vote Counting Committee shall collect ballots after the voting and the vote counting; Announce the voting results.

Article 5: Rights and Obligations of the Chair Committee and the Secretary Committee.

1. The Chair Committee approved by voting at the AGM is in charge of chairing the AGM;
2. The Chair Committee's decision on orders, procedures or events outside the agenda of the AGM will be the final decision;
3. The Chair Committee takes actions which it finds necessary in order to conduct the AGM in a proper and orderly manner, or in a way that will allow the AGM to reflect the wishes of the majority of attendees;
4. The Chair Committee shall have the right to adjourn the AGM to another time or change the location of the meeting in accordance with the provisions of the Law on Enterprises 2014, other applicable laws and the Charter on the organization and operation of Joint Stock Commercial Bank for Foreign Trade of Vietnam.
5. The Secretary Committee provides assistance as assigned by the Chair Committee.

Chapter III**GENERAL SHAREHOLDERS MEETING PROCEDURES****Article 6: Conditions for conducting the AGM**

The AGM shall be conducted when the number of attending shareholders represents at least 51% of the voting shares in accordance with the shareholders list made at the final registration date of attending the AGM.

Article 7: Methods of conducting the AGM

1. The AGM will last for 1/2 day.
2. The AGM will discuss in turn and vote on issues stated in Section 2.2.c, Article 2 of these regulations.

Article 8: Passing of resolutions of the AGM

1. As for the contents stipulated in Point (x) Paragraph c Section 2 Article 2 of these regulations, a resolution of the AGM shall be passed when it is approved by the number of shareholders representing more than 65% of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

2. As for other contents, a resolution of the AGM shall be passed when it is approved by the number of shareholders representing more than 51% of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

Article 9: Minutes of the AGM

The contents of the AGM shall be minuted and recorded in the Minutes Book by the Secretary Committee. The minutes of the AGM must be announced and approved prior to the closing of the AGM and maintained in the Minutes Book.

Chapter IV

OTHER CONTENTS

Article 10: In case the AGM cannot take place

1. In the event that the first AGM cannot take place because the condition stipulated in Article 6 of these Regulations is not met, the meeting must be convened for the second time within 30 (thirty) days from the date on which the first AGM was intended to be opened. The second AGM shall be conducted when the attending members including shareholders and authorized representatives represent at least 33% of the voting shares.

2. In the event that the second AGM cannot take place because the condition stipulated in Section 10.1 of this Article is not met, the meeting may be convened for the third time within 20 (twenty) days from the date on which the second meeting was intended to be opened. In this case, the AGM shall be conducted irrespective of the number of attending members.

Chapter V

EXECUTION EFFECTIVENESS

Article 11: Effectiveness

1. These regulations comprise 5 Chapters divided into 11 Articles and shall come into effect immediately after being approved by the AGM.

2. Shareholders and attendees are responsible for following these regulations.

**ON BEHALF OF THE GENERAL
SHAREHOLDERS MEETING
CHAIRPERSON**