

Số/No.: 3291/2025/EIB-TGD

TP.HCM ngày 08 tháng 4 năm 2025  
HCMC, April 08<sup>th</sup>, 2025

## CÔNG BỐ THÔNG TIN ĐỊNH KỲ PERIODIC INFORMATION DISCLOSURE

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/*State Securities Commission*  
- Sở Giao dịch Chứng khoán thành phố Hồ Chí Minh/*Ho Chi Minh City Stock Exchange*

- Tên tổ chức/*Bank's name*: Ngân hàng TMCP Xuất Nhập khẩu Việt Nam/*Vietnam Export Import Commercial Joint Stock Bank* (“Eximbank”)
  - Mã chứng khoán/*Stock code*: EIB
  - Địa chỉ/*Address*: Tầng 8, Văn phòng số L8-01-11+16 Tòa nhà Vincom Center, 72 Lê Thánh Tôn, Phường Bến Nghé, Quận 1, Thành phố Hồ Chí Minh/*8th Floor, Office No. L8-01-11+16 Vincom Center Building, 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City*
  - Điện thoại liên hệ/*Phone*: (028) 38227878
  - E-mail: [vphdqt@eximbank.com.vn](mailto:vphdqt@eximbank.com.vn)
  - Website: <https://www.eximbank.com.vn>

### 2. Nội dung thông tin công bố/*Information disclosure content*:

Ngày 08/4/2025, Hội đồng Quản Trị Ngân hàng TMCP Xuất Nhập Khẩu Việt Nam ban hành Nghị quyết số. 3291/2025/EIB/NQ-HĐQT thông qua nội dung Chương trình và Tài liệu họp tại Đại hội đồng cổ đông Thường niên năm 2025 của Eximbank. (Nội dung chi tiết và tài liệu đính kèm theo Nghị quyết HĐQT số. 3291/2025/EIB/NQ-HĐQT ngày 08/4/2025)

On 08/4/2025, the Board of Directors of Vietnam Export Import Commercial Joint Stock Bank issued Resolution No. 3291/2025/EIB/NQ-HĐQT approving the content of the Agenda and Meeting Materials at the 2025 Annual General Meeting of Shareholders of Eximbank. (Detailed content and attached documents according to Resolution of the Board of Directors No. 3291/2025/EIB/NQ-HĐQT dated 08/4/2025)

- Thông tin này đã được công bố trên trang thông tin điện tử của công ty vào ngày 08/4/2025 tại đường dẫn <https://eximbank.com.vn/dai-hoi-dong-co-dong/>

*This information was published on the Bank's website on 08/4/2025 at the link <https://eximbank.com.vn/dai-hoi-dong-co-dong>.*

Chúng tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố./.

*We hereby commit that the information published above is true and take full legal responsibility for the content of the published information./.*

**Nơi nhận/Recipients:**

- Như trên/As above;
- TGD, Người phụ trách QTCT (để b/c)/  
CEO, Corporate Governance  
Officer (to report);
- Lưu: VT, Vp. HĐQT/ Saving: VT,  
Office of the Board of Directors.

**Tài liệu đính kèm/ Attached documents:**

- Nghị quyết HĐQT số. 121../2025/EIB/NQ-  
HĐQT ngày 08/4/2025 của HĐQT  
Eximbank.  
Resolution of the Board of Directors  
No. 121../2025/EIB/NQ-HĐQT dated  
08/4/2025 of the Board of Directors of  
Eximbank.
- Chương trình và tài liệu họp ĐHĐCĐ TN  
năm 2025.  
Agenda and Meeting materials for the 2025  
Annual General Shareholders' Meeting.

**NGƯỜI ĐƯỢC ỦY QUYỀN CBTT  
PHÓ TỔNG GIÁM ĐỐC  
AUTHORIZED PERSON FOR  
INFORMATION DISCLOSURE  
DEPUTY GENERAL MANAGER**



**Nguyễn Hồ Hoàng Vũ**



CỘNG HÒA XÃ HỘI CHỦ NGHĨA VIỆT NAM  
SOCIALIST REPUBLIC OF VIETNAM  
Độc lập - Tự do - Hạnh phúc  
*Independence - Freedom - Happiness*

Số/No.: 121/2025/EIB/NQ-HĐQT

Tp.HCM, ngày 08 tháng 4 năm 2025  
Ho Chi Minh City, April 8<sup>th</sup>, 2025

**NGHỊ QUYẾT CỦA HỘI ĐỒNG QUẢN TRỊ**  
**BOARD OF DIRECTORS RESOLUTION**

**NGÂN HÀNG TMCP XUẤT NHẬP KHẨU VIỆT NAM**  
**VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

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**HỘI ĐỒNG QUẢN TRỊ**  
**BOARD OF DIRECTORS**

- Căn cứ Luật Các tổ chức tín dụng năm 2024/ *Pursuant to the Law on Credit Institutions 2024;*
- Căn cứ Luật Doanh nghiệp năm 2020, được sửa đổi, bổ sung năm 2022 và các văn bản pháp luật liên quan/*Pursuant to the Law on Enterprises 2020, amended and supplemented in 2022 and related legal documents;*
- Căn cứ Điều lệ Ngân hàng TMCP Xuất Nhập khẩu Việt Nam (“Eximbank”)/ *Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank;*
- Căn cứ Quy chế tổ chức và hoạt động của Hội đồng quản trị (“HĐQT”) Eximbank/ *Pursuant to the Regulations on organization and operation of the Board of Directors (“BOD”) of Eximbank;*
- Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên của Eximbank ngày 15/02/2022/ *Pursuant to the Resolution of the Annual General Meeting of Shareholders of Eximbank dated February 15<sup>th</sup>, 2022;*
- Căn cứ Nghị quyết Đại hội đồng cổ đông bất thường của Eximbank ngày 14/02/2023/ *Pursuant to the Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated February 14<sup>th</sup>, 2023;*
- Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên của Eximbank ngày 14/4/2023/*Pursuant to the Resolution of the Annual General Meeting of Shareholders of Eximbank dated April 14<sup>th</sup>, 2023;*
- Căn cứ Nghị quyết Đại hội đồng cổ đông bất thường của Eximbank ngày 18/9/2023/ *Pursuant to the Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated September 18<sup>th</sup>, 2023;*



- Căn cứ Nghị quyết Đại hội đồng cổ đông thường niên của Eximbank ngày 26/4/2024/*Pursuant to the Resolution of the Annual General Meeting of Shareholders of Eximbank dated April 26<sup>th</sup>, 2024;*
- Căn cứ Nghị quyết Đại hội đồng cổ đông bất thường của Eximbank ngày 28/11/2024/*Pursuant to the Resolution of the Extraordinary General Meeting of Shareholders of Eximbank dated November 28<sup>th</sup>, 2024;*
- Căn cứ Tờ trình của Chủ tịch HĐQT ngày 04/4/2025 về việc thông qua tài liệu họp Đại hội đồng cổ đông (“ĐHĐCĐ”) thường niên năm 2025 của Eximbank (“Tờ trình ngày 04/4/2025”)/*Pursuant to the Chairman of the Board of Directors' Submission dated April 4<sup>th</sup>, 2025 on the approval of documents for the 2025 Annual General Meeting of Shareholders ("AGM") of Eximbank ("Proposal dated April 4<sup>th</sup>, 2025");*
- Căn cứ Biên bản kiểm phiếu lấy ý kiến Thành viên HĐQT bằng văn bản số 75/2025/EIB/BBKP-VP.HĐQT ngày 08/4/2025/ *Pursuant to the Minutes of the vote counting to collect opinions of Board of Directors members in writing No. 75/2025/EIB/BBKP-VP.HĐQT dated 08/4/2025,*

## **QUYẾT NGHỊ RESOLUTION**

**Điều/Article 1.** Chấp thuận đề xuất của Chủ tịch HĐQT tại Tờ trình ngày 04/4/2025 với nội dung như sau/ *Approval the proposal of the Chairman of the Board of Directors in the Proposal dated April 4<sup>th</sup>, 2025 as follows:*

1. Thông qua Chương trình và Tài liệu họp Đại hội đồng cổ đông thường niên năm 2025 dự kiến tổ chức vào ngày 29/4/2025, gồm các tài liệu sau/ *Agree to approve the Agenda and Meeting materials of the 2025 Annual General Meeting of Shareholders, scheduled to be held on April 29<sup>th</sup>, 2025, including:*
  - i) Quyết định thành lập Ban thẩm tra tư cách cổ đông Ngân hàng TMCP Xuất Nhập khẩu Việt Nam/ *Decision to establish the Shareholder's Eligibility Verification Committee of Vietnam Export Import Commercial Joint Stock Bank;*
  - ii) Dự thảo Quy chế tiến hành họp ĐHĐCĐ thường niên năm 2025 ngày 29/4/2025/ *the drafted Regulations for conducting the 2025 Annual General Meeting of Shareholders;*
  - iii) Tờ trình Bầu thành viên Ban kiểm phiếu ĐHĐCĐ thường niên năm 2025 ngày 29/4/2025/ *the proposal to elect members of the Vote Counting Committee for the 2025 Annual General Meeting of Shareholders on April 29<sup>th</sup>, 2025;*
  - iv) Dự thảo Chương trình họp ĐHĐCĐ/*the drafted Annual General Meeting of Shareholders Agenda;*
  - v) Báo cáo của Ban Tổng giám đốc về hoạt động kinh doanh năm 2024 và kế hoạch kinh doanh năm 2025 (\*)/*Report of the Board of Directors on business activities in 2024 and business plan in 2025 (\*);*





- vi) Báo cáo của HĐQT về quản trị và kết quả hoạt động của HĐQT, các Hội đồng, Ủy ban trực thuộc HĐQT và từng thành viên HĐQT năm 2024 và định hướng năm 2025/ *Report of the Board of Directors on the governance and performance of the Board of Directors, Councils, Committees under the Board of Directors and each member of the Board of Directors in 2024 and orientation for 2025*;
- vii) Báo cáo hoạt động của Ban kiểm soát năm 2024, tổng kết nhiệm kỳ 2020-2025 và định hướng hoạt động nhiệm kỳ 2025-2030/ *Report on the Board of Supervisors' activities in 2024 and orientation for 2025*;
- viii) Tờ trình của HĐQT thông qua báo cáo tài chính riêng lẻ, hợp nhất đã được kiểm toán và phương án phân phối lợi nhuận năm 2024/ *Proposal of the Board of Directors on approving audited separate and consolidated financial statements and profit distribution plan for 2024*;
- ix) Tờ trình của HĐQT phê duyệt tổng mức thù lao và ngân sách hoạt động của HĐQT năm 2025/ *Proposal of the Board of Directors on approving total remuneration and operating budget of the Board of Directors in 2025*;
- x) Tờ trình của BKS về kinh phí hoạt động và thù lao của BKS năm 2025/ *Proposal of the Board of Supervisors about total remuneration and operating budget of the Board of Supervisors in 2025*;
- xi) Tờ trình của BKS về việc lựa chọn Công ty kiểm toán độc lập / *Proposal of the Board of Supervisors on selecting the independent auditing companies*;
- xii) Tờ trình của HĐQT về việc thông qua Quy chế quản trị nội bộ, Quy chế tổ chức hoạt động của HĐQT (sửa đổi)/ *Proposal of the Board of Directors on the approval of the Internal Governance Regulations and the Regulations on the organization and operation of the Board of Directors (amended)*;
- xiii) Tờ trình của BKS về việc sửa đổi, bổ sung Quy chế tổ chức và hoạt động của BKS/ *Proposal of the Board of Supervisors about the Regulations on the organization and operation of the Board of Supervisors (amended)*;
- xiv) Tờ trình phê duyệt phương án khắc phục dự kiến trong trường hợp can thiệp sớm/ *Proposal of the proposed remedial plan in case of early intervention*;
- xv) Tờ trình về việc chấm dứt chủ trương đầu tư xây dựng Trụ sở chính của Eximbank tại số 07 Lê Thị Hồng Gấm, phường Nguyễn Thái Bình, Quận 1, Tp. HCM/ *Proposal of the Board of Directors on terminating the investment policy to build Eximbank's Head Office at 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City*;
- xvi) Tờ trình thông qua việc sửa đổi, bổ sung Điều lệ phù hợp với nội dung thay đổi địa điểm đặt Trụ sở chính của Eximbank/ *Proposal to approve the amendment and supplement of the Charter in accordance with the content of changing the location of Eximbank's Head Office*;



- xvii) Tờ trình của HĐQT về việc quy định tỷ lệ sở hữu cổ phần của các nhà đầu tư nước ngoài và sửa đổi, bổ sung Điều lệ Eximbank/*Proposal of the Board of Directors on regulating the share ownership ratio of foreign investors and amending and supplementing the Eximbank Charter*;
- xviii) Tờ trình của HĐQT về bầu thành viên HĐQT, Ban kiểm soát Eximbank nhiệm kỳ VIII (2025 - 2030)/*Proposal of the Board of Directors on the election of members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030)*;
- xix) Dự thảo Phiếu/Thẻ biểu quyết, Phiếu ghi ý kiến đóng góp/*the drafted Voting Ballot/Card, Opinions Contribution Form*;
- xx) Dự thảo Nghị quyết ĐHĐCĐ thường niên năm 2025/*the drafted Resolution of the 2025 Annual General Meeting of Shareholders*.

(\*) Điều chỉnh kế hoạch kinh doanh năm 2025 để trình ĐHĐCĐ đã được HĐQT thông qua theo Nghị quyết số 55A/2025/EIB/NQ-HĐQT ngày 17/02/2025/*Adjusting the 2025 business plan to submit to the General Meeting of Shareholders has been approved by the Board of Directors according to Resolution No. 55A/2025/EIB/NQ-HĐQT dated February 17<sup>th</sup>, 2025*.

2. Giao Chủ tịch HĐQT thay mặt HĐQT ký Tài liệu họp ĐHĐCĐ thường niên năm 2025 dự kiến tổ chức vào ngày 29/4/2025 và tổ chức triển khai thực hiện các công việc có liên quan nội dung trên/*Assigning the Chairman of the Board of Directors to sign on behalf of the Board of Directors the relevant documents for the 2025 Annual General Meeting of Shareholders scheduled to be held on April 29<sup>th</sup>, 2025 and organize the implementation of work in related to the above content*.

**Điều/Article 2.** Nghị quyết này có hiệu lực kể từ ngày ký/*This Resolution takes effect since the signing date*.

**Điều/Article 3.** Giao Chủ tịch HĐQT, Tổng giám đốc/Quyền Tổng giám đốc Eximbank tổ chức triển khai thực hiện Nghị quyết này theo đúng quy định hiện hành/*The Chairman of the Board of Directors, General Director/Acting General Director of Eximbank is assigned and responsible to organize the implementation of this Resolution in accordance with prevailing regulations*.

**Nơi nhận/Recipients:**

- Như Điều 3/As Article 3;
- HĐQT/BOD, BKS/BOS  
(để báo cáo/to report);
- Lưu VT/Archiving,  
VP HĐQT/BOD's Office.

**TM. HỘI ĐỒNG QUẢN TRỊ  
ON BEHALF OF BOARD OF DIRECTORS**

**CHỦ TỊCH  
CHAIRMAN**



Nguyễn Cảnh Anh



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

No.: 122/2025/EIB/QĐ-HĐQT

*Ho Chi Minh City, date 08 month 4, year 2025*

## **DECISION**

### **On the establishment of the Shareholders Eligibility Verification Committee Vietnam Export Import Commercial Joint Stock Bank**

## **BOARD OF DIRECTORS**

### **VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

- Pursuant to the Law on Credit Institutions 2024 ("Law on Credit Institutions");
- Pursuant to the Law on Enterprises 2020, amended and supplemented in 2022 ("Law on Enterprises") and related legal documents;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank;
- Pursuant to Resolution No.38/2025/EIB/NQ-HĐQT dated February 6<sup>th</sup>, 2025 of the Board of Directors ("BOD") of Eximbank on approving the organization of the 2025 Annual General Meeting of Shareholders ("GMS") of Eximbank,

## **DECISION**

**Article 1.** Establish the "Shareholders Eligibility Verification Committee" at the 2025 Annual General Meeting of Shareholders (*hereinafter referred to as the "General Meeting"*), consisting of the following members:

No.	Full name	Title	Positions at the Committee
1	Ms. Doan Ho Lan	Head of Board of Supervisors	Head of the Committee
2	Mr. Nguyen Huong Minh	Deputy General Manager	Deputy Head of the Committee
3	Mr. Tran Van Nhien	Head of Legal and Compliance	Member





No.	Full name	Title	Positions at the Committee
4	Ms. Le Ngoc Hai Van	Deputy Head of Internal Audit Department	Member
5	Ms. Pham Thi Hong Thu	Deputy Chief of Office of Board of Directors	Member

**Article 2.** The **Shareholders Eligibility Verification Committee** has a **support division** including a support team, a technical support team and data entry team consisting of Eximbank staff members arranged by the Organization Committee as designated by the Head of the Committee. The **support division** uses a computer system, printers, scanners, and cameras to perform its duties.

