

**VIETNAM JOINT STOCK
COMMERCIAL
BANK FOR INDUSTRY AND TRADE**

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom - Happiness

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Certificate for the business registration No. 0100111948
issued on October 22nd, 2013
Website: <http://investor.vietinbank.vn>

Hanoi, 29th April 2014

Số: 12/NQ-ĐHĐCĐ

**RESOLUTION
2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JSC COMMERCIAL BANK FOR INDUSTRY AND TRADE**

**2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JSC COMMERCIAL BANK FOR INDUSTRY AND TRADE**

- Pursuant to the Law on Enterprises No.60/2005/QH11 approved by the National Assembly of the Socialist Republic of Vietnam on 29th November 2005; and amended in 2013;
- Pursuant to the Law on Credit Institutions No.47/2010/QH12 approved by the National Assembly of the Republic Socialist Vietnam 12th, 7th Session, adopted on 16th, June 2010;
- Pursuant to Decree No. 59/ND-CP dated 16th, July 2009 of the Government on the organization and operation of Commercial Banks;
- Pursuant to the Charter on Organization and Operation of Vietnam joint stock commercial bank for Industry and Trade;
- Pursuant to the Minutes of VietinBank's 2014 Annual General Meeting of Shareholders dated 29th April 2014.

RESOLVE:

Article 1. Approve the report on the business performance in 2013 and business plan for 2014.

Some financial highlights:

1. Business performance in 2013:

- Total assets: VND 576,368 billion;
- Mobilized funds: VND 511,670 billion;
- Total outstanding loans and investments: VND 536,460 billion;
- Profit before tax: VND 7,751 billion;
- NPL/total credit exposure: 0.82%.

2. Main indicators of 2014 business plan:

- Total assets: increase by 11% to VND 640,000 billion;
- Total outstanding loans and investments: increase by 11.8% to VND 600,000 billion;

- Total mobilized fund: increase by 12% to VND 573,000 billion;
- Total Equity: increase by 1.6% to VND 54,931 billion;
- Profit before tax: 7,280 billion;
- Dividend pay-out: 10%;
- NPL/total credit exposure: less than 3%.

3. The General Shareholders' meeting authorizes VietinBank's Board of Directors to direct the implementation of the plan which has been approved by the Annual General Meeting of Shareholders and decide to make some adjustments if necessary.

Article 2. Approve the report by the Board of Directors on performing tasks in 2013.

Article 3. Approve the report of the Supervisory Board on the activities of VietinBank in 2013.

Article 4. Approve the audited financial statements as at 31st December 2013 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; The General Shareholders' meeting authorizes the Board of Directors to select an independent auditor to audit the financial statements in 2015.

The financial statements as at 31st December 2013 for the period from 1st January 2013 to 31st December 2013 of VietinBank, audited by Deloitte, were in accordance with VAS and current regulations. Some key indicators on capital and total assets as at 31st December 2013 and business performance from 1st January 2013 to 31st December 2013 are as follows:

- Total assets: VND 576,368 billion; increase by 14.5% compared to 31st December 2012;
- Total outstanding loans and investments: VND 536,460 billion; increase by 14.7% compared to 31st December 2012;
- Mobilized fund: VND 511,670 billion; increase by 11.2% compared to 31st December 2012;
- Profit before tax: 7,751 billion; decreased by 5.1% compared to 31st December 2012;
- Return on Equity (ROE): 13.7%
- Return on Assets (ROA): 1.4%

The General Shareholders' meeting authorizes the Board of Directors to select an independent auditor to audit the financial statements of VietinBank for the year 2015.

Article 5. Approve on profit distribution plan for 2013 as follows:

- Profit after Tax (non-consolidated): VND 5,870,959 million;
- Appropriation to Charter Capital Supplementary Reserve: VND 293,548 million;
- Appropriation to Financial Reserve: VND 587,096 million;
- Appropriation to Bonus and Welfare Fund: VND 1,100,000 million;
- Distributed Profit from Previous Year of Subsidiaries: VND 163,026 million;
- 10% Cash Dividend: VND 3,723,405 million;

- Remaining Profit after Tax after deducting Reserves and Dividend Payment: VND 3,884 million.

Article 6. Approve the remuneration amount of 0.33% of profit after tax in 2014 for members of the Board of Directors and the Supervisory Board.

Article 7. Approve on Project to purchase Directors - Officers (D&O) Liability Insurance. The General Meeting of Shareholders authorizes the Board of Directors purchase and manage this type of insurance every year and handle all arising matters and related works during the implementation process.

Article 8. Approve on amendments and supplements to the VietinBank's Charter. The General Meeting of Shareholders authorizes the Board of Directors to implement the amendments and supplements to the VietinBank's Charter in accordance with regulations.

Article 9. Approve on the list of elected members of VietinBank's Board of Directors for the term 2014 - 2019 as follows:

1. Mr Nguyen Van Thang;
2. Mr Le Duc Tho, Director of the State Bank of Vietnam's Office;
3. Mr Cat Quang Duong, Deputy Director of Credit Department, State Bank of Vietnam;
4. Ms Nguyen Hong Van;
5. Mr Pham Huy Thong;
6. Mr Go Watanabe;
7. Mr Hiroyuki Nagata.

Article 10. Approve on the list of elected members of VietinBank's Supervisory Board for the term 2014 - 2019 as follows:

1. Ms Tran Thi Le Nga;
2. Ms Pham Thi Thom;
3. Ms Vu Thi Bich Hong.

Article 11. Implementation.

This resolution is approved by the General Meeting of Shareholders and effective from 29th April 2014. The member of the Board of Directors, Supervisory Board and Board of Management are responsible for implementation of this Resolution and arrange implementation in accordance with their functions and responsibilities, in conformity with the law and the Charter of VietinBank.

Recipients:

- As mentioned in Article 11;
- State Bank of Vietnam (to report);
- SSC, HOSE, VSD;
- Website VietinBank;
- Archive: VietinBank Office, Human Resources Dept;
- Secretariat of Board of Directors; Capital Markets Dept.

**For and on behalf of the AGSM
CHAIRMAN**

(signed and sealed)

Nguyen Van Thang