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Hanoi, 25th February, 2014

PROPOSAL

**TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2014
for approval of audited financial statements as at 31st December 2013 and for the period
from 1st January 2013 to 31st December 2013 in accordance with Vietnamese Accounting
Standards and Accounting System applicable to credit institutions of Vietnam Joint Stock
Commercial Bank for Industry and Trade and for approval of authorization to the Board
of Directors to select an independent auditor to audit VietinBank’s financial statements
in 2015.**

*Pursuant to the current regulations of the State and guidance documents of the relevant
Ministries and Agencies in the sector of finance and accounting;*

*Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock
Commercial Bank for Industry and Trade;*

*Pursuant to the Resolution No. 11/NQ-DHDCD of the General Shareholders’ Meeting
dated 23rd December 2013;*

*Pursuant to the report of the Supervisory Board of VietinBank on the results of the
evaluation of VietinBank’s financial statements prepared in accordance with Vietnamese
Accounting Standards and Accounting System applicable to credit institutions in Vietnam
(VAS) as at 31st December 2013 and for the period from 1st January 2014 to 31st December
2013;*

The Board of Directors of VietinBank respectively submits to the Annual General Meeting of Shareholders as follows:

The year of 2013 continued to be a difficult year for the Vietnam economy and the Vietnamese banking sector. Together with the joint effort of the banking sector, VietinBank managed to overcome difficulties, strictly followed the guidelines and policies of the Government and the State Bank of Vietnam, proactively supported the economy while running its sustainable business. VietinBank has met and even achieved better results against the targets set for 2013. Some of the financial indicators of the Bank in 2013 are as follows:

In VND billion and %

No.	Indicator	Actual results in 2013	Actual results in 2012	% increase compared to 2012	2013 GSM targets (after adjustment)	Actual results compared to 2013 GSM targets
1	Total assets	576,368	503,530	14.5%	535,000	108%
2	Mobilized and borrowed funds	511,670	460,082	11.2%	475,000	108%

3	Outstanding loans and investments	536,460	467,879	14.7%	503,000	107%
4	Profit before tax	7,751	8,168	-5.1%	7,500	103%
5	Charter capital	37,234	26,218	42.0%	37,234	Achieved
6	ROA	1.4%	1.7%		1.3-1.5%	Achieved
7	ROE	13.7%	19.9%		13-15%	Achieved
8	Dividend (% of year-end charter capital)	10%	16%		10%	Achieved

(Source: Audited consolidated financial statements as at 31st December 2012 and consolidated financial statements as at 31st December 2013)

ROA and ROE are calculated based on average total assets and owners' equity at the beginning and at the end of the year on the basis of time-weighted owners' equity.

The Board of Directors submit to the Annual General Meeting of Shareholders for:

- Approval of the audited financial statements** prepared in accordance with Vietnamese Accounting Standards and Accounting System applicable to credit institutions in Vietnam as at 31st December 2013 and for the period from 1st January 2014 to 31st December 2013 of VietinBank.
- Selection of an independent auditor to audit the Bank's financial statements for the year of 2015**

On 15th December 2011, the SBV issued Circular No. 39/2011/TT-NHNN taking effect from 1st January 2012. Chapter 2, Article 6 thereof defines the time for selection of independent auditor which is: *prior to the end of each fiscal year, a credit institution or foreign bank's branch shall select an independent auditor in compliance with this circular to audit its financial statements and activities of its internal audit function for the next fiscal year.*

Accordingly, by the end of 2014, VietinBank will have to select an independent auditor to audit its financial statements for the year 2015. The Board of Directors, therefore, respectfully submit to the Annual General Meeting of Shareholders for consideration and approval to authorize the Board of Directors to select an independent auditor to audit financial statements of VietinBank for the year 2015 to ensure the Bank's compliance with provisions of Circular 39/2011/TT-NHNN and current laws.

Respectfully submit to the Annual General Meeting of Shareholders for approval!

**ON BEHALF OF THE BOARD OF DIRECTORS
BOARD MEMBER AND GENERAL DIRECTOR**

(Signed and sealed)

Nguyen Van Thang