



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

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**DRAFT REGULATION
ON ARRANGEMENT FOR VIETINBANK'S 2019
AND TERM 2019-2024 GENERAL MEETING OF SHAREHOLDERS**

**CHAPTER I
GENERAL PROVISIONS**

Article 1: Scope and Applicability

1. This Regulation is applicable to 2019 and term 2019-2024 General Meeting of Shareholders (GMS 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 GMS; conditions, and procedures for conducting the GMS.

Article 2: Eligibility to attend the meeting

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 GMS, have the right to participate in the meeting to attend the meeting.

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

Article 3: Rights and obligations of shareholders and authorized persons

1. To vote on all matters within the authority of the GMS under the provisions of law and VietinBank's Charter on Organization and Operation.
2. At the GMS, each shareholder, authorized representative or authorized person must bring ID card (or other identification papers), Invitation, Power of Attorney (if any), to present to the Eligibility Committee. Shareholders to receive voting cards, voting papers and election papers (with shareholder code and the number of voting shares specified in such cards and papers). The voting power of the voting cards, voting and election papers corresponds to the percentage of voting shares that shareholder owns or represents to total number of voting shares of all shareholders participating in the GMS, in accordance with the GMS's confirmation of participation.
3. Shareholders, authorized representatives and authorized people who come to the GMS can discuss and vote through the contents, including:
 - (i) Report of the Board of Directors on task performance in 2018 and development orientation in 2019;

- (ii) Report of the Board of Directors on task performance for term 2014-2019 and orientation for term 2019-2024;
 - (iii) Report of the Board of Management on business performance in 2018 and development plan for 2019;
 - (iv) Report of the Supervisory Board on Supervisory Board's activities in 2018 and orientation in 2019;
 - (v) Report of the Supervisory Board on Supervisory Board's activities for term 2014-2019 and orientation for term 2019-2024;
 - (vi) Proposal for approval of 2018 audited financial statements; for approval to authorize the Board of Directors to select an independent auditor to audit VietinBank's financial statements in 2020;
 - (vii) Proposal on 2018 profit distribution plan;
 - (viii) Proposal for approval of the remuneration for the Board of Directors and the Supervisory Board in 2019;
 - (ix) Proposal on VietinBank's personnel for term 2019-2024.
 - (x) Other content (*if any*).
4. Any shareholder, authorized representative or authorized person who comes late to the GMS 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 GMS and the validity of the voting conducted prior to the time of that shareholder' or authorized representative/person's presence shall remained unaffected.
 5. To comply with the guidance and instructions of the Chairmanship Panel and Organization Committee, to refrain from disrupting the order of the Meeting. Shareholders, authorized representatives or authorized persons may voice their opinions at the meeting hall or write their opinions in the Shareholder's comments/opinions sheets and deliver them to Organization Committee to be addressed. When shareholders, authorized representatives or authorized persons want to voice their views at the meeting hall, registration with the Organization Committee for raising opinions at the GMS by such persons are required. When invited to express their opinions, shareholders must provide their name, address, and participant's code before expressing their opinions.
 6. To comply with the provisions of this Regulation, the guidance and instructions of the Chairpersons and respect the Meeting's outcome.

Article 4: 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 meeting: ID card (or other identification papers), Invitation Letter, Power of Attorney (applicable to authorized representatives or authorized persons);
 - To deliver Voting cards, Voting papers and Election papers and GMS's materials to shareholders, authorized representatives or authorized persons;
 - To report to the GMS about the result of shareholders' eligibility checking.

3. Eligibility Committee may set up its assisting team to complete its task.

Article 5: Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee is nominated by the Chairmanship Panel and approved by the GMS.
2. Duties of The Vote Counting Committee:
 - To guide shareholders, authorized persons to use voting cards, voting papers and election papers;
 - To collect voting cards, voting papers and election papers after voting session and conduct vote counting.
 - To report to the GMS about the voting results.
3. The Vote Counting Committee may set up its assisting team to complete its tasks.

Article 6: Rights and obligations of the Chairmanship Panel and Secretariat

1. Chairmanship Panel consists of a Chairperson and other members elected and approved by the GMS, having responsibility to chair the GMS.
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 GMS.
4. Chairmanship Panel may adjourn the GMS 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 he/she believes that:
 - 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 GMS is conducted legally.
5. The Secretariat, appointed by the Chairmanship Panel, shall prepare GMS minutes and draft GMS resolution and provide other assistance as assigned by the Chairmanship Panel.

CHAPTER III

GMS PROCEDURES

Article 7: Conditions for conducting the GMS

The Meeting shall be conducted if the number of shareholders presenting at the GMS 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 GMS.

Article 8: Conducting the GMS

1. The GMS 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 Point 3, Article 3 of this Regulation.

Article 9: Approval of GMS' decisions

1. The contents at the GMS 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.
2. The voting to elect members of the Board of Directors and Supervisory Board shall be conducted on cumulative voting basis, whereby the total number of votes given to each shareholder shall be the number of shares held by him/her multiplied by the number of members to be elected to the Board of Directors and Supervisory Board. Shareholder has the right to put all of his/her votes for one or more candidates.

Article 10: Minutes of the GMS

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

**CHAPTER IV
OTHER PROVISIONS**

Article 11: In case of failure in holding the GMS

1. In case of failure to meet the condition to conduct the Meeting as stipulated in Article 7 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 GMS 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 12: Validity

1. This regulation consists of 5 chapters, 12 articles and shall be effective immediately upon approval of the GMS.
2. Shareholders and participants who attend to the GMS are responsible for the execution of this Regulation.

**ON BEHALF OF GMS
CHAIRMANSHIP PANEL**