VIETNAM JOINT STOCK COMMERCIAL BANK FOR INDUSTRY AND TRADE

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Business registration number 0100111948 - 8th revision by Department of Planning and Investment of Hanoi dated 14th May,2013
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SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Hanoi, 13th, July, 2013

No: 09/NQ-ĐHĐCĐ

RESOLUTION

THE SECOND EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS IN 2013 BY VIETINBANK

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- *Pursuant to the Law on Enterprises No.60/2005/QH11 the National Assembly of the Socialist Republic of Vietnam on 29th, Nov, 2005.*
- *Pursuant to the Law on Credit Institutions No.47/2010/QH12 of the National Assembly of the Republic Socialist Vietnam 12th, 7th Session, adopted on 16th, Jun, 2010.*
- *Pursuant to Decree No.59/ND-CP dated 16th, Jul, 2009 of the Government on the organization and operation of commercial banks;*
- *Pursuant to the Charter for Organization and Operation of Viet Nam Joint Stock Commercial Bank for Industry and Trade;*
- *Pursuant to the Minutes of the 2nd Extraordinary GMS in 2013 by Vietnam Joint Stock Commercial Bank for Industry and Trade dated 13th, Jul, 2013.*

RESOLVES:

Article 1. Approve 2013 chartered capital increase and 2012 cash dividend plan as follows:

❖ **2012 cash dividend plan:** 2012 cash dividend shall be 16% of chartered capital at the time before offering share to the Bank of Tokyo-Mitsubishi UFJ, Ltd (BTMU), equals VND 26,217 billion x 16% = VND 4,195 billion. Cash dividend shall not be paid to BTMU under the agreement between BTMU and Vietinbank. Total cash dividend in 2012 paid to State shareholder is projected at VND 3,368.68 billion.

❖ **2013 chartered capital increase plan:**

- The chartered capital as at 30th, Jun, 2013: VND 32,661 billion
- Type of issuance: chartered capital increased through the issuance of additional shares to existing shareholders
- The rate of issuance: 14%. Shareholders owning 100 shares at the date of shareholder's list recorded will be entitled to purchase 14 newly issued shares.
- Type of share: common share;

- Par value: VND 10,000/share;
- Offering price: VND 10,000/share;
- Number of shares issued: 457,300,000 shares *(Four hundred fifty seven million, three hundred thousand shares);*
- Total value of the issuance at par value: VND 4,573 billion *(Four thousand five hundred seventy three billions Vietnam Dong);*
- Chartered capital after increase: VND 37,234 billion.
- Additional capital usage plan: The chartered capital increase from the offering shall complement business capital, and be used for business activities of VietinBank as follows:
  - Strengthening credit activities: VND 1,823 billion;
  - Expanding network: VND 1,000 billion;
  - Investing in infrastructure, technology and development of new services: VND 850 billion;
  - Enhancing investment activities, investing in joint ventures and capital contribution: VND 900 billion.
- Assessment of the expected level of dilution after the issuance:

No	Contents	Before (31/12/2013)	After
1	Book value	12,825	16,710
2	EPS	2,053	2,073

- **Source of fund to invest in newly issued shares of the State shareholder:** the State shareholder shall receive 80.306% of the 2012 dividend equivalent to VND 3,368 billion. State shareholder is expected to use VND 2,958.20 billion to purchase newly issued shares.
- Other matters: as specified in the chartered capital increase in 2013 plan proposed to the 2nd Extraordinary GMS in 2013.
- The GMS authorized the Board of Directors:
  - To decide issues relating to chartered capital increase subject to the approval of the competent authorities as prescribed by law.
  - To decide the time to distribute cash dividend, time to offer shares to existing shareholders, conditions for issuance of additional shares and other conditions... to ensure overall benefits of VietinBank and its shareholders.
  - If existing shareholders do not subscribe all the shares allocated to them in the issuance of additional shares to existing shareholders, the BoD of VietinBank may decide to offer such unsubscribed shares to other shareholders provided that the offering conditions are not more favorable than those to existing shareholders in the issuance of additional shares to such existing shareholders.

- In case the aforementioned plan cannot be completed within fiscal year 2013, the BoD is allowed to submit a proposal to the State competent authorities to extend time-limit for increasing chartered capital.
- To implement necessary procedures to perform successfully the shares issuance, to execute relevant procedures on post-chartered capital increase, to register the increase of the Bank's chartered capital at the Vietnam Securities Depository, and proceed with the listing of additional shares on the Ho Chi Minh City Stock Exchange after the issuance completion.
- To decide and the General Meeting of Shareholders approved and ratified all the decisions of the BoD regarding the supplementation, modification, completion of all issues of the plan on cash dividend and chartered capital increase in 2013 and the signing of all contracts, agreements and documents related to the issuance and sale of shares to increase chartered capital in order to increase chartered capital successfully and effectively, in accordance with the actual conditions of the market, ensuring overall benefits of VietinBank and shareholders, in accordance with the provisions of the law and the Charter of VietinBank.

Article 2. Approve the amendments and supplements to VietinBank's Charter as proposed at this 2nd Extraordinary GMS.

The GMS authorized the Board of Directors to process the registration procedures with the State competent authority to supplement, modify the contents of the Charter.

Article 3. Approve the resignation and election of members of Board of Director for the period 2009-2014.

Article 4. Approve the resignation of Ms. Pham Thi Hoang Tam as Board member.

Article 5. Approve the result of the Vietinbank Board member election as follows:

1. Mr. Hiroyuki Nagata;
2. Mr. Go Watanabe.

Article 6. Implementation

This resolution is unanimously ratified by the GMS at the meeting and shall take effect from the date of 7th, Jul, 2013. The members of the Board of Directors, Supervisory Board, Board of management are responsible for the implementation of this resolution in accordane with the functions as prescribed by provisions of law and the Vietinbank Charter on organization and operation.

For and on behalf of the GMS

CHAIRMAN

(signed and sealed)

Pham Huy Hung

Recipients:

- As in Article 6;
- State Bank of Vietnam;
- SSC, HSX, VSD;
- VietinBank's website;
-Secretariat Office, HR Dept., BoD's Secretariat, Capital market Dept.