**Article 3.** Approval on the work of the **Shareholders Eligibility Verification Committee** as prescribed in Appendix 1 and the report form to the General Meeting regarding the results of the examination of the qualifications of shareholders attending the General meeting as prescribed in Appendix 2 attached to this Decision.

**Article 4.** Rights and obligations of the c

1. Check the qualifications of shareholders to attend the General Meeting based on the list of shareholders entitled to attend the meeting on the closing date of the list of shareholders entitled to attend the General Meeting and the registration documents to attend the General Meeting according to the provisions of the Announcement of Invitation to the General Meeting and related regulations.
2. The Head and Deputy Head of the **Shareholders Eligibility Verification Committee** have the right to consider and decide to resolve any arising cases or exceptions to the requirements in the Meeting Invitation Announcement and related regulations in examining shareholders' qualifications to ensure shareholders' right to attend meetings in accordance with the provisions of law and Eximbank's Charter.
3. Supervising registration procedures and enter data of shareholders attending the meeting.
4. Issuing to shareholders Voting Cards, Voting Ballots, Election Ballots and other relevant meeting documents.
5. Performing the duties of the Ballot Counting Committee before the Ballot Counting Committee is established and approved at the General Meeting: Providing voting instructions, collecting and counting the votes of





Shareholders (Voting Ballots/Voting Cards) to notify the General Meeting in advance when the Ballot Counting Committee has not been established.

6. Reporting to the General Meeting on the results of checking the qualifications of shareholders attending the General Meeting at the following times:
  - a) Before the opening of the General Meeting;
  - b) Before each vote of the General Meeting, if there is a change in the number of shareholders registered to attend the General Meeting (due to late shareholders registering to attend the meeting);
  - c) Results in section 5 above.
7. Performing other tasks assigned by the General Meeting.

#### **Article 5. Implementation provisions**

1. This Decision takes effect from the date of signing. The **Shareholders Eligibility Verification Committee** operates during the time of the General Meeting. The General Meeting shall dissolve itself after 90 days from the date of the end of the General Meeting.
2. The Head of the **Shareholders Eligibility Verification Committee** leads, directs, and comprehensively manages all aspects of the Committee's work and is responsible to the Board of Directors for the implementation of assigned rights and obligations.
3. The members of the Board of Directors, the Executive Board and the gentlemen and ladies named in Article 1 are responsible for implementing this Decision./.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON**

**Recipients:** 

- As per Clause 3, Article 5;
- Save: VT, BOD Office.



**Nguyễn Cảnh Anh**



## **APPENDIX 1**

### **TASKS OF THE SHAREHOLDERS ELIGIBILITY VERIFICATION COMMITTEE**

*(Issued with Decision No.: 122/2025/EIB/QD-HĐQT date 08 month 4 year 2025 of the Board of Directors)*

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- 1. Check the shareholder registration records to attend the General Meeting according to the provisions of the General Meeting Invitation Announcement and related regulations.**
- 2. Check the authorization of shareholders according to the Announcement of Meeting Invitation. The Shareholders Eligibility Verification Committee has the right to verify the authorization within 90 days from the date of the end of the Meeting. The authorizing party and/or the authorized party shall be responsible before the law if the authorization is dishonest. In case the Shareholders Eligibility Verification Committee discovers illegal authorization as well as other fraud and law violations (if any), the Shareholders Eligibility Verification Committee shall report to the Board of Directors of Eximbank to submit to the State Bank and/or competent state agencies for handling measures.**
- 3. How to count shareholder's Voting Cards/Ballots when the Vote Counting Committee has not been established:**

Before the Vote Counting Committee is established, Shareholders will vote on issues using Voting Cards as directed by the Chairperson or Voting Cards according to Eximbank's form.

**(i) Voting card:**

Each shareholder receives a Voting Card, which contains the full serial number according to the meeting invitation, registration number, full name of the shareholder, full name of the authorized representative, legal document number of the individual/organization, address, number of shares, total number of votes of that shareholder. When voting, shareholders gather at the Technical Team's table to have their Voting Cards scanned in turn. For each voting issue, shareholders will give their "Agree" or "Disagree" opinions. When voting by Voting Card at the General Meeting, the number of "Agree" cards is counted first, the number of "Disagree" cards is counted later, the remaining shareholders who do not participate in the vote are considered to have "No opinion" on the issue to be voted on, and finally, the decision is based on the total number of "Agree" or "Disagree" Voting Cards. Shareholders are only allowed to vote once for one of the items "Agree" or "Disagree" within the time the Chairperson requests the corresponding vote (after the shareholder has scanned the Card for





an item, the software serving the General Meeting will not count the subsequent card scans (if any)). The total number of “Agree” cards, “Disagree” cards and “No opinion” cards for each issue will be announced by the Chairperson immediately after voting on that issue.

(ii) Voting slip:

Each shareholder receives a Voting slip with the full serial number printed according to the meeting invitation, registration number, full name of the shareholder, full name of the authorized representative, legal document number of the individual/organization, address, number of shares, total number of votes of that shareholder, the content to be voted at the General Meeting and the part for the shareholder to mark the opinion "Agree", "Disagree" or "No opinion". Including:

Voting is conducted by marking the valid ballot paper. The Organizing Committee will collect the ballot paper only once, then count the votes right in the Hall: clearly stating the voting method, the total number of valid and invalid votes, approval (agree), disapproval (disagree) and no opinion votes. The voting results will be displayed on the screen in the Hall and announced publicly by the Chairperson or representative of the Ballot Counting Committee before the Congress.

❖ A valid voting slip:

- + The voting slip is issued by the Organizing Committee according to the prescribed form;
- + The voting slip has a check mark (X or V) in one of the boxes "Agree", "Disagree" and "No opinion" for the voting contents announced before the General Meeting;

❖ Invalid voting slip:

- + The voting slip is not issued by the Organizing Committee in accordance with the prescribed form;
- + The voting slip was erased or torn;
- + The voting slip does not mark (X or V) any box, or marks more than 1 (one) box in the boxes "Agree", "Disagree" and "No opinion" or marks other boxes specified for each voting content;
- + The voting slip is crossed out or has additional content written on top of all the pre-printed content on the voting slip;
- + The voting slip was used by the shareholder in the wrong voting order for the voting content (This ballot is not counted in the voting results).





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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

## **REGULATIONS ON CONDUCTING THE 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF EXIMBANK**

### **Chapter I** **GENERAL REGULATIONS**

#### **Article 1. Scope of regulation and applicable subjects**

1. The regulations apply to the organization of the 2025 Annual General Meeting of Shareholders (hereinafter referred to as the “General Meeting”) of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) taking place on April 29<sup>th</sup>, 2025.
2. This Regulation specifically stipulates the rights and obligations of shareholders, participants of the General Meeting, conditions and procedures for conducting the General Meeting of Shareholders.

### **Chapter II** **RIGHTS AND OBLIGATIONS OF SHAREHOLDERS AND PARTICIPANTS OF THE GENERAL MEETING**

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

1. Conditions for attending the General Meeting:  
  
Shareholders attending the General Meeting are shareholders and legally authorized representatives of shareholders whose names are on the final list of shareholders in accordance to the closing date entitled to attend the General Meeting (hereinafter referred to as “**shareholders**”).
2. Rights of shareholders to attend the General Meeting:
  - a) To vote on all matters within the authority of the General Meeting as prescribed in Eximbank's Charter and as prescribed by prevailing laws;
  - b) To be announced by the General Meeting Organization Committee regarding the contents of the General Meeting agenda;
  - c) At the General Meeting, each shareholder will receive a set of Voting Cards, Voting Slips, and Election Ballots after registering to attend the General Meeting with the



Shareholder Qualification Examination Board;

- d) The voting value of the Voting Card, Voting Slips, and Election Ballot corresponds to the ratio of the number of voting shares that the person owns or represents according to the registration to attend the General Meeting over the total number of voting shares of the shareholders present at the General Meeting;
  - e) Shareholders attending the General Meeting could discuss and vote on the contents stated in the General Meeting Agenda;
  - f) Have the right to speak and contribute opinions on issues to be voted on at the General Meeting of Shareholders according to this regulation and under the direction of the Presidium;
  - g) Shareholders or authorized persons attending the General Meeting who arrive after the meeting has opened may still register and have the right to vote immediately at the General Meeting after completing the registration procedure. The Chairman is not responsible for stopping the General Meeting to allow late shareholders to register and the validity of previously voted contents shall not be affected ;
  - h) Other rights as prescribed by Eximbank's Charter and regulations of laws.
  - i) Các quyền khác theo quy định của Điều lệ Eximbank và quy định của pháp luật.
3. Obligations of shareholders when attending the General Meeting:
- a) Shareholders/Authorized persons attending the General Meeting must present all documents and records as prescribed in the Announcement of General Meeting to register to attend the General Meeting;
  - b) Shareholders/Legal representatives of shareholders: being followed the instructions on the registration procedure for attending the General Meeting in the Meeting Invitation Announcement, relevant Resolution(s) of the Board of Directors; fill in all information on the Attendance Confirmation Form according to Eximbank's form, sign, clearly state full name and return to the General Meeting Organizing Committee;
  - c) Comply with the provisions of this Charter, comply with the direction of the Presidium and the instructions of the Shareholder Qualification Examination Board;
  - d) During the General Meeting, shareholders are restricted from going out. In case a shareholder needs to go out or leave early and does not directly participate through the Minutes of the General Meeting (showing the developments and voting results performed by the shareholders attending the meeting), the shareholder must notify the Organizing Committee of the General Meeting to carry out the authorization procedure



or record other information adjustments/changes (if any) related to the information of the attending shareholders. In case a shareholder does not carry out the authorization procedure or does not record the information changes/adjustments related to attending the General Meeting at the Shareholders' Qualification Examination Board, it is considered that the shareholder has waived the right to adopt the Minutes of the General Meeting and the shareholder is not allowed to complain about this content;;

- e) Strictly comply with the regulations of the General Meeting Organization Committee according to the provisions of law and Eximbank's Charter, respect the results of work at the General Meeting;
- f) Other obligations as prescribed by Eximbank's Charter and regulations of law.

### **Article 3. Rights and obligations of the Chairman and the General Meeting Secretariat**

#### **1. Chairperson:**

- a) The Chairman of the Board of Directors shall be the Chairperson of the General Meeting or authorize another member of the Board of Directors be the Chairperson of the General Meeting of Shareholders convened by the Board of Directors. In case the Chairman of the Board of Directors is absent, the member of the Board of Directors authorized by the Chairman of the Board of Directors shall be the Chairperson of the General Meeting of Shareholders. If the Chairman of the Board of Directors does not authorize any member or is temporarily unable to work, the remaining members of the Board of Directors shall elect one of them to be the Chairperson of the meeting according to the majority principle; in case no one can be elected as the Chairperson, the Head of the Board of Supervisors shall direct the General Meeting of Shareholders to elect the meeting Chairperson and the person with the highest number of votes shall be the Chairperson of the meeting (hereinafter referred to as the “**Chairperson of the General Meeting**”).
- b) The Chairperson of the General Meeting of Shareholders may introduce/nominate a Presidium to co-chair the General Meeting of Shareholders.

#### **2. Rights and obligations of the Presidium:**

- a) Conduct the General Meeting according to the program and regulations approved by the General Meeting of Shareholders;
- b) Carrying out activities that the Chairperson deems necessary to conduct the General Meeting in a valid and orderly manner or to enable the General Meeting to reflect the wishes of the majority of attending shareholders;





- c) Guiding or assigning personnel to guide the General Meeting to discuss and vote on issues on the General Meeting agenda and related issues during the General Meeting;
  - d) Announcing or assigning the Ballot Counting Committee to announce the voting results including: Number of valid votes; number of invalid votes; and total number of "Agree", "Disagree", "No opinion" votes immediately after voting on the relevant issue;
  - e) Coordinating the General Meeting to work in an orderly and civilized manner and express opinions in the order and time allowed in accordance with the approved General Meeting agenda;
  - f) Resolving issues arising during the General Meeting;
  - g) Answering questions related to issues voted on at the General Meeting for shareholders who request answers to questions directly at the General Meeting or in writing after the General Meeting when the Chairperson finds it necessary to collect more information or time does not permit;
  - h) Requiring all meeting attendees to be subject to inspection or other legal and reasonable security measures; request competent authorities to maintain order at the meeting; expel those who do not comply with the Chairperson's authority, disrupt order, prevent the normal progress of the meeting or do not comply with the regulations of the organizing committee, security inspection requirements from the General Meeting as prescribed in Clause 7, Article 146 of the Law on Enterprises 2020, amended and supplemented in 2022.
3. General Meeting Secretariat:
- a) The Chairperson appoints the Secretariat and the Head of the Secretariat to take minutes of the General Meeting.
  - b) Rights and obligations of the Secretariat:
    - (i) Record the minutes of the General Meeting and draft the minutes and resolutions for approval by the General Meeting;
    - (ii) Receive the "Opinions contribution form" from shareholders for the Chairperson to answer;
    - (iii) Perform other tasks as assigned by the Chairperson and as prescribed in the Charter of Eximbank.

#### **Article 4. Rights and obligations of the Ballot Counting Committee**



1. Ballot Counting Committee:

The General Meeting elects at least 03 (*Three*) and a maximum of 05 (*Five*) people to the Ballot Counting Committee at the request of the Chairperson of the meeting.

To assist the Ballot Counting Committee, including:

- (1) The technical team supporting vote counting and data entry, including Eximbank staff arranged by the Organizing Committee, using computer systems, printers, and scanners; and
- (2) The monitoring team shall supervise the vote counting and data entry, report to the Head of the Ballot Counting Committee and shall not interfere in the vote counting and data entry process. It shall consist of a maximum of 03 (three) shareholders who are self-nominated and selected by the Presidium.

The Technical Team and the Supervisory Team must comply with the provisions in Points (a), (c) and (f) Clause 2 of this Article.

2. Rights and obligations of the Ballot Counting Committee:

- a) Members of the Ballot Counting Committee and the Supervisory Committee must present to the General Meeting Secretariat their Citizen Identification Card, Identity Card, Passport or other legal personal identification documents and provide contact information to update and store information; must properly perform their functions and duties and comply with the operating principles of the Ballot Counting Committee in this Regulation before conducting the vote counting and supervision;
- b) The vote counting must ensure accuracy, transparency, objectivity, timeliness and compliance with the provisions of law, this Regulation, and resolve shareholders' questions related to voting; vote within one's authority;
- c) Absolutely do not propose or have any actions that obstruct the vote counting and actions that are not in accordance with the regulations of law and this Regulation. Do not photocopy documents of the Ballot Counting Committee, Voting Ballots and Shareholders' Ballots, preliminary vote counting results, minutes of the Ballot Counting Committee, do not provide the vote counting results to anyone other than the Presidium when the minutes of the results of the Voting Ballot Counting and Ballot Counting have not been announced at the General Meeting and approved by the General Meeting;
- d) Making a record of the results of counting the Voting Ballots and Ballots with the signatures of all members of the Ballot Counting Committee, except for the case



specified in Point (b), Clause 4, Article 6 of these Regulations;

- e) Announcing the results of counting the Voting Ballots and Ballots before the General Meeting and handing over all documents to the representative of the Presidium. The results of counting the Voting Ballots and Ballots will be recorded in a separate record;
- f) Complying with the content of this Regulation. If a member of the Ballot Counting Committee and the Supervisory Team violates, they will be handled according to the provisions in Point (b), Clause 4, and Article 6 of this Regulation.

### **Chapter III**

#### **PROCEDURE FOR CONDUCTING THE GENERAL MEETING**

##### **Article 5. Conditions for Holding the General Meeting**

Pursuant to Clause 2, Article 45 of the Eximbank Charter, the General Meeting shall be conducted when shareholders attending the meeting represent more than 50% (fifty percent) of the total shares with voting rights, based on the list of shareholders entitled to attend the General Meeting as determined at the record date.

##### **Article 6. Meeting Procedure and Voting at the General Meeting**

###### **1. Order and Conduct of the Meeting:**

- a) General Meeting Procedure:

The General Meeting shall be conducted according to the agenda. The meeting will discuss and approve the matters listed in the agenda under the direction of the Presiding Committee.
- b) General Meeting conduct:
  - (i) Participants shall be seated in appropriate positions as instructed by the Organizing Committee.
  - (ii) Smoking is not allowed in the meeting room.
  - (iii) Mobile phones must be set to silent mode.
  - (iv) Filming, photography, and recording are not permitted unless approved by the Presiding Committee during the meeting.
  - (v) No information may be transmitted outside by any means until the meeting concludes.





