

DRAFT REGULATION

ON ARRANGEMENT FOR VIETINBANK'S 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

CHAPTER I

GENERAL PROVISIONS

Article 1: Scope and Applicability

1. This Regulation is applicable to 2017 Annual General Meeting of Shareholders (AGM 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 AGM; conditions, and procedures for conducting the AGM.

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 AGM, 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 AGM under the provisions of law and VietinBank's Charter on 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), to present to the Eligibility Committee. Shareholders to receive voting cards, voting papers (with shareholder code and the number of voting shares specified in such cards and papers). The voting power of the voting cards, voting corresponds

to the percentage of voting shares that shareholder owns or represents to total number of voting shares of all shareholders participating in the AGM, in accordance with the AGM's confirmation of participation.

3. Shareholders, authorized representatives and authorized people who comes to the AGM can discuss and vote through the contents, including:
 - (i) Report of the Board of Directors on task performance in 2016;
 - (ii) Report on the business performance in 2016 and development plan for 2017;
 - (iii) Report on the Supervisory Board's activities in 2016;
 - (iv) 2016 audited financial statements; authorize the Board of Directors to select an independent auditor to audit VietinBank's financial statements in 2018;
 - (v) 2016 profit distribution plan;
 - (vi) The remuneration for the Board of Directors and the Supervisory Board in 2017;
 - (vii) Amendment and supplement to VietinBank's Charter;
 - (viii) Other content (*if any*).
4. Any shareholder; authorized representative or authorized person who comes late to the AGM 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 AGM 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 AGM 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 AGM's materials to shareholders, authorized representatives or authorized persons;
 - To report to the AGM 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 AGM.
2. Duties of The Vote Counting Committee:
 - To guide shareholders, authorized persons to use voting cards, voting papers;
 - To collect voting cards, voting papers after voting session and conduct vote counting.
 - To report to the AGM 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 AGM, having responsibility to chair the AGM.
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 AGM.
4. Chairmanship Panel may adjourn the AGM 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 AGM is conducted legally.
5. The Secretariat, appointed by the Chairmanship Panel, shall prepare AGM minutes and draft AGM resolution and provide other assistance as assigned by the Chairmanship Panel.

CHAPTER III
AGM PROCEDURES



Article 7: Conditions for conducting the AGM

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

Article 8: Conducting the AGM

1. The AGM 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 AGM' decisions

1. The content at Point (vii), Clause 3, Article 3 of this Regulation shall only 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 AGM 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 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 a shareholder has the right to put all of his/her votes for one or more candidates.

Article 10: Minutes of the AGM

The contents of the AGM shall be 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 failure in holding the AGM


1. In case of failure to meet the condition to conduct the Meeting as stipulated in Article 7 hereof, the 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 participating shareholders and their authorized people 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 AGM 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 AGM.
2. Shareholders and participants who attend to the AGM are responsible for the execution of this Regulation. 

**ON BEHALF OF AGM
CHAIRMANSHIP PANEL**