

REGULATION

OPERATION OF VIETINBANK'S 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

CHAPTER I GENERAL PROVISIONS

Article 1: Scope and Applicability

1. This Regulation shall apply to 2014 Annual General Meeting of Shareholders (Meeting) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).

2. This regulation specifies the rights and obligations of shareholders, meeting attendees, the meeting participants; conditions, and procedures for conducting the meeting.

Article 2: Eligibility to attend the meeting

Shareholders or authorized representatives of the shareholders named in the list as at the record date of shareholders list finalization to attend the meeting have the right to directly participate in the meeting or may authorize others to attend to the meeting.

CHAPTER II RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORISED PERSONS AND OTHER MEETING PARTICIPANTS

Article 3: Rights and obligations of shareholders and authorized persons

1. To vote on all matters within the authority of the AGM under the provisions of law and the VietinBank's charter of organization and operation.

2. At the AGM, each shareholder, authorized representative or authorized person must bring ID card (or other identification papers), Invitation, Power of Attorney (if any), submitted to the Eligibility Committee and the shareholders will receive voting cards, voting and election papers (including the participant's code and

the number of voting shares). The value of the voting cards, voting and election papers corresponds to the percentage of voting shares that shareholder own or represents in accordance with the AGM's confirmation of participation on the total number of voting shares of the shareholders participating in the AGM.

3. Shareholders, authorized representatives or authorized persons attend late in the AGM are entitled to enroll in the meeting and have the right to participate and vote at the meeting, but the Chairman has no responsibility to stop the AGM and the validity of the voting conducted prior to the time of that shareholder's presence will not be affected.

4. To comply with the administration of the Board of Chairpersons and Organization Committee, do not mess or disorder during the Meeting. Shareholders, authorized representatives or authorized persons may express their opinions orally at the meeting hall or written in the Shareholder's comments forms and deliver them to Organization Committee to be addressed. When shareholders, authorized representatives or authorized persons desire to voice their views at the meeting hall, they must register with the Organization Committee. When invited to express their opinions, shareholders must provide their name, address, and participant's code before expressing their opinions.

5. To comply with the provisions of this Regulation, the arrangements of Chairman and respect to the voting results at the Meeting.

Article 4: Rights and obligations of the Eligibility Committee

1. Eligibility Committee is set up and appointed by BOD

2. Duties of Eligibility Committee:

- Check the status of shareholders, authorized representatives or authorized persons to attend to the meeting: ID card (or other identification papers), invitation letter, letter of authorization (for the authorized representatives or authorized persons);
- Deliver voting card, voting and election papers and documents to shareholders, authorized representatives or authorized persons;
- Report to the AGM about the result of shareholder's checking status.

3. Eligibility Committee have the right to set up its support team to complete its task.

Article 5: Rights and obligations of the Voting Committee

1. The Voting Committee is nominated by Board of Chairpersons and approved by the AGM.

2. Duties of The Voting Committee:

- Instruct delegates how to use voting card, voting and election papers;
- Collect voting card, voting and election papers after voting and conduct election.

- Report to the AGM about the voting result.
- 3. The Voting Committee has the right to set up its support team to complete its tasks.

Article 6: Rights and obligations of the Board of Chairpersons and Secretariat

1. Board of Chairpersons includes a Chairperson and other members elected and approved by the AGM, having responsibility to chair the AGM.
2. The decision of the Board of Chairpersons on the orders, procedures or events arising out of the meeting agenda will be final.
3. Board of Chairpersons has the right to take necessary actions to chair the meeting orderly, or manage the AGM in a way that it reflects the expectation of the major participants.
4. Board of Chairpersons may cancel a meeting to another time (in accordance with the provisions of the Law on Enterprise and the VietinBank's Charter on organization and operation) and at a different place at the sole discretion of the Chairperson without considering any comment from shareholders if he/she believes that:
 - The participants' behavior presents or possibly presents disorderliness, or
 - The delay is necessary to ensure that the work of the AGM is conducted legally.
5. Secretariat appointed by the Board of Chairpersons, responsible for recording AGM minutes and drafting AGM resolutions and completing other works assigned by the Board of Chairpersons.

CHAPTER III AGM ORGANIZATION PROCEDURES

Article 7: Conditions for the AGM

The Meeting shall be conducted when the numbers of shareholders presenting at the AGM represents at least 65% of the total voting shares according to the shareholders' list at record date to convene a AGM.

Article 8: Conducting the AGM

1. The AGM scheduled for ½ day out.
2. The AGM will approve the meeting agenda, and discuss each in turn through the contents mentioned in the Meeting agenda.

Article 9: Approval of AGM' decisions

1. Contents at the AGM shall only be ratified if approved by at least 51% of the total number of votes of the shareholders entitled to vote directly or indirectly through their authorized representatives, authorized person.

2. The following issues shall only be ratified if approved by at least 65% of the total number of votes of the shareholders entitled to vote directly or indirectly through their authorized representatives, authorized persons:

- a) The amendments and supplements to the VietinBank's Charter;
- b) Approval of chartered capital increase; share offering plan including type of share and number of new shares offered.
- c) The decision of investment or disposal of VietinBank assets valued from 20% or more of VietinBank's chartered capital recorded in the latest audited financial statements.
- d) The decision of split, joint, merger and acquisition, transformation of legal form, winding up or bankruptcy procedures of VietinBank.

3. The voting to elect members to the Board of Directors and Supervisory Board is conducted on cumulative voting basis, under which each shareholder has a total number of voting right corresponding to the total number of shares held multiplied by the number of elected members of the Board of Directors or Supervisory Board and shareholders have the right to put all of their votes for one or more candidates.

Article 10: Minutes of the AGM

The contents of the AGM are recorded in written form and kept in accordance with relevant regulations. Minutes of the AGM shall be prepared and approved before the closing of the meeting.

CHAPTER IV OTHER PROVISIONS

Article 11: In case of unsuccessful Meeting

1. In case the first meeting is not eligible to be conducted under the provisions of Article 7 of this Regulation, the second meeting must be convened within 30 days from the planned date of the first meeting. The second meeting shall be conducted when shareholders and their authorized representatives attend to the meeting representing at least 51% of the total voting shares.

2. In case of the second meeting is not eligible to be conducted under the provisions of paragraph 1 of this Article, the third meeting shall be convened within 20 days from the planned date of the second meeting. In this case, the AGM shall be conducted regardless of the number of shareholders or authorized representative

attending the meeting and be deemed to be valid and have the right to decide all matters which the first meeting may approve.

CHAPTER V IMPLEMENTATION

Article 12: Implementation

1. This regulation is divided into 5 chapters, 12 articles and shall be effective immediately upon approval of the AGM.

2. Shareholders and participants who attend to the AGM are responsible for the implementation of this Regulation

**ON BEHALF OF AGM
BOARD OF CHAIRPERSONS**