## **2. Giving opinions at the General Meeting:**

Shareholders attending the General Meeting have the right to express opinions or request clarifications in an orderly and respectful manner, in accordance with the approved meeting agenda, under the direction of the Presiding Committee.

- Shareholders may speak directly for up to 3 (three) minutes and must not repeat content to ensure other shareholders have the opportunity to speak.
- Alternatively, shareholders may summarize their opinions in a “Feedback Form” and submit it to the Secretariat Team for compilation and delivery to the Presiding Committee.
- Comments or requests for clarification must follow the speaking order, be made from the designated seat, and be within the meeting’s approved time allocation.

The Presiding Committee will review the appropriateness of the remarks before they are presented to the General Meeting and will provide responses and discussions as necessary.

## **3. Voting:**

### **a) General Principles:**

- (i) All shareholders are guaranteed the right to vote;
- (ii) Shareholders may vote directly or through an authorized representative;
- (iii) Voting shall be conducted using Voting Cards, Voting Ballots, and Election Ballots;
- (iv) In case of lost ballots, incorrect voting, or errors in filling out the ballot, shareholders must visit the voting counter to request a reissue:

Shareholders must visit the first voting counter to request a reissued set of ballots for subsequent times. If the Vote Counting Committee is already counting votes, shareholders must go to the counter outside the Vote Counting Room to obtain a new ballot. Only ballots for matters not yet voted on will be reissued.

The reissuance of Voting Cards/Ballots must be documented in a record signed by the shareholder. The staff issuing the Voting Cards/Ballots must retain the record, collect the old ballots, and mark them as void (in cases where shareholders filled in incorrect information or mistakenly voted and requested new ballots).

If multiple ballots have been reissued, only the most recently issued Voting Card/Ballot will be considered valid (the system only updates information from the latest issued ballot).

### **b) Voting method:**



- (i) Shareholders shall vote on issues using Voting Ballots or Voting Cards based on Eximbank's standard format. Voting Cards are used for voting on matters under the authority of the General Meeting of Shareholders when pre-printed Voting Ballots do not contain specific voting content for these matters.

- **Voting card:**

Each shareholder will receive a Voting Card containing their meeting invitation number, registration number, full name, name of the authorized representative (if any), legal identification details of the individual/organization, address, number of shares held, and the total number of voting rights of that shareholder. During the voting process, shareholders must go to the designated Technical Team table to scan their Voting Card in turn. For each voting matter, shareholders will indicate their opinion as either "Agree" or "Disagree."

During the voting process, shareholders must go to the designated Technical Team table to scan their Voting Card in turn. For each voting matter, shareholders will indicate their opinion as either "Agree" or "Disagree".

When voting with a Voting Card at the General Meeting:

- The number of "Agree" votes is counted first, followed by the "Disagree" votes.
- Shareholders who do not participate in the voting process will be considered as having "No opinion" on the matter being voted on.
- The final decision is based on the total number of "Agree" or "Disagree" votes.

Each shareholder may vote only once for either "Agree" or "Disagree" within the timeframe specified by the Presiding Committee. If a shareholder scans their card more than once, the system will only record the first vote. The total number of "Agree," "Disagree," and "No opinion" votes for each matter will be announced immediately after the voting process.

- **Voting Ballot:**

Each shareholder will receive Voting Ballots that include:

- Their meeting invitation number, registration number, full name, name of the authorized representative (if any), legal identification details of the individual/organization, address, number of shares held, and total voting rights.
- The specific voting content to be decided at the General Meeting.



- Sections where shareholders can mark their opinions as "Agree," "Disagree," or "No opinion."
- **Voting Ballot with a Single Content:** Voting is conducted by marking a valid selection on the Voting Ballot. The Organizing Committee will collect the Voting Ballots only once and then proceed with the vote counting immediately in the conference hall. The voting results will clearly indicate the voting method, total number of valid and invalid ballots, votes in favor ("Agree"), votes against ("Disagree"), and abstentions ("No opinion"). The results will be displayed on the screen in the conference hall and publicly announced by the Chairperson or a representative of the Vote Counting Committee before the General Meeting.
- **Voting Ballot with Multiple Contents:** Voting is conducted by marking a valid selection for each voting item on the Voting Ballot. The Vote Counting Committee will collect the ballots only once and then proceed to the vote counting room for tabulation. The results will detail the voting method, total number of valid and invalid ballots, votes in favor ("Agree"), votes against ("Disagree"), and abstentions ("No opinion"). The results will be publicly announced by the Chairperson or a representative of the Vote Counting Committee before the General Meeting.
- ❖ *A valid Voting Ballot is:*
  - + Issued by the Organizing Committee according to the official format;
  - + Marked with an "X" or "V" in one of the designated boxes: "Agree," "Disagree," or "No opinion" for each voting item announced before the General Meeting;
- ❖ *An invalid Voting Ballot is:*
  - + Not issued by the Organizing Committee according to the official format;
  - + Altered, torn, or damaged;
  - + Not marked in any box or marked in more than one box ("Agree," "Disagree," and "No opinion") for a single voting item, or marked using an invalid method;
  - + Contains additional markings, strikethroughs, or other alterations beyond the pre-printed content on the Voting Ballot.
  - + Used incorrectly by a shareholder for a different voting item (such ballots will not be counted in the final voting results).





- ❖ *Partially valid and invalid Voting Ballot (applicable to ballots with multiple voting items):*

For any voting item where no selection ("X" or "V") is made, or where more than one option is marked, or where an invalid marking is used, or where the content is altered or additional information is added, the vote for that specific item will be considered invalid. However, other correctly marked items on the same ballot will still be considered valid.

- (ii) Regarding the voting process for electing members of the Board of Directors and the Board of Supervisors of Eximbank for Term VIII (2025-2030):

- **Voting Ballot content:**

Each shareholder will receive **two (2) voting ballots**, which are pre-printed with the following details:

- **Ballot Title:** Ballot for electing members of the Board of Directors for Term VIII (2025-2030) and Ballot for electing members of the Board of Supervisors for Term VIII (2025-2030).
- Shareholder's full name.
- Authorized representative's full name.
- Legal identification number (for individuals or organizations).
- Address.
- Number of shares owned.
- Total number of votes.
- List of candidates.
- Box to indicate the percentage of votes allocated to each candidate.

- **Voting Method:**

The election of members to the Board of Directors and the Supervisory Board of Eximbank for Term VIII (2025-2030) will follow the cumulative voting method, as specified in:

- **Clause 4, Article 41** of Eximbank's Charter,
- **Point d, Clause 4, Article 67** of the 2024 Law on Credit Institutions,
- **Clause 3, Article 148** of the 2020 Law on Enterprises.

Each shareholder (or their authorized representative) will have a total number of



votes equal to their owned or represented shares **multiplied “x”** by the number of Board of Directors or Board of Supervisors members to be elected.

Shareholders **can allocate** all or part of their total votes to one or multiple candidates.

To facilitate accurate vote allocation, the ballot allows shareholders to **input the percentage of their total votes** assigned to each candidate. The **total voting power is normalized to 100%**. When shareholders enter voting percentages, the program will calculate the corresponding number of votes for each candidate.

Shareholders must fill out the voting ballot by specifying the exact percentage of votes allocated to their preferred candidates. The total allocated percentage must not exceed 100%.

▪ **Vote Calculation Method:**

Shareholders enter the voting percentage for each candidate on the ballot. The computer program will calculate the corresponding number of votes for each candidate by multiplying the entered voting percentage by the total number of votes. The program will disregard any decimal (fractional) portion of the result.

For example, if the calculated result is 2,789.1 votes, the program will retain 2,789 votes and discard 0.1. In the event that two candidates receive the same number of votes, the discarded decimal portion (up to 9 decimal places) will be used for comparison.

▪ **Valid Voting Ballots:**

A voting ballot is considered valid if it meets the following conditions:

- Issued by the Organizing Committee using the official format;
- No additional markings or strikethroughs on candidate names;
- The total allocated voting percentage does not exceed 100%.

▪ **Invalid Voting Ballots:**

A voting ballot will be considered invalid if it falls into any of the following categories:

- Not issued by the Organizing Committee using the official format;
- Altered, torn, or erased;
- Contains strikethroughs or changes to the printed content;
- The total allocated voting percentage exceeds 100%;
- Contains additional names not listed as official candidates or does not



allocate votes to any listed candidates;

- Contains unclear or illegible numbers that the Vote Counting Committee cannot verify.

- **Election Principles for Board of Directors and Board of Supervisors Members (Term VIII, 2025-2030):**

Elected members of the Board of Directors and the Board of Supervisors for term VIII (2025-2030) are determined based on the number of votes in descending order, starting from the candidate with the highest number of votes until the required number of members is reached, in accordance with the cumulative voting method stipulated in the Law on Credit Institutions, the Enterprise Law, and the Eximbank Charter. In cases where two (02) or more candidates receive the same number of votes for the final positions on the Board of Directors and/or the Board of Supervisors, a re-election will be conducted among the candidates with equal votes based on the cumulative voting principle.

- **Announcement of Election Results:**

Based on the Ballot Counting Minutes, the election results for the Board of Directors and the Board of Supervisors for Term VIII (2025-2030) will be announced immediately at the General Meeting. These results will be officially recorded in the General Meeting's Resolution.

#### **4. Principles of the Vote Counting Committee's Operations, Voting, and Ballot Counting:**

- a) Access to the ballot counting room is strictly restricted to members of the Vote Counting Committee, the Technical Team, and the Supervisory Team. Unauthorized individuals are prohibited from entering;
- b) Once the Vote Counting Committee members and the Supervisory Team have been approved, they must report to the ballot counting room within five (5) minutes to perform their duties. If any member is late, uncooperative, obstructs the ballot counting process, or violates these regulations, the remaining members will proceed with the counting. The Head of the Vote Counting Committee will document the incident, with signatures from the present committee and supervisory members. The ballot counting process will continue under supervision, and the Ballot Counting Minutes will remain legally valid. Absent or non-cooperative members will have no right to contest the process for any reason;
- c) To ensure order, security, and confidentiality, all individuals present in the ballot counting room are strictly prohibited from using any electronic devices, including mobile phones, cameras, recording devices, and smartphones. The organizers may



install security cameras for post-audit purposes if required;

- d) Before voting begins, the Vote Counting Committee will inspect the ballot box in the presence of shareholders to confirm it is empty;
- e) Voting will commence once the General Meeting elects the Vote Counting Committee and will conclude when the last shareholder casts their vote within the allotted time, under the supervision of the Chairman;
- f) Ballot counting must begin immediately after voting concludes;
- g) Any votes cast after the ballot box has been moved to the counting room will be deemed invalid;
- h) During the ballot sorting, counting, and data entry into the system, all members of the Vote Counting Committee must fully utilize the resources provided by the General Meeting organizers, including support staff, computer systems, and scanners. The process must ensure accuracy, transparency, and compliance with legal regulations;
- i) Once the ballot counting is complete, the technical team will print the Ballot Counting Minutes for all Vote Counting Committee members to review and sign. The Head of the Vote Counting Committee will then announce the results at the General Meeting. Meanwhile, the remaining committee members will seal all voting and election ballots and hand them over to the Chairperson's representative for safekeeping.

## **Article 6. Conditions for Passing Resolutions at the General Meeting**

### **1. General Approval Requirement:**

All agenda items proposed for approval at the General Meeting will be considered passed if they receive approval from shareholders representing more than **50% (fifty percent)** of the total voting shares of all attending shareholders, except for cases specified in Clauses 2 and 3 of this Article.

### **2. The following matters must be approved by shareholders representing more than **65% (sixty-five percent)** of the total voting shares of all attending shareholders:**

- a) Approval of plans to change charter capital, including plans for share issuance, types of shares, and the total number of new shares to be issued;
- b) Approval of investment decisions, asset purchases, or sales by Eximbank, where the investment amount, purchase price, or book value (in case of asset sales) equals or exceeds **20% (twenty percent)** of Eximbank's charter capital as recorded in the latest audited financial statements;
- c) Decisions on **division, separation, merger, consolidation, transformation of legal form, dissolution**, or requesting the court to initiate bankruptcy proceedings for Eximbank;





3. The election of members to the Board of Directors and the Board of Supervisors shall be conducted in accordance with **sub-item (ii), point b, clause 3, Article 6** of this Regulation.

#### **Article 7. Minutes of the General Meeting**

The proceedings of the General Meeting shall be recorded in minutes. The minutes must be prepared in **Vietnamese** and may also be prepared in **English**, signed by the **Chairperson of the Meeting** and the **Head of the Secretariat Team**, and must be created and approved in accordance with the **Law on Enterprises** and this Regulation.

In case the Chairperson of the Meeting or the Head of the Secretariat Team refuses to sign the minutes, the minutes shall still be valid if signed by all other attending **Board of Directors (BOD) members** and if it contains all the required content as prescribed by law and the **Eximbank Charter**. The minutes must clearly state the refusal of the Chairperson or the Head of the Secretariat Team to sign.

All notes, minutes, shareholder attendance lists, and proxy documents must be stored at the **Eximbank headquarters**.

### **Chapter IV OTHER PROVISIONS**

#### **Article 8. In case of the General Meeting Cannot be Held**

According to Clause 2, Article 45 of the Eximbank Charter, if the General Meeting cannot be conducted due to an insufficient number of attendees as required by Article 5 of this Regulation, a second meeting invitation must be sent within 30 (thirty) days from the originally scheduled meeting date. The second General Meeting shall proceed if shareholders attending represent at least 33% (thirty-three percent) of the total voting shares and shall have the authority to decide on all matters proposed for approval at the first meeting.

#### **Article 9. Retention of General Meeting Documents**

After the conclusion of the General Meeting, Eximbank is responsible for retaining the meeting documents in accordance with the Eximbank Charter and legal regulations.

### **Chapter V ENFORCEMENT EFFECTIVENESS**

#### **Article 10. Enforcement Effectiveness**

1. This Regulation consists of 5 Chapters and 11 Articles and becomes effective immediately after being approved by the General Meeting with a vote of more than 50% (fifty percent) of the total voting shares of attending shareholders, either in person or through authorized



representatives.

2. Shareholders attending the General Meeting are responsible for complying with this Regulation./.

**GENERAL MEETING OF SHAREHOLDERS**



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

*Ho Chi Minh City, date 08 month 4 year 2025*

## **PROPOSAL**

***Re: Election of members of the Vote Counting Committee for the 2025  
Annual General Meeting of Shareholders***

### **TO: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises 2020, amended and supplemented in 2022 ("**Law on Enterprises**") and related legal documents;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank ("**Eximbank**");
- According to Point a, Clause 2, Article 146 of the 2020 Law on Enterprises: "*The General Meeting of Shareholders elects one or more people to the vote counting committee at the request of the Chairman of the meeting*".

The Chairman of the 2025 Annual General Meeting of Shareholders on April 29<sup>th</sup>, 2025 ("AGM") respectfully presents to the AGM for approval the composition of the Vote Counting Committee of the AGM, consisting of the following members:

<b>No.</b>	<b>Full name</b>	<b>Title</b>	<b>Positions at the Vote Counting Committee</b>
1	Mr. Tran Anh Thang	Independent Board of Director Member	Head of the Vote Counting Committee
2	Mr. Nguyen Huong Minh	Deputy General Manager	Deputy Head of the Vote Counting Committee
3	Ms. Le Ngoc Hai Van	Deputy Head of Internal Audit Department	Member
4	Ms. Nguyen Thi Tra Linh	Head of Strategic Management & IT Project Support	Member

Respectfully propose to the General Meeting of Shareholders for consideration and approval.

Best regards. /.

