

**JSC BANK FOR FOREIGN TRADE OF VIETNAM**

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Business Registration No. 0100112437  
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**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom – Happiness**

*Hanoi, December 26<sup>th</sup>, 2014*

## **REGULATIONS**

### **ON ORGANIZING THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING OF JOINT STOCK COMMERCIAL BANK FOR FOREIGN TRADE OF VIETNAM**

#### **CHAPTER I GENERAL REGULATIONS**

##### **Article 1: Scope and applicable objects**

- 1.1 These regulations shall apply to the organization of the Extraordinary General Shareholders Meeting (hereinafter referred to as EGM) 2014 of the Joint Stock Commercial Bank for Foreign Trade of Vietnam.
- 1.2 These regulations specify the rights and obligations of shareholders, individuals attending the EGM; conditions and modalities for the EGM.

#### **CHAPTER II RIGHTS AND OBLIGATIONS OF SHAREHOLDERS, INDIVIDUALS ATTENDING THE EGM**

##### **Article 2: Rights and obligations of shareholders**

###### **2.1. Qualifications to attend the EGM**

Shareholders or their authorized representatives whose names are on the list of shareholders as determined on the date of finalizing who are entitled to attend EGM.

###### **2.2. Rights of shareholders when attending the EGM:**

- a. To attend the EGM in person or to authorize another person to attend the EGM.

- b. To vote on all matters under the authority of the EGM, in conformity with the Law on Enterprises, other applicable laws, and the Charter on the organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam.
- c. To be officially informed of the contents of the EGM by the organizing committee, including:
- (i) Approval of the Proposal on the resignation of member of Board of Directors;
  - (ii) Approval of the Proposal on the resignation of member of Board of Supervisors;
  - (iii) Approval of the Regulations on the supplementary election of members of Board of Directors for the term 2013-2018;
  - (iv) Approval of the Proposal on the supplementary election of member of Board of Directors for the term 2013-2018;
  - (v) Supplementary election of member of Board of Directors for the term 2013-2018;
  - (vi) Approval of the amendment of Charter on the organisation and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam;
  - (vii) Approval of the amendment of Regulations on the organisation and operation of the Board of Directors;
  - (viii) Approval of the guideline for M&A;
  - (ix) Other contents (if any).
- d. At the EGM, each shareholder, or authorized representative of the shareholder, will receive a voting card, and ballot (which states the identity card number/ passport number/ business registration certificate number and the number of shares required for voting eligibility) after registering for attending the EGM with the Shareholders' Eligibility Examining Committee.
- e. The value of the voting card corresponds to the ratio of the number of shares eligible for voting that are owned by the shareholder or the representative, according to the registration for attending the EGM, over the total number of shares eligible for voting owned by all shareholders/ representatives attending the EGM.

- f. Shareholders, authorized representatives attending the EGM have the right to discuss and vote on issues stated in Section 2.2.c, Article 2 of these Regulations.
  - g. Shareholders and authorized representatives who cannot attend the EGM on time may register for attending the EGM , and then have the right to participate and vote immediately at the EGM, but the Chairman does not have to delay the EGM and the validity of the voting rounds conducted previously will not be affected.
- 2.3. Obligations of shareholders when attending the EGM:
- a. Shareholders or authorized representatives attending the EGM have to bring their identity cards/ passports, Invitation letter (or Invitation Notice if they did not received the Invitation letter), and Power of attorney (for the authorized representatives or authorized persons) and register for attending the EGM with the Shareholders' Eligibility Examining Committee;
  - b. To comply with the regulations herein;
  - c. To strictly follow the rules of the EGM and uphold the outcomes of the EGM.

### **Article 3: Rights and obligations of the Shareholders' Eligibility Examining Committee**

The Shareholders' Eligibility Examining Committee is set up by the Board of Directors and will be introduced to the EGM. Its functions are as follows:

- 3.1. To check the eligibility of shareholders authorized representatives attending the EGM: Identity cards/passports, Invitation letter/Invitation Notice, Power of attorney (for the authorized representatives or authorized persons);
- 3.2. To deliver to shareholders or authorized representatives: voting cards, ballots and other meeting documents;
- 3.3. To announce the results of verifying shareholders' eligibility at the EGM.

### **Article 4: Rights and obligations of the Vote Counting Committee**

The Vote Counting Committee is nominated by the Chair Committee and approved by the EGM. The Vote Counting Committee shall collect voting cards; ballots after the voting, conduct vote counting and announce the voting results.

### **Article 5: Rights and Obligations of the Chair Committee and the Secretary Committee**

- 5.1. The Chair Committee approved by voting at the EGM, is in charge of chairing the meeting;
- 5.2. The Chair Committee's decision on orders, procedures or events outside the agenda of the EGM will be the final decision.
- 5.3. The Chair Committee takes the actions which it finds necessary in order to conduct the EGM in a proper and orderly manner, or in a way that will allow the EGM to reflect the wishes of the majority of attendees.
- 5.4. The Chair Committee shall have the right to adjourn the EGM to another time (in accordance with the provisions of the Law on Enterprises 2005, other applicable laws and the Charter on the organization and operation of Vietcombank) or to change the location of the meeting in the following cases:
  - a. The behavior of attendees cause or may cause disorder to the meeting; or
  - b. The delay is necessary for the EGM to be conducted properly.
- 5.5. The Secretary Committee provides assistance as assigned by the Chair Committee.

### **CHAPTER III**

#### **GENERAL SHAREHOLDERS MEETING PROCEDURES**

##### **Article 6: Conditions for conducting the EGM**

The EGM shall be conducted when the number of attending shareholders represents at least 65 per cent of the voting shares in accordance with the shareholders list made at the date of finalizing who can attend the EGM.

##### **Article 7: Methods for conducting the EGM**

7.1. The EGM will last for 1/2 day.

7.2. The EGM will discuss in turn and vote on all issues stated in Section 2.2.c, Article 2 of these Regulations.

##### **Article 8: Passing of resolutions of the EGM**

A resolution of the EGM shall be passed when it is approved by a number of shareholders representing at least 51 per cent of the total voting shares of all eligible shareholders who either attend the meeting in person or are represented by others.

**Article 9: Minutes of the EGM**

The contents of the EGM shall be recorded in the Minutes Book. The minutes of the EGM must be completed and approved prior to the closing of the meeting and maintained in the Minute Book.

**CHAPTER IV  
OTHER PROVISIONS****Article 10: In case the EGM cannot take place**

- 10.1. In case the first EGM cannot take place because the condition stipulated in Article 6 of these Regulations is not met, the meeting must be convened for the second time within 30 days from the date on which the first meeting was intended to be opened. The second EGM shall be conducted when the attending members including shareholders and authorized representatives represent at least 51 per cent of the voting shares.
- 10.2. If the second EGM cannot take place because the condition stipulated in Clause 10.1 of this Article is not met, it may be convened for the third time within 20 days from the date on which the second meeting was intended to be opened. In this case, the EGM shall be conducted irrespective of the number of attending members.

**CHAPTER V  
EXECUTION EFFECTIVENESS****Article 11: Effectiveness**

- 11.1 These Regulations comprise 5 Chapters divided into 11 Articles and shall come into effect immediately after being approved by the EGM.
- 11.2 Shareholders and attendees are responsible for following these Regulations.

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