

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

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

Address: 108 Tran Hung Dao Street, Hoan Kiem
District, Hanoi

Tel: 04.39421030 Fax: 04.3942103

Business Licence No. 0100111948 issued on July
6th 2013

Website: <http://investor.vietinbank.vn>

Hanoi, April 13th, 2013

No: 08/NQ-DHDCD

**RESOLUTION
ANNUAL GENERAL SHAREHOLDERS' MEETING 2013
VIETNAM JSC COMMERCIAL BANK FOR INDUSTRY AND TRADE**

**ANNUAL GENERAL SHAREHOLDERS' MEETING 2013
VIETNAM JSC COMMERCIAL BANK FOR INDUSTRY AND TRADE**

- Pursuant to Law on Enterprise No. 60/2005/QH11 approved by the National Assembly of the Socialist Republic of Vietnam on November 29th 2005;
- Pursuant to Law on Credit Institutions No. 47/2010/QH12 approved by the National Assembly of the Socialist Republic of Vietnam on Meeting section 7 on June 16th 2010;
- Pursuant to Decree No. 59/ND-CP dated July 16th 2009 of the Government on 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 (VietinBank);
- Pursuant to the minutes of the General Shareholders' Meeting in 2013 of VietinBank dated April 13th 2013.

DECIDES:

Article 1. Approve the Report on Business Performance for 2012 and business plan for 2013.

Some financial highlights:

1. Business performance for 2012:

- Total assets: VND 503,530 billion;
- Mobilized funds: VND 460,028 billion;
- Total outstanding loans and investments: VND 467,879 billion;
- Profit before tax: VND 8,168 billion;
- NPL ratio: 1.46% of total outstanding loans.

2. Business targets and plan for 2013:

In 2013, VietinBank makes it a priority to strengthen growth, maintain its dominance in the market and leading role in implementation of policies promulgated by the Party, State and Government so as to achieve the assigned social and economic targets. VietinBank also focuses on comprehensive restructuring toward modernization and to enhance our financial and competitive capabilities. Furthermore, VietinBank relentlessly innovates and upgrades its organizational structure, business model, governance and management in compliance to international practices and standards. Moreover, VietinBank will invest more in information technology, standardize the operational procedures, enhance products and services, and manage risk in conformance to Basel II etc, to ensure a safe, effective and sustainable growth. Simultaneously, VietinBank's policies on social welfare will continue to be well implemented, demonstrating its responsibilities to the community.

3. Major business indicators for 2013:

- Total assets: increase by 10% to VND 555,000 billion;
- Charter capital: increase by 42% to VND 37,234 billion;
- Total mobilized funds: increase by 8% to VND 495,000 billion;
- Total loans and investments: increase by 12% to VND 524, 000 billion;
- Profit before tax: VND 8,600 billion;
- Dividend pay-out: 12%;
- NPL ratio: less than 3%.

4. The General Shareholders' meeting authorized the VietinBank's Board of Directors to direct the implementation of the plan approved by the GSM and to decide to adjust some of the indicators when necessary.

Article 2. Approve the report by Board of Directors on business performance in 2012.

Article 3. Approve the report of Supervisory Board of VietinBank performance in 2012.

Article 4. Approve the audited consolidated financial statement for the period from 1st January 2012 to 31st December 2012 in accordance with VAS and Financial Institution Accounting System and the 2012 profit distribution plan. The General Shareholders' Meeting authorized the Board of Directors to select an independent auditor to audit VietinBank's financial statements for 2014.

The financial statements for the period from 1st January 2012 to 31st December 2012, audited by Deloitte, were in accordance with VAS and current regulations. Some key data on capital and total assets at 31st December 2012 and business performance from 1st January 2012 to 31st December 2012 are as follows:

- Total assets: VND 503,530 billion; increased by 9.4% compared to 31st December 2011.
- Total outstanding loans and investments: VND 467,879 billion; increased by 8.8% compared to 31st December 2011.

- Mobilized funds: VND 460,028 billion; increased by 9.3% compared to 31st December 2011.
 - Profit before tax: VND 8,168 billion; decreased by 2.6% compared to 31st December 2011.
 - Return on Equity (ROE): 19.9%.
 - Return on Assets (ROA): 1.7%.
2. Allocation of funds, reserve and profit distribution of 2012:
- Profit after tax (individual): VND 6,260 billion;
 - Appropriation to charter capital supplementary reserve: VND 313 billion;
 - Appropriation to financial reserves: VND 626 billion;
 - Appropriation to bonus and welfare fund: VND 1,000 billion;
 - Last year retained earnings of the subsidiaries distributed: VND 174 billion;
 - Remaining profits : VND 4,147 billion;
 - Subsidiaries' earnings this year: VND 173 billion;
 - Remaining profit including subsidiaries transferred: VND 4,320 billion;
 - Dividend payout: VND 4,195 billion;
 - Retained earnings after fund allocation and dividend payout: VND 125 billion.

The General Shareholders' Meeting authorized the Board of Directors to select an independent auditor to audit VietinBank's financial statements for 2014.

Article 5. Approve the remuneration for the Board of Directors and Supervisory Board for 2013 which is equivalent to 0.29% of profit after tax of 2013.

Article 6. Approve the construction project of VietinBank headquarters building as submitted to the General Shareholders' Meeting.

The General Shareholders' Meeting authorized the Board of Director to implement VietinBank Tower project and resolve the issues involved during the project implementation.

Article 7. Approve the supplements and amendments to the organizational and operational regulations of the Supervisory Board of VietinBank. The GSM authorized the Supervisory Board to implement the supplements and amendments to the organizational and operational regulation of the Supervisory Board of VietinBank according to regulations.

Article 8. Approve the resignation of the Supervisory Board's member Phan Thi Quy and election of new Board of Directors' member and Supervisory Board's member.

Article 9. Approve Mr. Pham Huy Thong as the elected Board member of VietinBank.

Article 10. Approve Ms. Vu Thi Bich Hong as the elected Supervisory Board's member of VietinBank.

Article 11. Implementation:

This resolution is approved by the shareholders at the GSM and is effective from April 13th 2012. The members of the Board, Supervisory Board and Board of Management are responsible for implementation of this Resolution and deployment for implementation in accordance with their functions and responsibilities in conformity with the law and the Charter of VietinBank.

Destination:

- As per Article 10;
- SBV (for reporting);
- SSC, HOSE, VSD;
- VietinBank Website;
- Filed in: VietinBank Office, HR, Secretariat to the Board,
Investment Department.

**ON BEHALF OF THE GENERAL
SHAREHOLDERS' MEETING**

Chairman

Pham Huy Hung