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON**



**Nguyễn Cảnh Anh**



**DRAFT**

*Ha Noi, date 29 month 4 year 2025*

**AGENDA OF  
2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“AGM”)  
HA NOI, APRIL 29th, 2025**

CONTENT	TIME
<b>Reception and delivery of materials, Voting Cards/Slips to shareholders</b>	<b>7:30 - 8:00</b>
<b>A. OPENING PROCEDURES</b>	<b>8:00 - 9:10</b>
1. Statement of reasons - Introduction of attendees and Shareholder's Eligibility Verification Committee	5'
2. Report on the results of shareholder qualification verification and announcement of the percentage of shareholders attending the 2025 Annual General Meeting of Shareholders	5'
3. Introducing the Presidium members	5'
4. Introducing the General Meeting of Shareholders Secretariat and Supervisory Team	5'
5. Present and vote on the following contents :	45'
5.1. <i>Approval of the Regulations for conducting the 2025 Annual General Meeting of Shareholders</i>	15'
5.2. <i>Approval of the Proposal to elect members of the Vote Counting Committee for the 2025 Annual General Meeting of Shareholders</i>	15'
5.3. <i>Approval of the 2025 Annual General Meeting of Shareholders Agenda</i>	15'
6. Opening speech of the General Meeting of Shareholders	5'
<b>B. GENERAL MEETING OF SHAREHOLDERS CONTENT</b>	<b>9:10 - 11:35</b>
<b>I. Presentation of the Reports and Proposals to the General Meeting of Shareholders</b>	<b>70'</b>
1. Report of the Board of Directors on business activities in 2024 and business plan in 2025	5'
2. Report of the Board of Directors on the governance and performance of the Board of Directors, Councils, Committees under the Board of Directors and each member of the Board of Directors in 2024 and orientation for 2025	5'
3. Report on the Board of Supervisors' activities in 2024 and orientation for 2025	5'





CONTENT	TIME
4. Proposal of the Board of Directors on approving audited separate and consolidated financial statements and profit distribution plan for 2024	5'
5. Proposal of the Board of Directors on approving total remuneration and operating budget of the Board of Directors in 2025	5'
6. Proposal of the Board of Supervisors about total remuneration and operating budget of the Board of Supervisors in 2025	5'
7. Proposal of the Board of Supervisors on selecting the independent auditing companies	5'
8. Proposal of the Board of Directors on the approval of the Internal Governance Regulations and the Regulations on the organization and operation of the Board of Directors (amended)	5'
9. Proposal of the Board of Supervisors about the Regulations on the organization and operation of the Board of Supervisors (amended)	5'
10. Proposal of the proposed remedial plan in case of early intervention	5'
11. Proposal of the Board of Directors on terminating the investment policy to build Eximbank's Head Office at 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City	5'
12. Proposal to approve the amendment and supplement of the Charter in accordance with the content of changing the location of Eximbank's Head Office	5'
13. Proposal of the Board of Directors on regulating the share ownership ratio of foreign investors and amending and supplementing the Eximbank Charter	5'
14. Proposal of the Board of Directors on the election of members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030)	5'
<b>II. Discussion and Voting</b>	<b>75'</b>
1. The General Meeting of Shareholders discusses and votes to approve the Reports and Proposals; Electing members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030).	30'
2. The General Meeting of Shareholders take a break - The Vote Counting Committee compiles the voting results and the election results of members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030).	30'
3. The Vote Counting Committee announced the voting results of the Congress on the Reports, Proposals for the General Meeting of Shareholders and the election results of members of the Board of Directors and Supervisory Board of Eximbank for the VIII term (2025 - 2030).	15'



CONTENT	TIME
<b>C. CLOSING GENERAL MEETING OF SHAREHOLDERS</b>	<b>11:35 - 11:55</b>
1. The Secretariat presents the draft Minutes of the Shareholders' Meeting to the General Meeting of Shareholders.	5'
2. Approval of the Minutes of the General Meeting of Shareholders	5'
3. Statement of State Bank representative (if any)	5'
4. Summary and Closing of the General Meeting of Shareholders	5'



HCMC, date 08 month 4, year 2025

**TO: GENERAL MEETING OF SHAREHOLDERS**  
**REPORT BY THE MANAGEMENT ON BUSINESS PERFORMANCE IN 2024**  
**AND PLAN FOR 2025**

The Management of Vietnam Export Import Commercial Joint Stock Bank (Eximbank) would like to report to the General Meeting of Shareholders the business performance in 2024, result of private placement of Eximbank bonds in 2024, and plan for 2025 as hereunder.

**PART I. BUSINESS PERFORMANCE IN 2024**

In 2024, the business environment was still really challenging, as seen in the slow pace of world's economic growth despite some signs of resilience. Interest rate remained at high levels, but the pressure was somehow relieved thanks to Fed (US Federal Reserve) rate cut. The global FX markets kept fluctuating greatly. These were the factors taking direct and indirect impacts on the monetary policy and exchange rate in Viet Nam. Especially in the banking industry, movements of the real estate and corporate bond markets, and concerns of the people to rising gold price, etc. have affected banking operations. These factors placed Eximbank under the pressure of making greater efforts and conducting flexible management to achieve the objectives.

Performance of key operational targets by Eximbank in the year is as follows:

Unit: VND billion

Item	2023	2024 plan	Executed in 2024			% plan completion
			Value	+/- from 2023	%	
1. Total assets	201,417	223,500	239,768	38,351	19.0%	107%
2. Capital funding(*)	158,329	175,000	178,312	19,983	12.6%	102%
3. Credit exposure	140,524	161,000	168,230	27,706	19.7%	104%
4. NPL ratio	2.71%	1.80%	2.53%	-0.18%		
5. Profit before tax	2,720	5,180	4,188	1,469	54.0%	81%

*Note: (\*) including funds raised from economic entities and individuals, and valuable papers issued*

**1. Business activities:**

- The Bank witnessed sharp increase in its business performance, not only fulfilling but also exceeding the targets proposed. Concretely, total assets completed 107%, deposits 102% and credit exposure 104% of the year's plan. Credit growth as at end of 2024 surged 19.7% (or VND27,706 billion) year-to-date, the highest ever in the past five years thanks to 2 times of quota extension by the State Bank. Such



service operations as international payments, insurance, cards and remittance recorded better results than 2023; and average CASA rose 24.8% year-on-year.

- Eximbank aimed at developing credits in alignment with SBV's intention and policy in fund supply to the economy, helping customers to tackle difficulties. Credit quality was tightly controlled from appraisal, approval to supervision of customers' fund use, thanks to which NPL ratio went down by 0.18% as compared to end of 2023.
- **Profit before tax reached VND4,188 billion (an increase of 54% from 2023), which is the highest ever amount in 35 years of the Bank's establishment.**
- Notably, Eximbank was approved by SBV to raise its charter capital to VND18,688 billion in 2024. This is an important advance for the Bank to strengthen its financial capabilities, scale up businesses and enhance the ability of meeting capital adequacy standards under international practice.

## 2. Compliance with safety limits and ratios in operations

- Eximbank has well controlled the prudent ratios in operations required by SBV, with the ratio of short-term funds used for medium and long-term loans around 24%-25% (vs. 30% set by SBV), loan-to-deposit ratio (LDR) around 82%-84% (vs. 85% set by SBV), and capital adequacy ratio (CAR) around 12%-13% (vs. 8% set by SBV).
- As for the restrictions in credit extension, especially loans to those restricted for credit extension, Eximbank always stays compliant with SBV requirements and the Law on Credit Institutions, and has developed a system for monitoring, supervising and generating automatic alerts in order for observance with regulations across the network.

## 3. Technology and digitization

In parallel with business growth, Eximbank has boosted investments in IT application, under which comprehensive digital transformation is considered the core strategy to promote innovations in business activities, enhance customer approachability, and improve productivity. Detailed as:

- *Digital transformation and development of digital banking:* developed the ecosystem of digital platforms **Eximbank EDigi** for retail customers and **Eximbank EBiz** for corporate customers, enabling them to make transactions anywhere and anytime with high standard of security; and launched such state-of-art payment methods as **Apple Pay, Google Pay, Samsung Pay, and Garmin Pay**, satisfying customers' diversified needs and mitigating the use of cash while fostering digital economy.
- *Application of technology to management and operation:*  
Eximbank continued upgrading the "e-office" model, developed mobile applications on various platforms, etc. Expanded digital transformation platform systems, and applied advanced technologies such as artificial intelligence (AI),





robotic processing automation (RPA), or voice biometrics to help strengthen security and improve customer experience.

- *Enlargement of cooperation and development of a digital ecosystem*: completed the implementation of SWIFT Gpi for improvement of processing speed and transparency in international transactions; enhanced strategic cooperation with such major partners as Viettel to maximize interests and promote innovations and sustainable development.

#### **4. Organization and human resources**

In 2024, the Bank made flexible adjustments in staff structure, completed and offered policies to attract talents and motivate existing employees, specifically as:

- Innovating the mechanism of performance-based treatment to promote businesses and retain qualified resources, ensuring Eximbank's compensation and welfare policy to keep up with market standards, revising benefits to encourage staff doing sales at business units, and improving productivity of operation supporting units;
- Transforming business model in the network; and aggressively carrying out programs of standardization and staff capacity development.

#### **5. Reputation and brandname of Eximbank strengthened and enhanced in the market**

- Eximbank has made successful international funding through the issuance of primary bonds to world leading financial institutions, and received higher credit limits offered by domestic and overseas credit institutions.
- The Bank continued to be recognized by local and foreign organizations by such awards of: (1) Sao Khue Award 2024 for the mobile banking application Eximbank E-Biz from Vietnam Software and IT Services Association (VINASA); (2) 2024 Outstanding Technology and Digital Transformation Product from Investment Newspaper and Vietnam Financial Advisory Community; (3) Top Digital Technology Companies" from Vietnam Software and IT Services Association; (4) Vietnam Strong Brands 2024; Corporate Excellence Award 2024 from Asia Pacific Enterprise Award; and (5) Excellent International Payment Quality Awards.

#### **6. Operations of the subsidiary**

The capital of Asset Management One-Member Limited Liability Company – Vietnam Export Import Commercial JS Bank (shortly as Eximbank AMC) actually paid up as at 31/12/2024 was VND300 billion. Total revenues reached VND87 billion, up 21% from 2023, and profit before tax achieved VND40.8 billion, up 76% yoy.

Results of debt settlement and recovery under Eximbank's entrustment:

- + Total debt principals recovered: VND827 billion (fulfilling the plan by 108%);
- + Total interests collected: VND295 billion (fulfilling the plan by 113%).

### **PART II. RESULT OF PRIVATE PLACEMENTS OF EXIMBANK BONDS IN 2024**

In execution Resolutions 341/2024/EIB/NQ-HĐQT dated 16/10/2024 and 365/2024/EIB/NQ-HĐQT dated 06/11/2024 of the Board of Directors, in Q4/2024, Eximbank successfully made private placements of bonds, detailed as:



No.	Bond code	Tenor (years)	Time of issuance (quarter)	Total volumes issued (VND)
1	EIBL2427001	3	Q4/2024	1,700,000,000,000
2	EIBL2426002	2	Q4/2024	400,000,000,000
3	EIBH2429003	5	Q4/2024	1,400,000,000,000
4	EIBH2429004	5	Q4/2024	180,000,000,000

### **PART III. DEDUCTION AND USE OF PROVISIONS FOR RISK SETTLEMENT IN 2024**

#### **1. Provisioning costs for credit risk were VND969,072 million, including:**

- + General provisions for customer loans: VND173,835 million.
- + Specific provisions for customer loans: VND789,237 million.
- + General provisions for purchase of debts: VND6,000 million.

#### **2. Use of specific provisions for risk settlement in the year: VND729,693 million.**

#### **3. Removal of written-off debts off the balance sheet in the year: nil.**

### **PART IV. BUSINESS PLAN FOR 2025**

#### **1. Operating environment**

Turning to 2025, the world economy is forecast to show better prospects although the geo-politics still implies many uncertainties and unpredictable developments of the Russia – Ukraine military conflict, and instability in the US regulatory policy, etc. According to IMF forecast, the year's global GDP growth is expected to be 3.2% and inflation to be 4.3%.

Talking of the domestic economy, the National Assembly has raised the GDP target growth to 8% with the size of the economy past USD500 billion; GDP per capita to reach USD5,000 and CPI index to range from 4.5-5%. SBV sets the objectives of raising credits by not less than 16%; administering the exchange rate in a stable and flexible way; and ensuring liquidity and safety for the whole system.

#### **2. Business plan for 2025**

Based on the analysis and evaluation of internal factors and major strategic directions of Eximbank as well as the business environment in 2025, the Management would like to submit to the General Meeting of Shareholders the plan targets for the year as follows:

##### **2.1. Main business targets**

Unit: VND billion

Chỉ tiêu	2024	2025 plan		
		Amount	+/- from 2024	% +/-
1. Total assets	239.768	<b>265.500</b>	25.732	10,7%
2. Capital funding <sup>(*)</sup>	178.312	<b>206.000</b>	27.688	15,5%
3. Credit exposure	168.230	<b>195.500</b>	27.270	16,2%
4. NPL ratio	2,53%	<b>1,99%</b>	-0,54%	
5. Profit before tax	4.188	<b>5.188</b>	1.000	23,8%



*Note: (\*) including funds raised from economic entities and individuals, and valuable papers issued*

## **2.2. Solutions to carry out the 2025 business plan**

In order to achieve the plan suggested above, Eximbank will focus on such major solutions as below:

### *(i) Business development:*

- Scaling up and enhancing business performance in the direction of sustainability – safety – efficiency;
- Improving the Bank's net interest margin (NIM) by boosting retail and SME banking segments, exploiting the ecosystems of large and FDI corporate customers, attracting more non-term fund (CASA) and low-cost funds from economic entities and individuals;
- Hanging onto market progresses, and taking advantage to raise medium and long-term funds for business development needs. Continuing to strengthen Eximbank's name in the market, heightening limits offered by domestic and overseas partners, enlarging bond issuance, and gradually calling for syndicated loans from the international market;
- Growing credits in line with maintenance of operational safety and close control of bad debts; finalized the model of centralized debt settlement.

### *(ii) Concentration on digital transformation and holistic digital banking:*

+ Speeding up the digital transformation process so as to offer up-to-date digital finance products to customers; and building a holistic digital banking ecosystem. Investing in core technologies for reinforcement of system capacity.

+ Applying technologies to operation for robust improvement of working productivity and performance. Continuing to partner with top technology firms to strengthen security capabilities.

### *(iii) Organization – Human resources:*

- + Aggressively restructuring Head Office to enhance leadership and business execution across the network;
- + Completing the performance-based compensation policy to motivate both business units and Head Office;
- + Boosting human resource development through training programs or seminars with leading specialists in the industry;
- + Creating new corporate culture which is always ready for transformation against new strategies in the spirit of quick adaptation and continuous completion.

### *(iv) Promoting marketing and brand communication activities in the whole network with focus, concentration and unique identity, which arouses internal*



strength, pride and customer awareness of a new Eximbank in its journey of getting back to the top joint stock commercial banks.

**It is hereby submitted to the General Meeting of Shareholders for approving:**

1. The Management's report on the business performance in 2024 and plan for 2025.
2. To assign/authorize the Board of Directors to direct the performance and decide the adjustment of the 2025 Business plan in conformity with actual situation and consent of competent State agencies.

Yours sincerely,



ACTING CEO

Nguyễn Hoàng Hải





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

*Ho Chi Minh City, date 08 month 4, year 2025*

**REPORT OF THE BOARD OF DIRECTORS ON THE GOVERNANCE AND  
PERFORMANCE RESULTS OF THE BOARD OF DIRECTORS, COUNCILS,  
COMMITTEES UNDER THE BOARD OF DIRECTORS AND EACH MEMBERS  
OF THE BOARD OF DIRECTORS IN 2024 AND ORIENTATION IN 2025**

**TO: GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors (“BOD”) of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) respectfully reports to the General Meeting of Shareholders (“GMS”) on the Board of Directors' performance in 2024 and the operating orientation for 2025 as follows:

**I. REPORT IN FY2024**

**1. Economic context and General operating situation in FY2024:**

In 2024, the global and domestic business environment continues to witness complex fluctuations, posing significant challenges to Eximbank's operations. Although global economic growth has shown signs of recovery after the impacts of the COVID-19 pandemic and geopolitical conflicts, the pace is still slow and has not met expectations. Global inflation, although showing a downward trend thanks to control measures by central banks, remains higher than the targets of many countries, putting pressure on costs and interest rates. International interest rates continue to be high, however, the pressure has been somewhat reduced thanks to the US Federal Reserve's interest rate cut in the second half of the year. The global foreign exchange market has also fluctuated strongly, especially in the context of political tensions ahead of the US presidential election, directly and indirectly affecting monetary policy and exchange rates in Vietnam.

Domestically, the Vietnamese economy has shown positive signs of improvement and recovery in growth, especially in the fields of import-export and industrial production. The banking sector has also recorded stable growth, however, it still faces significant challenges from the real estate market and corporate bonds. Unstable developments in the real estate market, along with people's concerns about rising gold prices, have created significant pressure on Eximbank's credit activities and risk management. In that context, flexible and proactive management has become a key factor for Eximbank to overcome difficulties and achieve its set business goals.

**2. Business results in 2024:**

Despite the volatile and challenging business environment in 2024, Eximbank has recorded encouraging results, demonstrated by the over-fulfillment of many important business targets. Under the close guidance of the Board of Directors and the continuous efforts of the Executive Board and the entire system, Eximbank has demonstrated its



ability to adapt flexibly and effectively in a complex economic context. The main business targets are summarized as follows:

*Unit: VND Billion*

Items	FY2023	Plan 2024	Actual 2024	% of fulfillment of 2024
1. Total assets	201,417	223,500	239,768	107%
2. End-of-period capital mobilization	158,329	175,000	178,312	102%
3. Credit balance	140,524	161,000	168,230	104%
4. Bad debt ratio	2.71%	1.80%	2.53%	
5. Profit before tax	2,720	5,180	4,188	81%

The Board of Directors highly appreciates the efforts of the Executive Board and all employees of Eximbank in effectively implementing business strategies, risk management and technology application. In which:

- Flexible business strategy: Eximbank has promptly adjusted its business strategy to suit market developments, focusing on areas with high growth potential such as import and export, industrial production and digital banking services. This not only helps maintain growth but also creates stable and sustainable sources of revenue.
- Effective risk management: In the context of the real estate and corporate bond markets still having many uncertainties, the Board of Directors has implemented strict risk management measures, especially in the fields of credit and foreign exchange. Good risk control has helped limit the negative impacts from market fluctuations, ensuring the safety of N Bank's operations.
- Technology application and digital transformation: Eximbank has promoted the application of information technology and digital transformation in business and management activities. Technology solutions not only help improve operational efficiency, cut costs but also significantly improve customer experience. This is considered a key factor helping Eximbank maintain its competitive advantage in a volatile market context.

