

**THE JOINT STOCK COMMERCIAL BANK
FOR FOREIGN TRADE OF VIETNAM**

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

Head Office: 198 Tran Quang Khai, Hanoi

Tax ID: 0100112437
(13th revised as of 16/01/2019)

Hanoi, April 26th, 2019

**PROPOSAL ON AMENDMENT, SUPPLEMENTATION TO THE CHARTER,
SOME INTERNAL REGULATIONS OF JSC BANK FOR FOREIGN TRADE
OF VIETNAM**

Pursuant to:

- *The Law on Credit Institutions dated 16/06/2010 and The amended and supplemented Law on Credit Institutions dated 20/11/2017;*
- *The Law on Enterprise dated 26/11/2014;*
- *Decree No.71/2017/ND-CP dated 06/06/2017 by the Government about guidelines on corporate governance of public companies;*
- *Circular No.95/2017/TT-BTC dated 22/09/2017 by the Ministry of Finance guiding the implementation of some articles in Resolution No.71/2017/ND-CP dated 06/06/2017 by the Government about guidelines on corporate governance of public companies;*
- *Circular No.44/2011/TT-NHNN dated 29/12/2011 by the State Bank of Vietnam about the internal control and internal audit system for credit institutions, foreign bank branch;*
- *Circular No.13/2018/TT-NHNN dated 18/05/2018 and Circular No. 40/2018/TT-NHNN dated 28/12/2018 amended some articles in Circular No.13/2018/TT-NHNN about the internal control system of commercial banks and foreign bank branches;*
- *Charter on organization and operation of the Joint Stock Commercial Bank for Foreign Trade of Vietnam which has been approved by 2018 Annual General Shareholders Meeting by Resolution No.11/TN2018/NQ-DHDCD dated 27/04/2018 and is amended on content of the charter capital in accordance with Resolution No.10/ TN2017/NQ-DHDCD by the 2017 Annual General Shareholder Meeting dated 28/04/2017*
- *Document No.2882/NHNN-TTGSNH dated 22/04/2019 by the State Bank of Vietnam about the content to be submitted to 2019 Annual General Shareholder Meeting,*

The Board of Directors of the Joint Stock Commercial Bank for Foreign Trade of Vietnam respectfully submits to the AGM for consideration and approval on the Amendment of Charter on Organization and Operation of the JSC Bank for Foreign Trade Vietnam (Charter), Regulation on Organization and Operation of the Board of

Directors, Regulation on Internal Corporate Governance, Regulation on Organization and Operation of the Supervisory Board as followed:

1. The necessity for amendment of the Charter, Regulation on Organization and Operation of the Board of Directors (BOD), Regulation on Internal Corporate Governance, Regulation on Organization and Operation of the Supervisory Board (SB):

On 27/04/2018, 2018 AGM has approved the amendment of the Charter, BOD regulation on Organization and Operation of BOD, Regulation on Internal Corporate Governance, Regulation on Organization and Operation of SB according to updated provision of the law (Enterprises Law 2014, Amended Law on Credit Institutions 2016,...).

Recently, the SBV continued to issue Circular No. 13/2018 / TT-NHNN dated 18/05/2018 and Circular No. 40/2018 / TT-NHNN dated 28/12/2018 amending and supplementing a number of articles of Circular No. 13/2018 / TT-NHNN ("Circular No. 13"), effective from 01/01/2019, provides new regulations relating to internal control and internal audit systems of commercial banks and supervision functions and duties of the BOD, General Director, and SB. In order to unify the organization and operation, the amendments and supplements to the above Charter and internal documents in order to fully update the contents of adjusted legal documents are necessary.

2. Legal basis

The Law on Credit Institutions No. 47/2010/QH12 dated 16/06/2010 (*2010 Law on Credit Institutions*);

Law No. 17/2017/QH14 dated 20/11/2017 about amendment of some articles in 2010 Law on Credit Institutions, effective from 15/01/2018 (*amended 2010 Law on Credit Institution*)

The Law on Enterprises No. 68/2014/QH13 dated 26/11/2014 (*2014 Law on Enterprises*);

Decree No.71/2017/ND-CP dated 06/06/2017 about guidelines on corporate governance of public companies (*Decree No.71*);

Circular No. 95/2017/TT-BTC dated 22/09/2017 by the Ministry of Finance in attachment with Charter Sample for public companies (*Circular 95*);

Circular No.44/2011/TT-NHNN dated 29/12/2011 by the State Bank of Vietnam about the internal control and internal audit system for credit institutions, foreign bank branch;

Circular No. 19/2017 / TT-NHNN dated 28/12/2017 of the Governor of the SBV amending and supplementing a number of articles of Circular 36/2014/TT-NHNN dated 20/11/2014;

Decree No. 163/2018 / ND-CP dated 04/12/2018 regulating the issuance of corporate bonds (*Decree 163*);

Circular No.13/2018/TT-NHNN dated 18/05/2018 and Circular No. 40/2018/TT-NHNN dated 28/12/2018 amended some articles in Circular No.13/2018/TT-NHNN about the internal control system of commercial banks and foreign bank branches (*Circular 13*);

Some related legal documents.

3. Proposed amendment:

Based on legal regulation, BOD have conducted review and propose amendments and supplements to the Charter, regulation on Organization and Operation of BOD, Regulation on Internal Corporate Governance, the Supervisory Board have conduct review and propose amendments and supplements to the Regulation on Organization and Operation of the Supervisory Board.

Detailed contents of the proposed amendment and supplementation to the Charter, Regulation on Organization and Operation of the BOD, Internal corporate governance Regulation, Regulation on Organization and Operation of the Supervisory Board are in appendix attached.

The BOD respectfully submits to the General Shareholders' Meeting for consideration and approval the following:

i. To approve the amendment and supplementation to the Charter, Regulation on Organization and Operation of the BOD, Internal Corporate Governance Regulation, Regulation on Organization and Operation of the Supervisory Board as specified at Part 3 of this letter;

ii. To authorize the BOD to carry out necessary procedures (including the registration with competent authorities in accordance with laws); to issue the aforementioned amended and supplemented Charter, Regulation on Organization and Operation of the BOD, Internal Management Regulation;

iii. Authorize the Supervisory Board to issue the aforementioned amended and supplemented Regulation on Organization and Operation of the Supervisory Board./.

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

Nghiem Xuan Thanh