

JSC BANK FOR FOREIGN TRADE OF VIET NAM

Address: 198 Tran Quang Khai street, Ha Noi
Business Registration No. 0100112437
(11th revision dated 07th Novemer,2014)

SOCIALIST REPUBLIC OF VIETNAM**Independence - Freedom – Happiness**

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Hanoi, December 11 , 2014

PROPOSAL

ON THE RESIGNATION OF A MEMBER OF THE BOARD OF DIRECTORS

To: General Shareholders Meeting - JSC Bank for Foreign Trade of Vietnam

Pursuant to:

- *The Law on Enterprises No. 60/2005/QH11 promulgated by the National Assembly of the SRV dated November 29, 2005;*
- *The Law on Credit Institutions No.47/2010/QH12 promulgated by the National Assembly of the SRV dated June 16, 2010;*
- *Decree No.102/2010/ND-CP dated October 1, 2010 of the Government of the SRV providing instruction on several provisions of the Law on Enterprises;*
- *Circular No. 06/TT-NHNN dated February 26, 2010 of the State Bank of Vietnam providing instruction on the organization, management, execution, charter capital, share's transfer, Business License and Charter revision of commercial banks;*
- *Circular No.121/2012/TT-BTC dated July 26, 2012 of the Ministry of Finance on corporate governance applicable for public companies;*
- *Official Notice No. 324/NHNN-TTGSNH dated January 18, 2012 of the State Bank of Vietnam approving the list of expected personnel for credit institutions and foreign banks' branches;*
- *Official Notice No. 649/NHNN-TTGSNH of the State Bank of Vietnam on the amendments to some provisions of the Official Notice No. 324/NHNN-TTGSNH dated January 18, 2012;*
- *Charter on the organisation and operation of the JSC Bank for Foreign Trade of Vietnam approved by the 7th Annual General Shareholders Meeting at Resolution No. 07/TN2014/NQ-ĐHĐCĐ dated 23th April 2014, amended by the Board of Directors at Resolution No. 183/NQ-HĐQT.TKHĐQT dated 9th July 2014 and registered at the State Bank of Vietnam by the registration confirmation No. 5986/NHNN-TTGSNH dated 18th August 2014;*
- *Official Document No.8805/NHNN-TCCB dated November 26th of the State Bank of Vietnam on personnel issue,*

The Board of Directors of the JSC Bank for Foreign Trade of Vietnam (VCB) hereby reports and proposes to General Shareholders Meeting the following items for consideration and approval:

- i. In view of business requirements, the Board of Directors of VCB has the intention to appoint Mrs. Nguyen Thi Kim Oanh - member of the Board of Directors of VCB to be Deputy General Director of VCB. Mrs. Oanh is also in agreement with this plan.
- ii. The Board of Directors of VCB currently consists of 07 members, including 04 non-executive members (among whom are independent members of the Board of Directors) and 03 executive members.

Therefore, in order to assure that at least one half of the members of the Board of Directors of VCB are independent members and non-executive members, as per the provisions in Item 1 under Article 62 of the Law on Credit Institutions, after the appointment of Mrs. Nguyen Thi Kim Oanh as Deputy General Director of VCB, the Board of Directors requests that the General Shareholders Meeting approve of the resignation of Mrs. Nguyen Thi Kim Oanh from the Board of Directors. Following the General Shareholders Meeting's approval, the Board of Directors will consider legally appointing Mrs. Nguyen Thi Kim Oanh as VCB's Deputy General Director.

Respectfully submitted,

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

Nghiem Xuan Thanh