Although pre-tax profit reached 81% of the plan (VND 4,188 billion as compared to the target of VND 5,180 billion), this result is still highly appreciated in the context of high interest rate pressure and increasing risk management costs. The Board of Directors assessed that, with flexibility and determination, Eximbank has overcome many difficulties and achieved remarkable achievements, creating a solid foundation for sustainable development in 2025.

### **3. Corporate Governance Management:**

With the role of directing, orienting strategies and supervising the Bank's operations, Eximbank's Board of Directors has made continuous efforts to ensure the effective and



sustainable operation of the system. Based on the principle of democratic centralism and collective leadership, the Board of Directors regularly holds meetings and solicits opinions from members to unify important decisions related to many areas of the Bank's operations. These strategic orientations have helped the Executive Board effectively implement business tasks, meet practical requirements and achieve set goals.

In 2024, the Board of Directors held a total of 14 meetings and 242 written opinions to decide on the contents and tasks within its functions and duties. These meetings not only focused on annual issues but also addressed many specific topics, ensuring transparency and efficiency in governance. In particular, representatives of the Board of Supervisors always participated as observers, contributing to enhancing objectivity and compliance with legal regulations.

With the responsibilities and duties prescribed by law and Eximbank's Charter, the Board of Directors has fully performed its functions, promptly and effectively supporting the Bank's operations. In 2024, the Board of Directors issued many important documents and decisions on policies and governance, including:

(i) Regarding the organization of the General Meeting of Shareholders:

- Successfully organized the Annual General Meeting of Shareholders on April 26<sup>th</sup>, 2024 and the Extraordinary General Meeting of Shareholders on November 28<sup>th</sup>, 2024 in 2024 to approve the contents under the approval authority of the General Meeting of Shareholders, including the issuance of shares to pay 2023 dividends in shares and in cash to shareholders, dismissal/election of additional members of the Board of Directors and the Board of Supervisors to ensure compliance with the provisions of law and the Charter of the Bank ;
- Promulgate the Regulations on organizing online General Meeting of Shareholders and voting by electronic means.

(ii) Regarding organizational structure and human resources work:

In order to optimize operations and improve management efficiency, the Board of Directors has directed the implementation of important changes in the organizational structure, including the relocation of the head office, the rearrangement of the branch and transaction office system, and the recruitment and appointment of key personnel in accordance with actual needs. In addition, the Board of Directors also approved the establishment of specialized departments such as the Internal Political Security Department, the Communications Crisis Management Steering Committee to perform assigned functions and tasks. At the same time, the Bank also restructured a number of important business units aiming to meet customer needs and market development trends.

(iii) Promulgated and adjusted regulations related to business activities:

During the past year, the Board of Directors focused on reviewing, perfecting and promulgating many regulations related to risk management, credit, finance and operational safety. Important regulations approved include: Regulations on reputation risk management, Regulations on handling violations during operations,



Internal credit regulations, Regulations on lending activities, Regulations on trading of valuable papers and regulations on granting unsecured credit. In addition, the Board of Directors also approved important financial policies, including establishing principles for managing counterparty transaction limits, and developing an internal capital adequacy assessment mechanism (ICAAP).

In addition, the Board of Directors has approved a plan to issue individual bonds in 2024 to ensure stable operating capital and improve the Bank's financial capacity. Policies on asset management, debt settlement and capital safety have also been updated to suit the economic context and requirements of regulatory agencies.

(iv) Regarding reporting and disclosure of information on governance:

Periodically in the first 6 months of the year and at the end of the calendar year, the Board of Directors shall make detailed reports and disclose information on the corporate governance situation. The reports are publicly disclosed in the Banking Governance section on Eximbank's website at the link: <https://eximbank.com.vn/nha-dau-tu>, ensuring full compliance with the provisions of securities law on information disclosure.

In addition to performing general functions and tasks, members of the Board of Directors are also assigned to participate in affiliated Councils and Committees to perform the role of orientation, supervision and advice on matters under their authority. Through regular monthly/quarterly meetings and regular discussions, the specialized Committees have actively contributed to advising the Board of Directors in making decisions on specific areas, thereby improving the Bank's operational efficiency.

With extensive experience and deep understanding of the assigned fields, the members of the Board of Directors have constantly made efforts and proactively provided in-depth assessments and analyses on professional issues. This not only creates a transparent and effective working environment but also contributes significantly to the sustainable development of Eximbank in the context of a volatile market.

**4. Regarding the activities of the Councils/Committees under the Board of Directors:**

As of December 31<sup>st</sup>, 2024, Eximbank currently has 08 Councils/Committees and Boards under the Board of Directors. The specific performance reports of the Councils, Committees and Boards under the Board of Directors in 2024 are as follows:

**i) Risk Management Council:**

The Risk Handling Council shall: (i) Approve the system-wide summary report on the results of debt collection for which provisions have been used to handle risks; (ii) Approve the classification of debts, provisioning, and use of provisions to handle risks in the entire system for debts for which provisions have been used to handle risks; (iii) Approve measures to collect debts for which provisions have been used to handle risks in the entire system.





In 2024, the Risk Management Council held 01 meeting and collected written opinions 16 times to approve 17 contents related to debt classification, risk provisioning and bad debt handling.

**ii) Central Debt Trading Council:**

The Central Debt Trading Council reviews and decides on the purchase and sale of debts within the entire Eximbank system in accordance with Eximbank's internal regulations and legal regulations.

In 2024, the Central Debt Trading Council organized a written consultation once and approved 01 content within its authority.

**iii) Strategy and Restructuring Committee:**

In 2024, the Strategy and Restructuring Committee (“SC&T”) held 04 meetings to discuss and approve 8 contents to advise the Board of Directors regarding senior personnel; established Subcommittees under the SC&T and assigned members to participate in Subcommittees under the SC&T.

**iv) Risk Management Committee:**

The Risk Management Committee (“Risk Management Committee”) performs: (i) Advising the Board of Directors on the issuance of internal regulations under its authority related to risk management in banking operations in accordance with the provisions of law and Eximbank's Charter; (ii) Analyzing and giving warnings on the bank's safety level against risks and potential risks that may affect it and preventive measures for these risks in the short and long term; (iii) Reviewing and evaluating the suitability and effectiveness of the bank's current risk management processes and policies to make recommendations and proposals to the Board of Directors on requirements for changes to current processes, policies, and operating strategies; (iv) Advising the Board of Directors on investment decisions, related contracts and transactions; key decisions, risk management policies and supervising the implementation of risk prevention measures of commercial banks within the scope of functions and tasks assigned by the Board of Directors.

In 2024, the Risk Management Committee held 07 meetings and 04 written opinions to discuss and approve 24 related contents within the scope of authority assigned by the Board of Directors.

**v) Human Resources Committee:**

The Personnel Committee shall: (i) Advise the Board of Directors on the size and structure of the Board of Directors and executives in accordance with the scale of operations and development strategy of the bank; (ii) Advise the Board of Directors on handling personnel issues arising during the process of conducting the procedures for election, appointment, dismissal, and removal of members of the Board of Directors, members of the Supervisory Board, and bank executives in accordance with the provisions of law and Eximbank's Charter; (iii) Advise the Board of Directors on promulgating internal regulations of the bank under the authority of the Board of Directors on salary, remuneration, bonuses, personnel



selection regulations, training, and other preferential policies for executives, officers, and employees of Eximbank; (iv) Other tasks assigned by the Board of Directors.

In 2024, the Personnel Committee held 11 meetings to discuss 70 personnel-related issues, of which 64 were approved. At the same time, the Committee also consulted on 63 issues, all of which were approved.

**vi) Steering Committee for prevention and control of corruption, negativity and crime:**

In 2024, the Steering Committee for Anti-Corruption, Negativity and Crime Prevention reviewed and approved 07 reports on anti-corruption, negativity and crime prevention and control in accordance with the law and guiding documents of the State Bank of Vietnam and the Banking Inspection and Supervision Agency.

**vii) Information Technology (IT) Systems Investment Council:**

In 2024, the IT System Investment Council held 04 meetings to discuss and approve 15 contents under its authority.

**viii) Emulation and Reward Council:**

The Emulation and Reward Council advises the Board of Directors on issues related to emulation and reward work in the banking industry according to the guidance of the State Bank of Vietnam and the regulations of Eximbank, including the contents of emulation and reward subjects; responsibility for organizing emulation movements; standards for the titles of Advanced Labor, Advanced Labor Collective, Excellent Labor Collective, Emulation Flag of the State Bank, forms of reward: Certificate of Merit of the Governor of the State Bank, Certificate of Merit, Medal "For the cause of Vietnam Banking"; and other related issues arising.

**5. Activities of independent members of the Board of Directors and evaluation results of independent members of the Board of Directors on the activities of the Board of Directors:**

Pursuant to Clause 4, Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing a number of articles of the Securities Law, the independent member of the Board of Directors reports on the assessment of the activities of the Board of Directors of Eximbank in 2024 as follows:

**a) Independent members of the Board of Directors:**

Mr. Tran Anh Thang is an independent member of the Board of Directors, performing duties as prescribed by law and Eximbank's Charter. In addition, Mr. Tran Anh Thang has performed functions and duties as prescribed as Chairman/member of Councils and Committees under the Board of Directors, including: Chairman of the Risk Management Committee; Chairman of the Risk Handling Council; Chairman of the Central Debt Trading Council; Chairman of the IT System Investment Council; Member of the Personnel Committee; Member of the Emulation and Reward Council.



b) Regarding the evaluation results of the Independent Board member on the Board's activities:

i) About organizational structure:

As of December 31, 2024, the Board of Directors for the 7th term (2020 - 2025) consists of 5 members, including 01 independent member and no executive member. The Board of Directors' membership structure fully complies with the provisions of law and Eximbank's Charter. The Board of Directors' members have extensive experience, having held important positions at credit institutions, law and other business sectors.

ii) About the operating mechanism:

Based on statistical data in 2024, the independent Board member assessed that the Board meetings and/or written opinions of the Board were fully and validly organized, ensuring the order and procedures according to regulations; Resolutions and Decisions of the Board of Directors were issued in a form that complies with regulations; Board members contributed many opinions both in meetings and in writing on the contents submitted to the Board of Directors, specifically:

During the year, the Board of Directors passed 265 Resolutions; of which the number of Resolutions passed at 100%/total number of members was 221; the number of Resolutions passed at a rate of 55% to 99%/total number of members was 44.

In addition to the meetings/written consultations with the Board of Directors, the Board members also fully participated in the Board of Directors' Councils/Committees.

iii) On the results of management and supervision work:

Overall, the Board of Directors has proactively performed its assigned role well in implementing plans, policies and strategic development directions set forth by the General Meeting of Shareholders during the year. The Board of Directors always closely follows and complies with the regulations on Bank governance, convenes extraordinary and periodic meetings and regularly collects written opinions of Board members to promptly discuss, direct and issue decisions in accordance with the actual operating situation of the Bank.

The Board of Directors always plays a pioneering and proactive role in directing, supporting and resolving difficulties, supervising the Executive Board in implementing the contents approved by the General Meeting of Shareholders and the Board of Directors, ensuring compliance with current legal regulations and the interests of the Bank's stakeholders, including shareholders.

Board members proactively participate in Board Councils/Committees under the Board to directly support, advise and provide guidance in the Bank's business operations, to ensure that important decisions of the Executive Board



are analyzed, discussed and consulted by Board members/Chairman of the Board, with the goal of putting the Bank's interests first.

In addition, the members of the Board of Directors also proactively perform their roles and responsibilities towards the Executive Board in sharing operational experience and interacting with the Executive Board, in order to improve the Bank's management skills.

**6. Regarding the implementation of the 2024 budget, remuneration, other benefits and operating expenses of the Board of Directors:**

- a) Board of Directors' remuneration in 2024 according to the Resolution of the General Meeting of Shareholders :

According to Article 6 of the Resolution of the 2024 Annual General Meeting of Shareholders on April 26<sup>th</sup>, 2024 , approving the fixed remuneration for the Board of Directors in 2024 is 25 billion VND.

At the end of fiscal year 2024, the remuneration paid by the Board of Directors was 25 billion VND; personal income tax deduction was 2.5 billion VND; the amount actually received by the Board of Directors members was: 22.5 billion VND.

- b) Operating expenses of the Board of Directors in 2024 :

According to Article 6 of the Resolution of the 2024 Annual General Meeting of Shareholders on April 26<sup>th</sup>, 2024, the operating expenses of the Board of Directors in 2024 are approved at VND 10 billion.

At the end of fiscal year 2024, the actual operating expenses of the Board of Directors were 7.12 billion VND (equivalent to 71.26 % of the expected budget).

- c) Remuneration, operating expenses and other benefits of the Board of Directors are reported at the General Meeting of Shareholders in accordance with the provisions of Eximbank's Charter and submitted to the General Meeting of Shareholders for approval.

**7. Regarding the results of supervision of the General Director and the Board of Directors:**

The Board of Directors' supervision of the General Director and the Executive Board is carried out in accordance with the provisions of the Law on Credit Institutions, other relevant laws and Eximbank's regulations. Within the scope of the Board of Directors' authority, the Board of Directors conducts supervision based on:

- (i) Stipulated in Eximbank's Charter;
- (ii) Eximbank's internal governance regulations, Regulations on organization and operation of the Board of Directors;
- (iii) Regulations related to authority, risk management, business objectives, credit quality, restructuring, brand identity, and policies for staff.

In 2024, the Board of Directors' supervision activities were implemented comprehensively, closely and effectively through various forms, specifically:



- Supervise through regular/special meetings between the Board of Directors/Board Members and the Executive Board to evaluate the Bank's business performance, analyze the economic situation and market risks, thereby deciding on timely policies and directions that are close to Eximbank's practical operations;
- Supervise through periodic reports and reports/proposals arising from the Executive Board to the Board of Directors/Board Members to promptly handle tasks, records and issues arising from business activities under the authority and functions of the Board of Directors.
- Supervision through reviewing and handling conclusions and findings from reports prepared by the Board of Supervisors and the Internal Audit Board, thereby the Board of Directors/Board Members have full, prompt, timely and accurate information to supervise the Executive Board and specialized units in the organization to perform and deploy related tasks under the direction of the Board of Directors, ensuring the safe and sustainable development of Eximbank.
- Supervise the implementation of the Resolution of the General Meeting of Shareholders, Resolutions/Decisions issued by the Board of Directors, ensuring compliance with regulations on implementation progress and results. In 2024, the General Director/Board of Management reported on the implementation of the Resolution of the General Meeting of Shareholders, Resolutions/Decisions of the Board of Directors in a timely manner according to Eximbank's internal regulations.
- Supervising activities under the authority of the Board of Directors for consideration and other decisions, the Executive Board prepares progress reports and implementation results for the Board of Directors' instructions through the assisting unit, the Board of Directors' Office - an advisory unit, assisting the Board of Directors in organizing and implementing the Board of Directors' supervision activities. On that basis, the Board of Directors makes timely decisions for the General Director/Executive Board to implement.

**8. Regarding the implementation of the plan to handle Eximbank treasury shares according to the Resolution of the 2023 Annual General Meeting of Shareholders dated April 14<sup>th</sup>, 2023:**

**a) Implementation results in 2024:**

- At the 2024 Annual General Meeting of Shareholders on April 26<sup>th</sup>, 2024, the Board of Directors reported to the General Meeting of Shareholders on the results of the sale of treasury shares and continued to implement the plan to sell all treasury shares according to the Resolution of the 2023 Annual General Meeting of Shareholders on April 14<sup>th</sup>, 2023.
- However, due to unfavorable market conditions, Eximbank has not yet sold treasury shares in 2024.
- Up to now, Eximbank is still holding 6,090,000 treasury shares.

**b) Report content:**





Pursuant to the above information, the Board of Directors respectfully reports to the General Meeting of Shareholders with following details:

- i) Treasury stock selling results in 2024 in accordance to the Resolution of Eximbank's 2023 Annual General Meeting of Shareholders dated April 14<sup>th</sup>, 2023: Treasury shares have not been sold due to unfavorable market conditions.
- ii) Eximbank continues to sell all treasury shares in accordance to the Resolution of the 2023 Eximbank Annual General Meeting of Shareholders dated April 14<sup>th</sup>, 2023.

