



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

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Business Registration Certificate No. 0100111948 granted for the 12<sup>th</sup> time  
on 8/9/2021

**DRAFT REGULATION  
ON ARRANGEMENT OF VIETINBANK'S 2021 EXTRAORDINARY  
GENERAL MEETING OF SHAREHOLDERS**

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1: Scope and Applicability**

1. This Regulation is applicable to 2021 Extraordinary General Meeting of Shareholders (EGM or the meeting) of Vietnam Joint Stock Commercial Bank for Industry and Trade (VietinBank).
2. This Regulation provides for the rights and obligations of shareholders, attendees and participants to the EGM; conditions, and procedures for conducting the EGM.

**Article 2: Interpretation of words**

1. **Delegate** is a shareholder, a legally authorized representative (authorized person) of a shareholder.
2. **An online meeting** means a meeting held in the online format, where delegates participate the meeting via the internet and/or other IT means and application to exercise their rights to discuss, vote, elect.
3. **E-voting** means a delegate votes, elects through the electronic voting system or online meeting application regulated by VietinBank and notified to shareholders.
4. **E-voting system** is a system that provides delegates with tools to exercise related rights when participating in an online meeting or voting electronically.
5. **Access account** is the username and password used to participate in the online meeting.
6. **Identifying information** is the necessary information associated with one and only one shareholder, to authenticate the shareholder.
7. **Authentication** is the checking and verification of the delegate's information as provided or declared by the delegate.

**Article 3: Eligibility to attend the meeting**

1. Shareholders or authorized representatives of the shareholders named in the list of shareholders as at the record date, which was prepared for the purpose of the EGM,

have the right to participate in the online meeting or authorize another person to attend the meeting.

2. Shareholders may authorize all or part of their shares to another person to attend the EGM.
3. The authorization is only legally valid when all of the following conditions are met:
  - (i) Shareholders fill in all information on the Power of Attorney (*VietinBank's sample or as per Civil Law's regulation*);
  - (ii) The Power of Attorney has the full signature, full name and seal (*for organization*) of the granter and the agent.
  - (iii) The original hard copy of Power of Attorney is sent to VietinBank no later than the EGM's date (3/11/2021) via post mail to the following address: Secretariat Office to the BoD and Investor Relations, Office of the BoD, VietinBank, 108 Tran Hung Dao Street, Hoan Kiem District, Hanoi. Shareholders can send a photo/scan in advance to the email address: investor@vietinbank.vn and send the original hard copy via post mail later.

## CHAPTER II

### RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, AUTHORIZED REPRESENTATIVES, AUTHORISED PERSONS AND OTHER PARTICIPANTS

#### **Article 4: Rights and obligations of shareholders and authorized persons**

##### **a. Rights of shareholders, authorized representatives and authorized persons**

1. To attend online meeting or authorize another person to attend the online meeting and conduct e-voting to vote and elect on all issues within the EGM's competence as prescribed by law and Charter on organization and operation of VietinBank. Registration for online meetings and e-voting shall comply with the provisions of VietinBank's instructions for attending and e-voting posted on VietinBank Investor Relations website at <http://investor.vietinbank.vn> -> "Events" -> "General Meeting of Shareholders" -> "2021" -> "2021 EGM".
2. Shareholders, authorized representatives and authorized people who come to the EGM can discuss and vote through the contents, including:
  - (i) Proposal on the listing of VietinBank's public offering bonds on the securities trading system;
  - (ii) Proposal for the amendment of VietinBank Charter, VietinBank's Regulations on Organization and Operation of the Board of Directors;
  - (iii) Proposal for the election of members of the Board of Directors of VietinBank for the term 2019-2024;



- (iv) Proposal for the dismissal of members of the Supervisory Board of VietinBank for the term 2019-2024;
  - (v) Other contents as prescribed by law and the Charter of VietinBank *(if any)*.
3. Any shareholder, authorized representative or authorized person who joins late at the EGM shall be entitled to enroll in the meeting and has the right to participate and vote after enrollment. The Chairman, however, has no responsibility to suspend the EGM and the validity of the voting conducted prior to the time of that shareholder' or authorized representative/person's presence shall remained unaffected.
- b. Obligations of shareholders, authorized representatives and authorized persons**
- 1. Register with complete and accurate information to attend the online meeting and vote electronically; take full responsibility for the accuracy of the registered information.
  - 2. Take all responsibility before Law and VietinBank for the results of the e-voting performed on the e-voting system.
  - 3. To comply with the provisions of this Regulation, the guidance and instructions of the Chairpersons and respect the Meeting's outcome.

