

**VIET NAM JOINT STOCK COMMERCIAL  
BANK FOR INDUSTRY AND TRADE**

108 Tran Hung Dao, Hoan Kiem, Hanoi  
Tel: 04.39421030; Fax: 04.3921032  
Business License No. 0100111948

To be revised for the 10<sup>th</sup> time on 29/4/2014

**SOCIALIST REPUBLIC OF VIET NAM**  
Independence – Freedom – Happiness

Hanoi, 26<sup>th</sup> April, 2016

**PROPOSAL**

*(On the amendments to VietinBank's Charter of organization and operation)*

Pursuant to the Law on Credit Institutions No. 47/201/QH12;

Pursuant to VietinBank's Charter on organization and operation of VietinBank

Pursuant to Document No. /NHNN-TTGSNH dated of the SBV on the amendment and supplement of the VietinBank's Charter;

Based on the agenda and content of the 2016 Annual General Meeting of Shareholders (AGM), the Board of Directors of VietinBank would like to submit to the 2016 AGM for consideration and approval of the amendments and supplements to VietinBank's Charter on organization and operation (hereinafter referred to as the "Charter") as below:

**1. Amendments to the Charter**

**1.1. Article 28. Powers and duties of the General Meeting of Shareholders**

**a. Supplementing 01 point:** To make decision on remedies for significant financial changes of VietinBank.

**Rationale:** To be in line with provisions of point (s) of Article 59 of the Law on Credit Institutions in 2010.

**b. Modifying some contents:**

**(i) Combining point (h) and point (m) into:** "To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law on Credit Institutions and Charter of VietinBank."

**Rationale:** To be in line with provisions of point (d) of Article 59 of the Law on Credit Institutions in 2010.

**(ii) Amending Point (f) into:** "To approve the redemption of the issued shares".

**Rationale:** To be in line with provisions of point (i) of Article 59 of the Law on Credit Institutions in 2010.

**1.2. Article 34. Approval of decisions of the General Meeting of Shareholders**

**Item 34.2 specifying** "The decisions of the General Meeting of Shareholders as specified in Items a, b, c, d, g, h, k of Article 28 must be approved in form of direct voting at the General Meeting of Shareholders".

**Is proposed to be amended into:**

“Direct voting at the General Meeting of Shareholders is requested to make decision on the below items:

- To approve the development orientation of VietinBank;
- To decide the number of members of the Board of Directors and Supervisory Board of each term of service; To elect, remove or dismiss, elect for supplement and replacement of members of the Board of Directors and members of Supervisory Board in accordance with qualifications and conditions stipulated by the Law on Credit Institutions and Charter of VietinBank;
- Within its jurisdiction, to review and deal with violations of the Board of Directors and the Supervisory Board causing loss/damage to VietinBank and its shareholders.
- To make a decision on the split, merge, conversion of legal forms, dissolution or request Court to take bankruptcy proceedings of VietinBank.”

**Rationale:** To be in line with provisions of point (c) paragraph 3 of Article 59 of the Law on Credit Institutions in 2010 and limiting errors while amending Article 28 of the Charter that changed the order of the points.

**1.3. Article 40. Powers and duties of the Board of Directors****a. Supplementing the following contents:**

- To submit to the General Meeting of Shareholders for decision and approval of the items under the jurisdiction of the General Meeting of Shareholders as stipulated in Article 28 of the Charter;
- To make decision on granting credit facilities as defined in paragraph 7 of Article 128 of the Law on Credit Institutions, except for transactions falling under the jurisdiction of the General Meeting of Shareholders as stipulated in Article 28 of the Charter;
- To promptly notify the State Bank of Vietnam information which negatively affects the membership status of any member of the Board of Directors, Supervisory Board, General Director;

**Rationale:** To be in line with Point 3,9,24 of Article 63 of the Law on Credit Institutions in 2010.

**b. Revising item 40.31**

Item 40.31 specifying “ Other powers and duties as provided herein and according to the prevailing laws and regulations.”

**Is proposed to be amended into:**

“Other powers and duties as prescribed by law, this Charter, as authorized by the AGM and at other internal documents of VietinBank.”

**Rationale:** Ensuring internal regulations can be concretized and detailed provisions on the authority delegation of the Board of Directors.

**1.4. Article 69. Contracts and transactions which must be approved by the General Meeting of Shareholders and the Board of Directors**

**a. Supplementing the following contents:**

- The credit contracts as defined in Paragraph 7, Article 128 of the Law on Credit Institutions in 2010;
- Transactions and contracts as prescribed by Law, the Law on Credit Institutions, the internal regulations of VietinBank.

**Rationale:** To be in line with item 9 of Article 63 of the Law on Credit Institutions in 2010 and to concretize the authority delegation in VietinBank’s credit activities.

**b. Revising item 69.1 into:**

“Contracts and transactions (other than those subject to prohibitions or restrictions as stipulated in *Articles 126, 127, 128, 129* of the Law on Credit Institutions) between VietinBank and the following parties must be approved by the General Meeting of Shareholders or the Board of Directors (except for contracts or transactions under the jurisdiction of the General Meeting of Shareholders stipulated in Article 28 of the Charter):

- A shareholder, an authorized representative of a shareholder holding from 35% or more of the total ordinary shares of VietinBank and their related persons.
- Members of the Board of Directors, members of the Supervisory Board or the General Director.
- Enterprises stipulated in *Paragraph 71.7 of Article 71* herein and the related persons of the members of the Board of Directors, the members of the Supervisory Board or the General Director.”

**Rationale:** Provisions on restrictions to ensure safety in the operation of credit institutions in Articles 77, 78, 79, 80 of the Law on Credit Institutions 1997 which were included in Article 126, 127, 128, 129 of the Law on Credit Institutions 2010; According to subparagraph (e) of Article 127 of the Law on Credit Institutions.

**2. Other contents**

Authorizing the Board of Directors of VietinBank to make amendment to the content of Paragraph 13.1 of Article 13 regarding the Chartered capital from the existing capital to the new capital upon the merger of PG Bank into VietinBank.

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

**Nguyen Van Thang**