

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

**SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness**

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Business Registration Certificate No. 0100111948 issued
the 10th time on 29/04/2014
Website: <http://investor.vietinbank.vn>

Ha Noi 14th April 2015

No: 14 /NQ-ĐHĐCĐ

**RESOLUTION
2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

**2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS
VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE**

- Pursuant to the Law on Enterprises No. 60/2005/QH11 adopted by the National Assembly of the Socialist Republic of Vietnam on 29th November 2005 as supplemented in 2013;
- Pursuant to the Law on Credit Institutions No. 47/2010/QH12 adopted by the 12th National Assembly of Vietnam, 7th session dated 16th June 2010;;
- Pursuant to the 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 the Vietnam Joint Stock Commercial Bank for Industry and Trade;
- Pursuant to the Minutes of VietinBank's 2015 General Meeting of Shareholders dated 14th April 2015.

RESOLVE:

Article 1. Approving the report on business performance in 2014 and development plan in 2015.

Some key indicators are as below:

1. Business performance in 2014:

- Total assets : VND 661,132 billion;
- Mobilized funds : VND 595,904 billion;
- Outstanding loans and Investment : VND 616,879 billion;
- Profit before tax : VND 7,302 billion;
- NPL/Credit exposure: 0.90%.

2. Some key indicators of 2015's development plan:

- Total assets: increase by 13% to VND 746 trillion;
- Credit exposure: increase by 13% to VND 613 trillion;
- Total mobilized funds: increase by 14% to VND 676 trillion;
- Shareholders' equity: increase by 7% to VND 58,883 billion;
- Profit before tax : VND 7,300 billion;
- Dividend ratio: 7 - 9%.
- NPLs /Credit exposure: below 3%;

The General Meeting of Shareholders authorizes VietinBank's Board of Directors (BOD) to direct the implementation of the plan approved by the General Meeting of Shareholders and decide to make some adjustment if necessary.

Article 2. Approving the report of the BOD on performing tasks in 2014.

Article 3. Approving the report of the Supervisory Board on its activities in 2014.

Article 4. Approving the audited financial statements as at 31st December 2014 and for the period from 1st January 2014 to 31st December 2014 in accordance with Vietnamese Accounting Standards and Accounting System applicable to Vietnamese credit institutions of VietinBank and approving the authorization to the Board of Directors to select an independent auditor to audit VietinBank's financial statements in 2016.

The financial statements for the period from 1st January 2014 to 31st December 2014 and for the financial year of VietinBank were audited by Deloitte in accordance with Vietnam Accounting Standards and prevailing regulations. The key figures on capital and assets as at 31/12/2014 and the business results from 1st January 2014 to 31st December 2014 of the Bank are as below:

- Total assets reached VND 661,132 billion, an increase of 14.7% in comparison with 31/12/2013.
- Outstanding loans and investment reached VND 616,879 billion, an increase of 15% compared with 31/12/2013.
- Mobilized funds and borrowings reached VND 595,094 billion, an increase of 16.3% in comparison with 31/12/2013.
- Total profit before tax reached VND 7,302 billion.

The General Meeting of Shareholders authorizes the BOD of VietinBank to select an independent auditing firm to audit VietinBank's financial statements in 2016.

Article 5: Approving profit distribution plan for 2014 as below:

- Profit after tax (separate) : VND 5,653,992 million;

- Appropriation to Chartered Capital Supplementary Reserve: VND 282,700 million;
- Appropriation to Financial Reserve : VND 565,399 million ;
- Appropriation to Bonus and Welfare Fund: VND 1,000,000 million;
- Cash dividend: VND 3,723,405 million;
- Profit after tax after appropriation to reserves and dividend distribution: VND 82,488 million.

Article 6. Approving the remuneration for the Board of Directors and the Supervisory Board in 2015 of no more than 0.36% of profit after tax of 2015.

In case additional members of the Board of Directors and Supervisory Board are elected, the General Meeting of Shareholders authorizes the Board of Directors to decide the additional amount of remuneration arising based on the actual number of the members of the Board of Directors and the Supervisory Board and in accordance with the Regulation on payroll payment of VietinBank.

Article 7. Approving the listing of total 2,400,204,956 shares in VietinBank held by the State shareholder into Ho Chi Minh Stock Exchange in 2015. The General Meeting of Shareholder authorizes VietinBank's Board of Directors to carry out relevant procedures for the listing of above-mentioned shares in accordance with the regulations.

Article 8. Approving the merger of PG Bank into VietinBank:

1. Approving the merger transaction of PG Bank into VietinBank and the related documents and contents as below:
 - a. Approving the Scheme on the merger of PG Bank into VietinBank
 - b. Approving the Merger Contract between PG Bank and VietinBank;
 - c. Approving the scheme to issue additional CTG shares to swap for PG Bank's shares in accordance with the Merger Scheme (*the details of the scheme to issue additional CTG shares are presented in Appendix, attached to the Proposal to the 2015 General Meeting of the Shareholders for approval of the merger of PG Bank into VietinBank*);
 - d. Approving the depository and listing of newly issued shares;
 - e. Approving the amendments to the Charter, Business license, Business registration certificate of VietinBank after the merger to be in line with the new chartered capital

The above mentioned contents shall only be implemented after getting approval of the Prime Minister.

2. Assigning and authorizing VietinBank's Board of Directors to:

- a. actively make adjustments, supplements and complete the detailed contents of the Merger Scheme, Merger Contract, issuing shares scheme and other documents as requested by the competent State agencies;
- b. deploy related works and procedures; sign the related documents and materials; handle all issues arising in order to conduct the transaction successfully on the basis of compliance with the current provisions of existing laws and guidelines of the competent State regulatory agencies.

Article 9. Approving the amendments and supplements to the VietinBank's Charter. The General Meeting of Shareholders authorizes the Board of Directors to arrange for the execution of the amendments, supplements of VietinBank's Charter in accordance with regulations.

Article 10. Approving the proposal on personnel of VietinBank's Supervisory Board.

Article 11. Approving the resignation from VietinBank's Supervisory Board member of Ms. Tran Thi Le Nga for the new assignment.

Article 12. Approving a list of additionally elected members to the Supervisory Board for the term 2014 - 2019 as below:

1. Mr. Nguyen The Huan
2. Mr. Tran Minh Duc
3. Ms. Pham Thi Hong Phuong

Article 13. Execution

This Resolution has been approved in full by the General Meeting of Shareholders and has come into effect since 14th April 2015. Members of the Board of Directors, Supervisory Board and Board of Management are responsible for implementation of this resolution and arrange for execution in accordance with their functions in conformity with the provisions of the laws and Charter on organization and operation of VietinBank.

FOR & ON BEHALF OF AGM 
CHAIRMAN

Recipients:

- As per Article 13;
- The SBV (to report);
- SSC, HOSE, VSD;
- VietinBank's website;
- Archive: VietinBank's Office, Secretariat to the Board, HR Division, , Capital Market Department.

(Signed and sealed)

Nguyen Van Thang