**9. On providing and publicly disclosing information as prescribed in Article 49 Law on Credit Institutions (“CIs”) in 2024 :**

- a) Information specified in points a, b, d, clause 1, Article 49 of the Law on Credit Institutions: Based on the information provided by members of the Board of Directors, members of the Supervisory Board, General Director/Deputy General Director, Deputy General Director and equivalent positions as prescribed in the Charter, the Board of Directors shall fully report to the State Bank and provide specific information according to the attached appendix.
- b) Information specified in points a, c, d, clause 1, Article 49 of the Law on Credit Institutions: Strictly implementing the provisions of Article 49 of the Law on Credit Institutions (the “CIs”) in 2024, the Board of Directors of Eximbank has disclosed information about shareholders owning 1% or more of charter capital. The information is provided by shareholders and fully reported by the Board of Directors to the State Bank, and is transparently disclosed on Eximbank’s website in accordance with legal regulations at the following link:

<https://media.eximbank.com.vn/exim/files/Danh%20sach%20co%20dong%20so%200huu%20tu%201%20phan%20tram%20VDL%20EXIMBANK%2004022025.pdf>

**10. Transactions with related parties**

List of Eximbank's related persons; transactions between Eximbank and Eximbank's related persons or between Eximbank and major shareholders, internal persons, and related persons of internal persons; transactions between Eximbank's internal persons, related persons of internal persons and subsidiaries and companies controlled by Eximbank; transactions between Eximbank and other entities are listed and presented by Eximbank in the 2024 Audited Financial Statements and Eximbank's 2024 Corporate Governance Report. These reports are publicly disclosed on Eximbank's Website at the link: <https://eximbank.com.vn/nha-dau-tu>.

**II. ORIENTATION OF BOARD OF DIRECTORS' ACTIVITIES IN 2025**

2025 is forecast to continue to be a volatile year for the global and domestic economy. Factors such as interest rates, exchange rates and risks from the international financial market will continue to create significant challenges for the banking industry, in which:

- Interest rates and exchange rates: global interest rates are forecast to remain high,



while exchange rates may fluctuate strongly due to the impacts of monetary policies of major economies such as the US, EU and China. This requires Eximbank to have a flexible and effective strategy to manage interest rate and exchange rate risks.

- Financial market risks: Political fluctuations, geopolitical conflicts and instability of the global energy market may have negative impacts on the international financial market, thereby indirectly affecting Eximbank's operations.
- Domestic economic situation: Although Vietnam's economy is expected to continue to recover and grow steadily, the import-export and industrial production sectors still face difficulties from the international market. At the same time, the real estate market and corporate bonds also need to be closely monitored to limit risks.

However, with a stable macroeconomic foundation, advantages in attracting foreign investment capital and especially the year of starting to implement the "Era of striving for strong, civilized and prosperous development" of the nation, Eximbank will continue to take advantage of opportunities for sustainable development. The gradual recovery of the global and domestic economy, along with the trend of digital transformation and technology development, will open up new directions for the banking industry. Eximbank will continue to take advantage of these opportunities to strengthen its competitive position, while ensuring stability and safety in business operations. Continuing to closely follow the goals and tasks according to the business development strategy to 2025 and vision to 2030, the entire Eximbank system continues to be united, unanimous, proactive, creative, and strive to complete the 2025 Business Plan (*Details of the 2025 Business Plan will be clearly stated in the Report of the Board of Directors, with specific goals and solutions to ensure the sustainable and effective development of Eximbank in the coming year*).

Accordingly, Eximbank's Board of Directors identifies key orientations to ensure sustainable development, enhance competitiveness and optimize the Bank's operational efficiency in 2025, specifically as follows:

- Directing and controlling the implementation of the operating plan: Closely monitoring the implementation of the operating plan of the Executive Board to ensure the completion of important business and strategic targets approved by the General Meeting of Shareholders.
- Upgrade management system to international standards:
  - Continue to update and apply international practices on corporate governance, risk management and internal control to enhance transparency and efficiency in banking management activities.
  - Perfecting the governance model towards professionalism, enhancing the responsibilities and powers of the Committees under the Board of Directors.
- Promoting technology application and digital transformation:



- Accelerate the progress of information technology projects, integrate into digital banking products and services to enhance customer experience.
- Focus on digitizing operating processes, cutting operating costs, and optimizing work performance.
- Develop digital platforms to reach and expand customer base, while enhancing information security.
- Cost management and operational efficiency optimization: Implement strict cost management measures, reduce unnecessary expenses while still ensuring service quality. Increase capital efficiency, optimize profits and improve key financial indicators.
- Improve the quality of human resources and corporate culture: Synchronously deploy solutions to improve the quality of human resources; restructure leadership resources, innovate and perfect salary mechanisms and policies to motivate employees; innovate transaction style.
- Strengthening the role of professional supervision and management:
  - Promote the effectiveness of the Committees and Councils under the Board of Directors in advising and supervising important areas such as credit, investment, currency trading, risk management, human resources and information technology.
  - Implement strict risk control measures to ensure safe banking operations.
- Ensure governance and management are transparent, clear, comply with legal regulations and aim for the common interests of the community and society.

Above is the Report on the activities of the Board of Directors in 2024 and the orientation of the Board of Directors' activities in 2025. The Board of Directors respectfully submits to the General Meeting of Shareholders:

1. Approval the report of the Board of Directors on the governance and performance of the Board of Directors, Councils, Committees under the Board of Directors and each member of the Board of Directors in 2024 and orientation for 2025.
2. Assigning/Authorizing the Board of Directors to operate the business plan in accordance with actual operations according to the direction and approval of the State Bank.

Best regards./ 

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON** 



**Nguyễn Cảnh Anh**



## APPENDIX

Information specified in points a, b, d, clause 1, Article 49 of the Law on Credit Institutions: Based on information provided by members of the Board of Directors, members of the Board of Supervisors, General Director/Deputy General Director and equivalent positions as prescribed in the Charter.

*(Information updated as of March 31<sup>st</sup>, 2025)*

No	Name of business/economic organization	Business registration number	Head office address	Relationship/Position held (As of 31/03/2025)
I. Information provided by Mr. Tran Tan Loc - Vice Chairman of the Board of Directors				
1	Port Design Consulting - Marine Engineering Joint Stock Company	0303592115	92 Nam Ky Khoi Nghia, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam	Mr. Tran Tan Loc's related person is Chairman of the Board of Directors and owns more than 5% of the share capital.
II. Information provided by Mr. Tran Anh Thang - Independent member of the Board of Directors				
1	Nhat Viet Securities Joint Stock Company (Legal representative: Mr. Tran Anh Thang - General Director)	0306081775	1st Floor, No. 117 - 119 - 121 Nguyen Du, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam	Mr. Tran Anh Thang is General Director and owns over 5% of the share capital.
III. Information provided by Mr. Nguyen Hoang Hai - Acting General Director				
1	Hoa An Financial Investment Joint Stock Company	0110367579	CP1.18.01 18th floor, tower 1, Capital Place, 29 Lieu Giai, Ngoc Khanh Ward, Ba Dinh District, Hanoi City, Vietnam	Related persons of Mr. Nguyen Hoang Hai hold more than 5% of the share capital



No	Name of business/economic organization	Business registration number	Head office address	Relationship/Position held (As of 31/03/2025)
2	Amber Fund Management Joint Stock Company	0102970695	1st Floor, VOV Building, 37 Ba Trieu, Hang Bai Ward, Hoan Kiem District, Hanoi City	Mr. Nguyen Hoang Hai's related person is Chairman of the Board of Directors.
3	Nhat Viet Securities Joint Stock Company	0306081775	1st Floor, 117-119-121 Nguyen Du, Ben Thanh Ward, District 1, Ho Chi Minh City, Vietnam	Mr. Nguyen Hoang Hai's related person is Chairman of the Board of Directors.
IV. Information provided by the remaining members of the Board of Directors, members of the Board of Supervisors, General Director/Deputy General Director: none				

ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON



Nguyễn Cảnh Anh





Ho Chi Minh City, date 08 month 4 year 2025

## REPORT OF THE BOARD OF SUPERVISORS ON ITS ACTIVITIES IN 2024 AND THE TERM 2020-2025, AND DIRECTIONS FOR THE TERM 2025-2030

### To: GENERAL MEETING OF SHAREHOLDERS

- Based on the functions and duties of the Board of Supervisors as defined in the Law on Credit Institutions, the Charter of and Regulations on the organization and operations of the Board of Supervisors of Vietnam Export Import Commercial JS Bank;
- Based on the businesses of Vietnam Export Import Commercial Joint Stock Bank, reports of the Board of Directors (“BoD”), Board of Management (“BoM”) and performance of the Board of Supervisors (“BoS”) in 2024,

The Board of Supervisors would like to report to the General Meeting of Shareholders of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”) the performance of its tasks and powers in 2024 and the whole term 2020-2025 as below.

### I. OPERATIONS OF THE BOARD OF SUPERVISORS IN 2024

#### 1. Staffing structure

- The Annual General meeting of shareholders (AGM) held on 15/02/2022 ratified the composition of the BoS in the VII term (2020-2025) to be 3, and elected 3 persons to the BoS accordingly.
- In 2024, there were changes in the members of Eximbank BoS, specifically: on 28/11/2024, the Extraordinary General meeting of shareholders (EGM) approved to discharge Ngo Tony from the position of member of the BoS of the VII term (2020-2025). By that time, the BoS consisted of 2 members being Pham Thi Mai Phuong and Doan Ho Lan.
- + In order to ensure the required number of BoS members according to the Law on Credit Institutions 2024, on 26/02/2025, the General Meeting of Shareholders ratified the composition of the BoS of the VII term to be 5, and added 3 more persons thereto, namely Lam Nguyen Thien Nhon, Tran Thi Minh Ly and Nguyen Tri Trung.
- + As at the reporting time, Eximbank BoS of the VII term (2020-2025) has been completed, including:
  - (i) Doan Ho Lan - Chief Supervisor
  - (ii) Pham Thi Mai Phuong - Member
  - (iii) Lam Nguyen Thien Nhon - Member
  - (iv) Tran Thi Minh Ly - Member
  - (v) Nguyen Tri Trung - Member



## 2. Meetings of the BoS

- In 2024, the BoS held 103 meetings in total, including 13 in-person discussions and 90 written polls (*not mentioning meetings with the BoD, BoM, councils/committees under the BoD and CEO*) to give direction and instructions to internal audit operations and decide on issues and tasks within the functions and duties of the BoS such as: approving the year’s internal audit plan, internal audit reports, report of the BoS to the General Meeting of Shareholders, and reports to the order of the Banking Inspection and Supervision Agency; carrying out tasks involving internal audit staffing, summarizing/consolidating operations of the BoS/Internal Audit; and other staff-related issues and assignment within the BoS, etc.
- The BoS ensures to meet at least every quarter. Minutes of meetings of the BoS are prepared and kept according to regulations.

## 3. Supervision by the Board of Supervisors in 2024

### 3.1. Examination of Eximbank’s 2024 financial statements

- In 2024, the BoS directed Internal Audit to examine the 2024 interim and full-year financial statements of Eximbank to assess the reasonableness, legitimacy, honesty and diligence in their accounting, statistics and preparation. The results thereof were sufficiently sent to the BoD, CEO and reported to the General Meeting of Shareholders.
- Based on Eximbank’s consolidated financial statements as at 31/12/2024 which have been audited by the independent auditor PricewaterhouseCoopers (PwC), the BoS has directed the Board of Internal Auditors (“BoIA”) to conduct examination and agreed to confirm the results as follows:
  - + The consolidated financial statements of Eximbank as audited by PwC honestly and reasonably reflect, in all material aspects, the consolidated income statement, balance sheet and cashflow statement of Eximbank and its subsidiary as at 31/12/2024.
  - + The consolidated financial statements of Eximbank as audited by PwC are presented in conformity with Vietnamese Accounting Standards, Vietnamese Accounting Regime and law regulations related to the preparation and presentation of consolidated financial statements applicable to credit institutions operating in Viet Nam.
- Result of examining consolidated figures as at 31/12/2024:

*Unit: VND billion*

Item	Executed in 2023	2024			(+/-) from 2023	
		Plan (*)	Executed	% completion	VND billion	%
1. Total assets	201,417	223,500	239,768	107,28%	+ 38,351	19.04%



Item	Executed in 2023	2024			(+/-) from 2023	
		Plan (*)	Executed	% completion	VND billion	%
2. Deposits (**)	158,329	175,000	178,312	101,89%	+ 19,983	12.62%
3. Credit exposure (***)	140,524	161,000	167,430	103,99%	+ 26,906	19.15%
4. NPL ratio	2.71%	1.8%	2.53%	Not satisfied	-	-
5. Profit before tax	2,720	5,180	4,188,4	80.85%	+ 1,468,4	54%
6. Profit after tax	2,165	-	3,326,8	-	+ 1,161,8	53.66%

(\*) Plan targets for 2024 are based on the Resolution of the 2024 AGM of Eximbank held on 26/04/2024

(\*\*) Deposits include funds mobilized from economic entities and individuals, and valuable papers issued

(\*\*\*) Credit exposure includes loans outstanding + corporate bonds, not VAMC bonds and debts purchased

### 3.2. Oversight over compliance with prudential ratios and safety limits:

- By checking and comparing the prudent ratios as at 31/12/2024, it is recognized that most of Eximbank's prudent ratios and safety limits were in compliance with Circular 22/2019/TT-NHNN dated 15/11/2019 as effective on 01/01/2020, Circular 08/2020/TT-NHNN as effective on 01/10/2020, and Circular 41/2016/TT-NHNN dated 30/12/2016 as effective on 01/01/2020.
- Exposure to subjects restricted for credit extension according to Article 135 of the Law on Credit Institutions 2024: as of 31/12/2024, there were 14 unsecured loans provided to 12 Eximbank staff who are restricted for credit extension according to Article 135 of the Law on Credit Institutions 2024 for the total outstanding balance of VND 2.06 billion, taking up 0.008% of the Bank's own capital. Among which, 5 loans given to 4 employees were in the list dated 31/12/2023 (all these loans incurred before the time these persons engaged in credit appraisal/approval).

### 3.3. Supervision of the implementation of the Plan for restructuring in association with bad debt settlement of Eximbank up to 2025

- Performance of some financial targets under the Plan for restructuring in association with bad debt settlement of Eximbank up to 2025 (Resolution 513/2023/EIB/NQ-HĐQT) registered with SBV is as follows:

Unit: VND billion, %

No.	Item	2024 plan	Executed	Completion ratio
1	Total assets	223,424	239,768	107%
2	Mobilized funds (primary market + secondary market + borrowings from SBV)	193,021	210,062	109%



No.	Item	2024 plan	Executed	Completion ratio
3	Credit exposure (loans + corporate bonds)	<b>161,000</b>	168,230 (**)	104%
4	Ratio of on-balance bad debts, NPLs sold to VAMC not yet realized, ratio, and contingencies(*)	<b>&lt; 3%</b>	2,42%	Satisfactory
5	Proportion of net service income and FX income in total earnings of the Bank	<b>13.52%</b>	20.5%	In excess of 6.98%
6	Profit before tax	<b>5,168</b>	4,188	81%

(\*) The identification hereof follows the guidance in Document 9592/NHNN-TTGSNH dated 15/12/2023 of SBV with regard to the ratio of on-balance bad debts, NPLs sold to VAMC not yet realized, ratio, and contingencies

(\*\*) Credit exposure consists of loans + corporate bonds + debt purchase

- It is acknowledged that most of the financial targets of Eximbank in 2024 under the Plan for restructuring in association with bad debt settlement up to 2025 were completed up to/beyond the proposed plan. That profit before tax only fulfilled 81% of the plan was because of different objective reasons.

### **3.4. Supervision of the execution of resolutions of the General Meeting of Shareholders**

#### **❖ Resolution of the 2024 AGM held on 26/04/2024:**

- The 2023 AGM held on 26/04/2024 ratified 14 issues, including the report on business performance in 2023 and plan for 2024; reports on activities of the BoD and BoS in 2023 and directions for 2024; report on the sale of treasury stocks; audited separate and consolidated financial statements and plan for profit distribution and dividend payment; operating budgets and fixed remunerations of the BoD and BoS in 2024; list of independent auditors to audit Eximbank's financial statements and operations of the internal control system for the fiscal year 2024; plan for charter capital increase in 2024; amendment and supplementation to Eximbank Charter; issuance of the Regulations on organization of online general meetings of shareholders; removal of written-off debts off the balance sheet; discharge of member of the BoD of the VII term (Le Thi Mai Loan), and addition of member thereto (Nguyen Ho Nam).

