

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

108 Tran Hung Dao, Hoan Kiem, Hanoi
Tel: 04.39421030, Fax: 04.39421032
Business Registration Certificate No. 0100111948
dated 22/10/2013

No. : 11/BB-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, December 23rd, 2013

**MINUTES OF SHAREHOLDERS VOTING RESULT
OF VIETNAM JOINT STOCK COMMERCIAL BANK
FOR INDUSTRY AND TRADE**

- Pursuant to Enterprise Law No.60/2005/QH11 approved by the 11th National Assembly of the Social Republic of Vietnam on 29/11/2005;
- Pursuant to Law on Credit Institutions No. 47/2010/QH12 approved by the 12th National Assembly of the Social Republic of Vietnam, 7th session, adopted on 16/6/2010;
- Pursuant to the Law on Securities No.70/2005/QH11 and the Law No.62/2010/QH12 on amending and supplementing a number of articles of the Law on Securities, approved by the National Assembly of the Socialist Republic of Vietnam;
- Pursuant to the Charter for Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade;
- Pursuant to Resolution and Notice of the Board of Directors dated 14/11/2013 on the finalization of the shareholders' list to obtain written opinions on the adjustment of business targets of Vietnam Joint Stock Commercial Bank for Industry and Trade in 2013;
- Pursuant to Decision No.2605/QD-HDQT-NHCT1 dated 21/11/2013 by Chairman of the Board on the establishment of Vote Checking Committee on written opinions of shareholders;
- Pursuant to Decision No.2606/QD-HDQT-NHCT1 dated 21/11/2013 by Chairman of the Board on the establishment of Assisting Team for Vote Checking Committee on written opinions of shareholders;

Today, at 9:00 AM on 23rd December 2013, at Vietnam Joint Stock Commercial Bank for Industry and Trade, located at 108 Tran Hung Dao Street, Hoan Kiem District, Hanoi, Vote Checking Committee on written opinions of shareholders phase 2 of 2013 has conducted vote checking with the following contents:

I. COMPOSITION OF THE VOTE CHECKING COMMITTEE

- Mr. Pham Huy Hung, Chairman of the Board, Head of Vote checking committee.

- Mr. Nguyen Van Thang, Member of the Board - General Director, Member;
- Mr. Pham Huy Thong, Member of the Board - Deputy General Director, Member;

with the supervision of:

- Ms. Tran Thi Le Nga: Head of the Supervisory Board;
- Ms. Vu Thi Bich Hong: Supervisor;

the recorder of the Minutes of shareholders' voting: Mr. Nguyen The Hoang, Deputy Manager of Capital Market Department.

II. PURPOSE AND ISSUES OF CONSULTATION

1. The purpose of consultation:

Getting shareholders' opinion on VietinBank's 2013 business plan adjustment.

2. Consultation content:

| Voting Content | Plan for 2013 approved by the GM | Adjusted plan for 2013 to be approved by GM |
|--------------------------------------|----------------------------------|---|
| Total assets (VND, bn) | 555,000 | 535,000 |
| Total loans and investment (VND, bn) | 524,000 | 503,000 |
| Outstanding loans (*) (VND, bn) | 450,000 | 438,000 |
| Total mobilized fund (VND, bn) | 495,000 | 475,000 |
| Chartered Capital (VND, bn) | 37,234 | 37,234 |
| Profit before tax (VND, bn) | 8,600 | 7,500 |
| ROA | 1.5% -1.8% | 1.3 to 1.5% |
| ROE | 15-18% | 13-15% |
| Expected dividend payout | 12% | 10% |

(*): Loans based on criteria of the SBV at CV 674/ NHNN-CSTT dated 13th Feb, 2012

III. VOTE CHECKING PROCESS

1. Vote Checking Principle:

- The voting paper received by shareholders but not sent to Vietinbank as the notified address, the voting paper not sent to Vietinbank by 9:00 am on 20th December 2013, the voting papers sent to shareholders but were returned due to incorrect address, the voting paper sent to the address of Vietinbank but after 9:00 am on 20th December 2013 are considered unresponsive.
- The Board of Directors and vote checking supervisor are jointly responsible for the truthfulness and accuracy of the minutes of the vote checking. They will also be jointly liable for damages arising from decisions approved by the dishonest and inaccurate vote checking result.

2. Vote checking

- The deadline for obtaining the shareholders' list: 29th November 2013.
- Total number of shareholders as at the record: 22,226 shareholders.
- Percentage of distribution: 1 share is equivalent to 1 voting right.
- The total number of voting shares: 3,723,404,556 shares, equivalent to 3,723,404,556 voting rights.
- Total votes sent out: 22,226 votes, equivalent to 3,723,404,556 voting rights.
- Total votes returned: 889 votes, equivalent to 3,595,128,411 voting rights.
- The number of unresponsive votes: 21,337 votes, equivalent to 128,276,145 voting rights.

3. The voting results:

| Content | Number of votes | Number of voting shares | Percentage |
|-------------------------|-----------------|-------------------------|------------|
| Approved | 673 | 3,591,168,293 | 96.45% |
| Disapproved | 51 | 2,339,860 | 0.06% |
| No opinion | 61 | 625,728 | 0.02% |
| Invalid votes collected | 104 | 994,530 | 0.03% |
| Unresponsive votes | 21,337 | 128,276,145 | 3.44% |

Thus, the total number of approved votes is 673 votes, which corresponds to 3,591,168,293 shares, accounting for 96.45% of the shares with voting rights.

IV. THE DECISIONS APPROVED BY THE GENERAL MEETING OF SHAREHOLDERS

With 96.45% of approved votes for the above content, the General Meeting of Shareholders of VietinBank has officially approved the adjusted business plan in 2013 as follows:

| No. | Key Indicators | Adjusted plan in 2013 approved by the GSM |
|-----|--------------------------------------|---|
| 1. | Total assets (VND, bn) | 535,000 |
| 2. | Total loans and investment (VND, bn) | 503,000 |
| 3. | Outstanding loans (*) (VND, bn) | 438,000 |
| 4. | Total funds mobilized (VND, bn) | 475,000 |
| 5. | Chartered Capital (VND, bn) | 37,234 |
| 6. | Profit before tax (VND, bn) | 7,500 |
| 7. | ROA | 1.3 to 1.5% |
| 8. | ROE | 13-15% |
| 9. | Dividend payout | 10% |

(*): Loans based on criteria of the SBV at CV 674/ NHNN-CSTT dated 13th Feb, 2012

The above decision approved through the shareholders' voting paper has the equivalent value with the decision approved at the General Meeting of Shareholders.

**Board Member
GENERAL DIRECTOR**

(signed)

Nguyen Van Thang

**CHAIRMAN OF THE BOARD OF
DIRECTORS
Head of vote checking committee**

(signed and sealed)

Pham Huy Hung

**Board Member
DEPUTY GENERAL DIRECTOR**

(signed)

Pham Huy Thong

VOTE CHECKING SUPERVISION

Head of Supervisory Board

(signed)

Tran Thi Le Nga

Supervisory Board member

(signed)

Vu Thi Bich Hong

MINUTES RECORDED BY

(signed)

Nguyen The Hoang

