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Business Registration Certificate No. 0100111948
as amended the 10th time on April 29, 2014

Hanoi, 14th April, 2015

PROPOSAL

TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2015

On approval of 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 Regime applicable to Vietnamese credit institutions of Vietnam Joint Stock Commercial Bank for Industry and Trade and approval of authorizing the Board of Directors to select an independent auditor to audit VietinBank's financial statements in 2016.

Pursuant to the current regulations of the State and guidance documents of the relevant Ministries and Agencies in finance and accounting sector;

Pursuant to the Charter on Organization and Operation of Vietnam Joint Stock Commercial Bank for Industry and Trade;

Pursuant to the Resolution No. 12/NQ-DHDCD of the General Shareholders' Meeting dated 29th April 2014;

Pursuant to the report of the Supervisory Board of VietinBank on the results of evaluation of VietinBank's financial statements prepared in accordance with Vietnamese Accounting Standards and Accounting Regime applicable to Vietnamese credit institutions (VAS) as at 31st December 2014 and for the period from 1st January 2014 to 31st December 2014;

The Board of Directors of VietinBank respectively submit to the Annual General Meeting of Shareholders as below:

Together with the joint effort of the banking sector, VietinBank managed to overcome difficulties, strictly followed the guidelines and policies of the Government and the State Bank of Vietnam, proactively supported the economy while running its sustainable business. VietinBank has met and even achieved better results against the targets set for 2014. Some of the financial indicators of the Bank in 2014 are as below:

In VND billion and %

No.	Indicator	Actual results in 2014	Actual results in 2013	% increase compared to 2013	2014 GSM targets	Actual results against 2014 GSM targets
1	Total assets	661,132	576,368	14.7%	640,000	103.3%
2	Mobilized and borrowed funds	595,094	511,670	16.3%	573,000	103.9%
3	Outstanding loans and investments	616,879	536,460	15.0%	600,000	102.8%
4	Profit before tax	7,302	7,751		7,280	100.3%

5	Owners' equity	55,013	54,075	1.7%	54,931	100.1%
6	Non-performing loans/credit exposure	0.90%	0.82%		<3%	Achieved
7	Dividend (% of year-end chartered capital)	10%	10%		10%	Achieved

(Source: Audited consolidated financial statements of 2013 and 2014)

The Board of Directors submit to the Annual General Meeting of Shareholders for:

- 1. Approval of the audited financial statements** prepared in accordance with Vietnamese Accounting Standards and Accounting Regime applicable to Vietnamese credit institutions as at 31st December 2014 and for the period from 1st January 2014 to 31st December 2014 of VietinBank.
- 2. Selection of an independent auditor to audit the Bank's financial statements for the year of 2015**

On 15th December 2011, the SBV issued Circular No. 39/2011/TT-NHNN taking effect from 1st January 2012. Chapter 2, Article 6 thereof defines the time for selection of independent auditor which is: *prior to the end of each fiscal year, a credit institution or foreign bank's branch shall select an independent auditor in compliance with this circular to audit its financial statements and activities of its internal audit function for the next fiscal year.*

Accordingly, by the end of 2015, VietinBank will have to select an independent auditor to audit its financial statements for the year of 2016. The Board of Directors, therefore, respectfully submit to the Annual General Meeting of Shareholders for consideration and approval of authorizing the Board of Directors to select an independent auditor to audit the financial statements of VietinBank for the year of 2016 to ensure the Bank's compliance with provisions of Circular 39/2011/TT-NHNN and current laws.

Respectfully submit to the Annual General Meeting of Shareholders for approval!

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

Nguyen Van Thang