#### **❖ Resolution of the 2024 EGM held on 28/11/2024:**

- The 2024 EGM held on 28/11/2024 ratified 3 issues, including the relocation of Eximbank Head Office; discharge of member of the BoS of the VII term (Ngo Tony); and discharge of members of the BoD of the VII term (Luong Thi Cam Tu and Nguyen Ho Nam).

It is acknowledged upon review of the execution of resolutions of the General Meeting of Shareholders that all issues ratified by the General Meeting of



Shareholders have been implemented or proceeded with execution by Eximbank. Detailed as:

- + For the business plan in 2024: despite the difficult business situation, the BoM has made remarkable efforts and outperformed key operational targets, specifically:
  - ✓ Total assets: VND239,768 billion, increasing VND38,351 billion (or 19%) yoy and fulfilling 107.28% of the plan;
  - ✓ Deposits: VND178,312 billion, surging VND19,983 billion (or 12.6%) yoy and completing 101.89% of the plan;
  - ✓ Total credit exposure (loans and corporate bonds): VND167,430 billion, growing VND26,906 billion (or 19.15%) yoy and achieving 104% of the plan;
  - ✓ Profit before tax: VND4,188 billion, rising VND1,468 billion (or 54%) yoy and reaching 80.8% of the plan.
- + For the operating budgets and remunerations of the BoD and BoS: the BoD and BoS have allocated remuneration to their members and used the budgets to the extent approved by the General Meeting of Shareholders.
- + The BoD ratified the selection of PwC to audit the financial statements of and carry out internal control assurance for Eximbank for the fiscal year 2025; issued the Regulations on organization of online general meetings of shareholders and electronic voting according to BoD Resolution No. 144/2024/EIB/NQ-HĐQT dated 10/05/2024; completed the charter capital increase and dividend payment to shareholders in 2024; and promulgated the revised Charter.
- + For the removal of written-off debts off the balance sheet as recommended in inspectorate conclusions: the BoM has requested AMC to review those written-off debts for removal off-balance sheet and AMC is making the review before submitting to competent authorities for approval.
- + For the relocation of Eximbank Head Office: Eximbank is proceeding with formalities to apply for SBV's permission as per regulations.

### ***3.5. Supervision of management and administration activities of the BoD and CEO***

- In 2024, the BoS kept close up with SBV guidelines on operations of credit institutions, closely supervised the BoD and BoM in implementing the year's business directions and objectives as approved by the General Meeting of Shareholders, complying with law and the Bank's Charter in management and administration, and executing resolutions of the General Meeting of Shareholders.
- BoS members have fully attended meetings of the BoD and BoM, sent persons to supervise the financial conditions, examine the interim and full-year financial statements; and monitor business activities, credit quality, observance with the Law on Credit Institutions 2024 with respect to restrictions to ensure safe operations by means of remote supervision reports





and independent reports of Internal Audit, reports of professional divisions/departments/sections; and debt categorization and risk provisioning, etc.

- Through supervision, the BoS has raised some recommendations/alerts to the BoD and BoM so as to keep Eximbank's operations compliant with law and the Charter.

### ***3.6. Supervision of contracts or transactions between Eximbank and related parties***

- In 2024, Eximbank made no contract or transaction with related parties. In the first 3 months of 2025, the BoS has, upon request of the BoM, reviewed the draft principle contract for lease of the head office location, FX transactions (tentative) with major shareholders, and sales and purchase transactions of valuable papers (tentative) with related persons of Board members and sent the results thereof to the BoM for their consideration and execution. The BoS will keep monitoring the approval of transactions, public disclosure and execution of the same in observance with law and Eximbank Charter.

### ***3.7. Preparation of the list of founding shareholders, major shareholders, shareholders owning 1% or more of the charter capital, related persons of members of the BoD, BoS and BoM and shareholders owning 1% or more of the charter capital***

- The list of founding shareholders, major shareholders, shareholders owning 1% or more of the charter capital, and related persons of members of the BoD, BoS and BoM is periodically prepared by the BoS upon coordination with the BoD and fully archived. Changes in members of the BoD, BoS and BoM are disclosed by the Bank in correspondence with regulations. Members of the BoD, BoS and BoM have provided additional information of their related persons as required in the Law on Credit Institutions 2024.
- Preparation of the list of related persons of shareholders owning 1% or more of the charter capital: Eximbank has sent notice requesting shareholders owning at least 1% of its charter capital to update information about their related persons and will make respective update upon receipt of their responses.

**Remark:** Through its oversight in 2024, the BoS found that activities of the BoD and BoM were in obedience with the Charter, Regulations on internal management, and Regulations on the organization and operations of the BoD. The BoD has directed to timely and fully carry out the Government's policies, SBV's guidelines, resolutions of the General Meeting of Shareholders, and issued resolutions and decisions to orient and give prompt instructions on the network's operations. The CEO has organized the implementation of duties and plans against the orientation and requirements in the BoD's resolutions and decisions.

## **4. Coordination in operations between the BoS and BoD, CEO and shareholders**



- The BoD, BoM and other managers of Eximbank have created favorable conditions for the BoS to perform its functions and duties in correspondence with law and information exchange mechanism between the BoD, CEO and units of the first and second lines of defense, and the BoS. BoS members were invited and fully attended regular meetings of the BoD and BoM, and were furnished with information and documents about management, administration and business activities of the Bank for the sake of its supervision. In 2024, the BoS worked closely with the BoD and CEO in the successful organization of the AGM (on 26/04/2024) and EGM (on 28/11/2024).
- The BoS fully reported the results of carrying out its functions and duties as per law, the Charter, and Regulations on the organization and operations of the BoS to shareholders in the AGM. In 2024, there was 1 major shareholder group demanding the BoS to supply information and documents concerning the Bank's operations, and the BoS checked such demand against law regulations before sending response to each shareholder in line with its functions and duties.

## **5. Internal audit**

- The BoS directs, instructs and tightly supervises the execution of internal audit as planned, with focus on supervision of prudent ratios, risks management and assessment of the effectiveness of Eximbank's internal control system.
- In 2024, under the BoS's guidelines, Internal Audit launched 40 audit teams as per 2024 plan (22 teams at Head Office and 18 teams at branches/transaction offices), increasing 1 team from 2024 at the rate of 2.56%. Consequently, 589 findings were recorded (37 of which were of really high risk, 364 of high risk, and 188 of medium risk), and 1,874 recommendations were raised for the Head Office and audited units to make correction or remedy to ensure safe, efficient and law compliant banking operations.
- In addition, the BoS also pays attention to remote supervision and gives frequent direction to Internal Audit for implementation. Accordingly, Internal Audit has raised certain risks at units, such as rising number of loans backed by passbooks of other banks at some business units, or mistakes in cash operation, sales of cash currencies, and calculations of normal interest and overdue interest in the proposals to competent authorities for interest relief, and made recommendations in writing to the BoM for instruction on review and remedy to strengthen the Bank's performance.
- Results of audit and supervision, proposals and recommendations of Internal Audit and the BoS are delivered to executive levels and relevant units for correction and remedy. Internal Audit also keeps track, makes assessment, and reports on post-audit remedies.

## **6. Review and update of internal regulations of the Board of Supervisors**

- In 2024, the BoS directed Internal Audit to review and re-assess the internal audit policy framework to make proper update, amendment or supplementation in conformity with law (as applicable) and the Bank's practical operations. Internal



Audit is conducting the review and assessment, and expects to issue the amended, supplemented Internal audit policy framework in 2025.

## 7. Remunerations and operating expenses of the BoS in 2024

- At the 2024 AGM, the General Meeting of Shareholders approved the remunerations of the BoS to be 0.25% of the consolidated profit before tax but not lower than VND10 billion, and operating budget to be VND3.5 billion.
- In 2024, the operating budget and remunerations of the BoS were reasonably used, not violating the amounts ratified in the Resolution passed in the AGM held on 26/04/2024.

## II. OPERATIONS OF THE BOARD OF DIRECTORS IN THE TERM 2020-2025:

### 1. Organization and staffing structure of the BoS:

- At the re-convened 2021 AGM held on 15/02/2022, the General Meeting of Shareholders approved the composition of the BoS of the VII term (2020-2025) to be 3, and elected 3 members in line with the number and structure defined in Eximbank Charter, including 2 executive and 1 non-executive members.
- On 26/02/2025, the EGM approved to revise the composition of the BoS of the VII term (2020-2025) to be 5, and conducted election to add members up to the required number.
- Since 2022, changes in members of the BoS of the VII term (2020 – 2025) are as below:

No.	Name	Title	Start date	End date
1	Ngo Tony	Chief Supervisor	15/02/2022	28/11/2024
2	Pham Thi Mai Phuong	Member	15/02/2022	-
3	Trinh Bao Quoc	Member	15/02/2022	14/02/2023
4	Doan Ho Lan	Member	14/04/2023	-
		Chief Supervisor	05/03/2025	
5	Lam Nguyen Thien Nhon	Member	26/02/2025	-
6	Tran Thi Minh Ly	Member	26/02/2025	-
7	Nguyen Tri Trung	Member	26/02/2025	-

Among which:

- + Ngo Tony is no longer a member of the VII term (2020-2025) according to the Resolution of the EGM held on 28/11/2024.
- + Trinh Bao Quoc is no longer a member of the VII term (2020-2025) according to the Resolution of the General Meeting of Shareholders dated 14/02/2023.
- + Doan Ho Lan was added as non-executive member of the VII term (2020-2025) according to the Resolution of the AGM held on 14/04/2023 and elected as the



Chief Supervisor of the VII term (2020-2025) as per Minutes of meeting of the BoS No. 32/2025/EIB/BBH-BKS.

- + Tran Thi Minh Ly, Lam Nguyen Thien Nhon, and Nguyen Tri Trung were added as members of the VII term (2020-2025) according to the Resolution of the EGM held on 26/02/2025.
- To date, the BoS of the VII term (2020-2025) according to the Resolution has been completed with 5 members in correspondence with law, the Charter and resolutions of the General Meeting of Shareholders.
- Under the BoS are the Board of Internal Auditors with 4 functional departments and an assisting unit, specifically: Department for auditing business units and branches, transaction offices, Department for auditing operational and supporting units, Department for IT audit, and Department of Strategy and Operation; and assistants to the BoS.

## **2. Meetings of the Board of Supervisors**

- The BoS operates upon the Regulations on the organization and operations of the Board of Supervisors of Vietnam Export Import Commercial JS Bank No. 11/2022/EIB/QĐ-BKS dated 25/02/2022 ratified by the General Meeting of Shareholders on 15/02/2022.
- In the term 2020-2025, the BoS has held 438 meetings, both in-person discussions and written polls, decided on issues and tasks within the functions and duties of the BoS, and conducted internal audit. Minutes of meetings of the BoS are prepared and kept as per regulations.
- In overall, in the past term, the BoS stays compliant with regulations of law and Eximbank Charter in close track with SBV guidelines and growth strategy orientations of the Bank. Each member has duly followed the professional Code of Conducts, implemented and well excuted the assigned tasks, contributing to control risks for Eximbank.

## **3. Oversight of the Board of Supervisors**

In the term 2020-2025, the BoS has supervised the BoD and BoM in their execution of the orientations and annual business objectives approved by the General Meeting of Shareholders, and frequently and continuously monitored the compliance with law and the Bank's Charter in management and administration activities, and execution of resolutions of the General Meeting of Shareholders. Detailed as:

- BoS members have fully attended the meetings, regular or irregular, held by the BoD and BoM, or participated as invited guests in meetings of councils/committees under the BoD and CEO. Through these meetings and internal management reports, policies of the BoM as well as review/audit results of Internal Audit, the BoS has made several recommendations/alerts to the BoD and CEO with an aim to ensure Eximbank's operations obedient with law and the Charter;



- Supervising the honesty of the financial results by assigning staff to review the interim and annual financial statements (including those audited by the independent auditor);
- Overseeing the financial ratios, restrictions and prudent ratios through remote supervision, and supervising Eximbank's business via independent reports prepared by Internal Audit every month, quarter, half-year and full-year;
- Supervising the approval and execution of contracts and transactions by Eximbank with related parties;
- Supervising the rescheduling of debt repayment, exemption and reduction of interests or fees, and retention of debt categories, etc.; and supervising the observance with internal regulations on expenditure, fund mobilization, fund use, and credit quality, etc.;
- Supervising the execution of resolutions of the General Meeting of Shareholders and BoD, and the increase of charter capital for payment of stock dividends to shareholders;
- Overseeing the preparation of major shareholders, shareholders holding 1% or more of the Bank's charter capital, and related persons of members of the BoD, BoS and CEO and shareholders holding 1% or more of the charter capital, keeping and updating such list upon changes thereto and supervising the disclosure of these changes;
- Supervising the remedy and correction against the recommendations stated in conclusions of the Banking Inspection and Supervision Agency, and recommendations made by the BoS and Internal Audit; supervising the organization of general meetings of shareholders of Eximbank; and supervising the development and implementation of the Plan for restructuring in association with bad debt settlement at Eximbank up to 2025, etc.;
- Participating in the Steering Committee for Prevention of Corruption, Negative Conducts and Crimes of the Bank;
- Supervising anti-money laundering activities, and otherwise as may be specifically required by SBV from time to time;
- Others within the functions and duties of the BoS.

**It is acknowledged that:**

- ✓ The BoD has supervised and directed the BoM on every business aspects of Eximbank on par with orientations and strategic goals; the solutions have been actively and simultaneously carried out, in alignment with the roadmap and objectives as proposed.
- ✓ The BoM has endeavored to organize and run the Bank's operations to implement the business plans and complete the internal control and risk management system under resolutions of the BoD and General Meeting of





Shareholders, upon observance with the Law on Credit Institutions and Eximbank Charter.

- ✓ As at 31/12/2024, such key targets as total assets, deposits, credit exposure, and especially profit before tax witnessed growth as compared to 2019. Specifically:
  - Total assets: VND239,768 billion, increasing VND72,230 billion (or 43%) from 2019;
  - Deposits: VND178,312 billion, surging VND39,034 billion (or 28%) from 2019;
  - Total credit exposure (loans and corporate bonds): VND167,430 billion, growing VND53,575 billion (or 47%) from 2019;
  - Profit before tax: VND4,188 billion, rising VND3,093 billion (or 282%) from 2019;
  - Credit quality is controlled by below 3% through years; and prudent ratios remain satisfactory to statutory requirements.
- ✓ Results of examining the financial statements through years: the BoS agrees with the audit results of the independent auditors, and confirms that the consolidated financial statements of Eximbank through years have honestly and sufficiently reflected the business situation and financial conditions of Eximbank, in correspondence with Vietnamese accounting standards, accounting regime and relevant legitimate regulations.
- ✓ All issues ratified by the General Meeting of Shareholders have been performed or proceeded with implementation by Eximbank.
- ✓ Members of the BoD, BoS and BoM have disclosed their related interests and declared their related persons in accordance with law and the Bank's Charter.

#### **4. Coordination in operations between the BoS and BoD, CEO and shareholders**

- The coordination between the BoS and the BoD and CEO always complies with law and Eximbank Charter for common interests of the Bank, concretely:
  - + Regular meetings of the BoD and its councils/committees, regular meetings of the BoM and councils under the CEO have been attended by representatives of the BoS/heads of Internal Audit;
  - + The BoS has been fully provided by the BoD and BoM with information, data and reports on-demand, which have actively supported it in the organization and implementation of operations of the BoS and Internal Audit;
  - + The BoD, BoM and other managers of Eximbank has facilitated the BoS to perform its functions and duties in observance with law and Eximbank regulations;
  - + Recommendations and proposals of the BoS have been properly considered by the BoD and CEO and directed to concerned units for execution;



- + Reports of the BoS to the General Meeting of Shareholders and annual internal audit plans have been consulted with opinions of the BoD and CEO;
- + The BoS has closely worked with the BoD and CEO in the successful organization of AGM and EGM in the years from 2020 to 2025;
- + The BoS, BoD and BoM have well cooperated in the timely supply of information and documents for inspection purposes during the inspection periods of the Banking Inspection and Supervision Agency.
- Generally, the coordination between the BoS and BoD, BoM and other managers of Eximbank during the term 2020-2025 has been thoroughly effected, in correspondence with law, the Charter and Eximbank regulations. The supervision results of the BoS have been fully reported to shareholders at meetings of the General Meeting of Shareholders as per regulations.