**Article 5: Rights and obligations of the Eligibility Committee**

- 1. Eligibility Committee is set up and appointed by Board of Directors of VietinBank
- 2. Duties of Eligibility Committee:
  - To check the eligibility of shareholders, authorized representatives or authorized persons to attend the online meeting;
  - To report to the EGM about the result of shareholders' eligibility checking.
- 3. Eligibility Committee may set up its assisting team to complete its task.

**Article 6: Rights and obligations of the Vote Counting Committee**

- 1. The Vote Counting Committee is nominated by the Chairmanship Panel and approved by the EGM.
- 2. Duties of The Vote Counting Committee:
  - To guide delegates on how to vote and elect electronically;
  - To determine the voting and election results at the EGM;
  - To make minutes of vote counting and report to the EGM on the results of counting votes and elections.
- 3. The Vote Counting Committee may set up its assisting team to complete its tasks.

**Article 7: Rights and obligations of the Chairmanship Panel and Secretariat**

- 1. Chairmanship Panel consists of a Chairperson and other members elected and approved by the EGM, having responsibility to chair the EGM.

2. The decisions of the Chairmanship Panel on the orders, procedures or incidents arising beyond the meeting agenda are final.
3. Chairmanship Panel has the right to take necessary actions to ensure the order and the validity of the meeting, or true reflection of the expectation of the majority of participants at the EGM.
4. Chairmanship Panel may adjourn the EGM to another time (in accordance with the provisions of the Law on Enterprise and VietinBank's Charter on Organization and Operation) and at another venue at the sole discretion of the Chairperson without obtaining opinions from shareholders if occurs one of the following cases:
  - The behaviors of the participants disrupt or are likely to disrupt the order of the meeting; or
  - The postponement is necessary to ensure that the EGM is conducted legally.
  - The application supporting the meeting does not guarantee the shareholders to participate, discuss, vote and elect.
5. The Secretariat, appointed by the Chairmanship Panel, shall prepare EGM minutes and draft EGM resolution and provide other assistance as assigned by the Chairmanship Panel.

### **CHAPTER III**

#### **GMS PROCEDURES**

##### **Article 8: Conditions for conducting the EGM**

The Meeting shall be conducted if the number of shareholders presenting at the EGM represents for at least 65% of total voting shares in accordance with the shareholders' list as at record date for the purpose of convening the EGM.

##### **Article 9: Conducting the EGM**

1. The EGM is scheduled to take place for ½ day.
2. Participants shall approve the meeting agenda, discuss each in turn and vote through the contents mentioned in the Clause 2, Article 4 of this Regulation.

##### **Article 10: Approval of EGM's decisions**

1. The amendment to VietinBank's Charter as regulated at Point (ii), Clause 2a, Article 4 of this regulation shall be ratified if approved by at least 65% of the total number of voting shares of participating shareholders entitled to vote directly or indirectly through their authorized representatives, authorized people.
2. The other contents at the EGM shall only be ratified if approved by at least 51% of the total number of voting shares of participating shareholders entitled to vote directly or indirectly through their authorized representatives, authorized people.



3. The voting to elect members of the Board of Directors shall be conducted on cumulative voting basis, whereby the number of votes given to each shareholder shall be the number of shares held by him/her and shareholder has the right to put all of his/her votes for one or more candidates.

#### **Article 11: Minutes of the EGM**

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

### **CHAPTER IV OTHER PROVISIONS**

#### **Article 12: In case of failure in holding the EGM**

1. In case of failure to meet the condition to conduct the Meeting as stipulated in Article 8 hereof, another meeting (second meeting) must be convened within 30 days from the planned date of the original meeting. The second meeting shall be conducted if participated shareholders and their authorized person represent 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 EGM shall be conducted regardless of the number of participating shareholders or authorized representatives and be deemed valid and have the right to decide all matters which the first meeting may approve.

### **CHAPTER V EXECUTION PROVISION**

#### **Article 13: Validity**

1. This regulation consists of 5 chapters, 13 articles and shall be effective immediately upon approval of the EGM.
2. Shareholders and participants who attend to the EGM are responsible for the execution of this Regulation. *h*

**ON BEHALF OF EGM  
CHAIRMANSHIP PANEL**