## 5. Internal audit

- The BoS performs senior management oversight over Internal Audit section in line with Circular 13/2018/TT-NHNN, Eximbank Charter, Regulations on the organization and operations of the BoS, and Regulations on the organization and operations of the Board of Internal Auditors; supervises the obedience with professional Code of Conducts by internal auditors; directs the development of and approves internal audit plans every year; and oversees the organization of implementing the audit plans approved by the BoS.
- The BoS meets every month/quarter with heads of the Board and professional departments and all employees of the Board of Internal Auditors to evaluate the issues found in audit activities, identify material risks, and listen to obstacles and difficulties of internal auditors so as to give prompt instruction and direction on internal audit.
- From 2020 to 2025, under the BoS's guidelines, Internal Audit has conducted 130 audits, including 81 audits at Head Office and subsidiary and 49 audits at business units, branches and transaction offices. Such audits cover activities, procedures and sections with risk levels from high to really high based on the annual risk rating results of Internal Audit as amended and supplemented every 6 months (if necessary). Through the audit teams, Internal Audit has raised 8,764 recommendations for the audited units to make remedy/addition of the mistakes for the sake of risk limitation in operations. Upon the audit results, Internal Audit keeps closely monitoring and pushes the correction and remedy by units, and makes quarterly reports to the BoS, Risk Management Committee and BoM to take measures against those getting late in correction and remedy.

Year	Total audits	Of which		Total recommendations
		Head Office	Branches and Transaction offices	
2020	17	15	2	732
2021	14	13	1	455



2022	21	14	7	1,979
2023	38	17	21	3,724
2024	40	22	18	1,874
Total	<b>130</b>	<b>81</b>	<b>49</b>	<b>8,764</b>

- In addition to scheduled internal audit, the BoS also pays attention to and closely directs Internal Audit to supervise major operations of the Bank against 18 criteria, and supervises risks at business units against 48 criteria under the regulations on remote supervision issued by the BoS, from which Internal Audit gives alerts on some contingent risks in such operations of business units as credit, cash, card payment, etc., and makes recommendations to ensure safety and enhance operational quality of business units as well as the whole network. Results of supervision, internal audit and recommendations, proposals of Internal Audit and the BoS are delivered to the Bank's executive authorities.
- Improvement of the audit process, application of information technology to audit activities, and enhancement of internal auditors' competence remain concerns of the BoS and have been frequently carried out. In 2022, the Board of Internal Auditors, as guided by the BoS, completed the development and put into use of a program for inputting and automatically processing data in service of audit teams at business units (branches and transaction offices), helping to reduce the work duration of an audit team from 17 audits in 2020 to 14 audits in 2021, 21 audits in 2022, 38 audits in 2023 and 40 audits in 2024 (nearly doubled the number in 2022); as well as in satisfaction of the requirements for storage of data and audit records, information inquiry and tracking of remedy and correction. Besides, in 2024, the BoS approved the intention of investing in an internal audit software with an aim to digitization of internal audit activities, reinforcing risk management capabilities, optimizing resources, and reducing processing time.
- Every year, the BoS and Internal Audit finalize and send reports to SBV at the specified time: report on internal audit in the year according to Circular 13, internal audit report on anti-money laundering activities, and others at the request of the Banking Inspection and Supervision Agency.
- In overall, the Board of Internal Auditors has, under the BoS's instructions in the term 2020-2025, has actively worked and brought about certain performance. However, in order to meet increasing requirements on audit and supervision, the Board of Internal Auditors should keep fostering and improving the professional skills and knowledge of auditors through intensive training programs on audit operation.

## **6. Review, update and completion of internal regulations of the Board of Supervisors and Internal Audit**

In the term 2020-2025, the BoS has issued the Regulations on the organization and operations of the BoS upon approval of the General Meeting of Shareholders, and the policy framework applicable to Internal Audit in satisfaction with requirements of



Circular 13/2018/TT-NHNN, including the Regulations on the organization and operations of the Board of Internal Auditors, Regulations on the job descriptions and performance assessment of the Board of Internal Auditors, Regulations on the Internal Audit competence framework, Professional Code of Conducts for BoS members and internal auditors, Policy of and Procedures for internal audit quality assurance, Regulations on the organization and operations of audit teams under the Board of Internal Auditors, Regulations on remote supervision of the Board of Internal Auditors, and Internal audit handbook. These regulations have been frequently reviewed and updated by Internal Audit under the BoS's guidelines for compliance with the Law on Credit Institutions and relevant laws as well as practical operations of Internal Audit.

### **III. DIRECTIONS FOR OPERATIONS OF THE BOARD OF SUPERVISORS IN THE TERM 2025-2030**

Based on the functions and duties of the BoS and the Banks' strategy, the BoS shall, in the term 2025-2030, struggle to well fulfill its tasks and powers according to law and internal regulations, including such major duties as follows:

1. Supervising the compliance with law and the Charter in business management and administration upon ensuring safety and efficiency;
2. Supervising the performance of SBV requirements on prudent limits and ratios; and observance with the regulations on asset classification, loan loss reserve, and major business activities;
3. Supervising the execution of resolutions of the General Meeting of Shareholders;
4. Supervising the remedy and correction against inspectorate conclusions;
5. Examining financial statements on periodical basis as per regulations;
6. Following up and timely handling requests from the Banking Inspection and Supervision Agency and other regulatory agencies;
7. Reinforcing audit and supervision activities to detect, give alerts on, and promptly handle acts of violation and risk-implied activities, with concentration on some key risks including credit risk, liquidity risk or operational risk, etc.;
8. Conducting the role of senior management oversight with respect to Internal Audit; giving instruction to develop and effectively carry out annual internal audit plans and other issues involving the action plan of the BoS/Internal Audit; and supervising the observance with the Professional Code of Conducts by members of the BoS and Internal Audit;
9. Developing the strategy for developing internal audit activities in the period 2025-2030, focusing on innovating the mechanism and completing the operational procedures in line with practical operation for the sake of risk management and control of Eximbank. Applying IT to audit operation to maximize productivity and improve professional competence of internal auditors, and carrying out supervision and assessment of audit quality to strengthen the performance of internal audit activities;



10. Proactively reviewing and issuing internal regulations of the BoS and Internal Audit in conformity with law and practical conditions (as necessary).

#### **IV. RECOMMENDATION**

Upon supervision of Eximbank's operations, the BoS would like to recommend the BoD and BoM to perform management and administration against adjustments of SBV, aggressively organize the execution of resolutions of the General Meeting of Shareholders to fulfill the business plan set for 2025, and strengthen measures to control and manage risks to make sure that the Bank operates safely, sustainable and effectively.

It is hereby submitted to the General Meeting of Shareholders for ratification.

**FOR BOARD OF SUPERVISOR  
CHIEF SUPERVISOR**







Ho Chi Minh City, date 08 month 4 year 2025

**TO: GENERAL MEETING OF SHAREHOLDERS**

**RE: PROPOSAL FOR RATIFICATION OF THE SEPARATE AND  
CONSOLIDATED FINANCIAL STATEMENTS AS AUDITED AND PROFIT  
DISTRIBUTION PLAN FOR 2024**

Pursuant to:

- Law on Enterprises dated 17/6/2020;
- Law on Credit Institutions dated 18/1/2024;
- Law on Securities dated 26/11/2019;
- Decree No. 93/2017/NĐ-CP dated 07/8/2017 of the Government prescribing the financial regime applicable to credit institutions and foreign bank branches, and financial supervision, assessment of effectiveness of state capital investment in wholly state-owned credit institutions and partially state-owned credit institutions;
- Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Law on Securities;
- Charter of Vietnam Export Import Commercial JS Bank (“Eximbank”);
- 2024 financial statements of Eximbank as audited by PwC Co. Ltd. (Vietnam),

The Board of Directors would like to submit to the General Meeting of Shareholders as below.

**1. Audited separate and consolidated financial statements for 2024 with key indicators as follows:**

**1.1. Separate financial statements**

*Unit: VND million*

No.	Item	2024
1	Total assets	240,024,816
2	Shareholders' equity	25,013,131
	<i>In which: Charter capital</i>	18,688,106
3	Profit before tax	4,147,600
4	Profit after tax	3,294,187



## 1.2. Consolidated financial statements

Unit: VND million

No.	Item	2024
1	Total assets	239,767,994
2	Shareholders' equity	25,099,406
	<i>In which: Charter capital</i>	18,688,106
3	Profit before tax	4,188,417
4	Profit after tax	3,326,804

(see the summary of separate and consolidated 2024 FS as enclosed)

## 2. Profit distribution plan for 2024:

Based on Article 23 of Decree No. 93/2017/NĐ-CP dated 07/8/2017 of the Government prescribing the financial regime applicable to credit institutions and foreign bank branches, and financial supervision, assessment of effectiveness of state capital investment in wholly state-owned credit institutions and partially state-owned credit institutions;

Based on Article 81 of Eximbank Charter;

Based on Article 74 of Circular 200/2014/TT-BTC dated 22/12/2014 of the Ministry of Finance giving guidance on accounting regime for enterprises,

### Profit distribution plan:

Unit: VND million

No.	Item	Note	Separate	Consolidated
1	Profit before corporate income tax in 2024	A	4,147,600	4,188,417
2	Corporate income tax in 2024	B	853,413	861,613
3	Profit after corporate income tax in 2024	C=A-B	3,294,187	3,326,804
4	Deduction of reserves in 2024	D=E+F+G	888,838	895,360
4.1	Reserve fund for charter capital supplementation (10%)	E=C*10%	329,419	332,680
4.2	Financial reserve (10%)	F=C*10%	329,419	332,680
4.3	Fund for rewards and welfares (nearly 7% of profit after tax), of which:	G=C*7%	230,000	230,000



No.	Item	Note	Separate	Consolidated
	- <i>Reward fund</i>		115,000	115,000
	- <i>Welfare fund</i>		115,000	115,000
<b>5</b>	<b>Undistributed profit after fund deduction in 2024</b>	<b>H=C-D</b>	<b>2,405,349</b>	<b>2,431,444</b>
6	Retained earnings from previous years (after cancelling fractional shares during stock issuance for dividend payment)	I	58,740	94,202
<b>7</b>	<b>Retained earnings accumulated up to 2024</b>	<b>J=H+I</b>	<b>2,464,089</b>	<b>2,525,646</b>

In order to strengthen its financial capabilities for growth and sustainable development, Eximbank **shall not distribute dividends**.


*(4.1) Allocation to Reserve fund for charter capital supplementation (consolidated FS) = 10% Bank-only Profit after tax + 10% Profit after tax of the subsidiary AMC.*

*(4.2) Allocation to Financial reserve (consolidated FS) = 10% Bank-only Profit after tax + 10% Profit after tax of the subsidiary AMC.*

### 3. Proposal of the Board of Directors

The Board of Directors would like to propose the General Meeting of Shareholders for ratification of:

- (i) Audited separate and consolidated financial statements of Eximbank for 2024;
- (ii) Profit distribution plan for 2024;
- (iii) Assignment/Authorization to the Board of Directors to adjust figures in the already approved 2024 financial statements as mentioned above at the order of inspection agency, auditor and state regulatory authorities (if any);
- (iv) Assignment/Authorization to the Board of Directors to execute the profit distribution for 2024.

Yours sincerely, 

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRPERSON** 



**Nguyễn Cảnh Anh**



## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

We have audited the accompanying separate financial statements of Vietnam Export Import Commercial Joint Stock Bank ("the Bank") which were prepared on 31 December 2024 and approved by the Board of Management of the Bank on 28 March 2025. The separate financial statements comprise the separate statement of financial position as at 31 December 2024, the separate income statement, the separate cash flow statement for the year then ended, and explanatory notes to the separate financial statements including significant accounting policies, as set out on pages 6 to 75.

### **The Board of Management's Responsibility**

The Board of Management of the Bank is responsible for the preparation and the true and fair presentation of the separate financial statements of the Bank in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and regulations on the preparation and presentation of separate financial statements applicable to credit institutions operating in Vietnam, and for such internal control which the Board of Management determines is necessary to enable the preparation and presentation of separate financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the separate financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the separate financial statements of the Bank are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the separate financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Bank's preparation and true and fair presentation of the separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the separate financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



### Auditor's Opinion

In our opinion, the separate financial statements present fairly, in all material respects, the separate financial position of the Bank as at 31 December 2024, the results of its separate financial performance and its separate cash flows for the year then ended, in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and regulations on the preparation and presentation of separate financial statements applicable to credit institutions operating in Vietnam.

### Other Matter

The independent auditor's report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

### For and on behalf of PwC (Vietnam) Limited



\_\_\_\_\_  
Nguyen Hoang Nam  
Audit Practising Licence No.  
0849-2023-006-1  
Authorised signatory

Report reference number: HCM16502  
Ho Chi Minh City, 28 March 2025



\_\_\_\_\_  
Mai Tran Bao Anh  
Audit Practising Licence No.  
4166-2022-006-1



## SEPARATE STATEMENT OF FINANCIAL POSITION

		As at	
	Note	31.12.2024 VND million	31.12.2023 VND million
<b>A ASSETS</b>			
<b>I Cash on hand, gold, silver, precious metals</b>	3	2,095,973	2,257,426
<b>II Balances with SBV</b>	4	4,335,534	4,058,527
<b>III Placements with other credit institutions</b>		29,829,638	43,026,893
1 Placements with other credit institutions	5	29,829,638	43,026,893
<b>IV Trading securities</b>	6	3,031,363	-
1 Trading securities		3,031,363	-
<b>V Derivatives financial instruments and other financial assets</b>	7	291,886	-
<b>VI Loans to customers</b>	8	163,385,744	138,913,150
1 Loans to customers		165,154,897	140,448,924
2 Provisions for losses on loans to customers		(1,769,153)	(1,535,774)
<b>VII Debts purchasing activities</b>	9	794,000	-
1 Purchased debts		800,000	-
2 Provision for losses on purchased debts		(6,000)	-
<b>VIII Investment securities</b>		29,119,180	6,983,290
1 Available-for-sale investment securities	10.1	13,506,598	3,712,868
2 Held-to-maturity investment securities	10.2	15,849,762	3,438,770
3 Provisions for losses on investment securities	10.6	(237,180)	(168,348)
<b>IX Long-term investments</b>	11	300,000	300,000
1 Investments in a subsidiary		300,000	300,000
<b>X Fixed assets</b>		3,751,234	3,656,740
1 Tangible fixed assets	12.1	1,107,892	1,108,284
a Historical cost		2,569,380	2,506,132
b Accumulated depreciation		(1,461,488)	(1,397,848)
3 Intangible fixed assets	12.2	2,643,342	2,548,456
a Historical cost		3,046,547	2,898,422
b Accumulated amortisation		(403,205)	(349,966)
<b>XII Other assets</b>		3,090,264	2,476,676
1 Other receivables	13.1	1,346,594	1,300,599
2 Interests and fees receivables	13.2	1,540,576	805,637
3 Deferred tax assets	19	20,727	20,549
4 Other assets	13.3	648,181	815,696
5 Provisions for losses on other assets	13.5	(465,814)	(465,805)
<b>TOTAL ASSETS</b>		<b>240,024,816</b>	<b>201,672,702</b>

The notes on pages 12 to 75 are an integral part of these separate financial statements.

## SEPARATE STATEMENT OF FINANCIAL POSITION (continued)

		As at		
		Note	31.12.2024 VND million	31.12.2023 VND million
<b>B</b>	<b>LIABILITIES AND EQUITY</b>			
<b>I</b>	<b>Borrowings from the Government, SBV</b>	14	<b>2,079,510</b>	<b>19,870</b>
1	Deposits and borrowings from the Government, SBV		2,079,510	19,870
<b>II</b>	<b>Placements and borrowings from other credit institutions</b>		<b>29,670,330</b>	<b>16,363,869</b>
1	Placements from other credit institutions	15.1	22,067,863	16,363,869
2	Borrowings from other credit institutions	15.2	7,602,467	-
<b>III</b>	<b>Deposits from customers</b>	16	<b>167,821,263</b>	<b>156,654,052</b>
<b>IV</b>	<b>Derivatives financial instruments and other financial liabilities</b>	7	-	<b>230,822</b>
<b>VI</b>	<b>Valuable papers in issue</b>	17	<b>10,864,503</b>	<b>2,000,000</b>
<b>VII</b>	<b>Other liabilities</b>		<b>4,576,079</b>	<b>4,012,748</b>
1	Interests and fees payables	18.1	2,119,982	2,553,314
3	Other liabilities	18.2	2,456,097	1,459,434
<b>TOTAL LIABILITIES</b>			<b>215,011,685</b>	<b>179,281,361</b>
<b>VIII</b>	<b>Equity</b>	20	<b>25,013,131</b>	<b>22,391,341</b>
1	Capital		18,781,551	17,563,006
a	Charter capital		18,688,106	17,469,561
b	Investment and construction capital		15,396	15,396
c	Shares premium		156,322	156,322
d	Treasury shares		(78,273)	(78,273)
2	Reserves		3,537,491	2,878,790
5	Retained earnings		2,694,089	1,949,545
<b>TOTAL EQUITY</b>			<b>25,013,131</b>	<b>22,391,341</b>
<b>TOTAL LIABILITIES AND EQUITY</b>			<b>240,024,816</b>	<b>201,672,702</b>

## SEPARATE STATEMENT OF FINANCIAL POSITION (continued)

## SEPARATE OFF-BALANCE SHEET ITEMS

		As at	
	Note	31.12.2024 VND million	31.12.2023 VND million
2	Foreign exchange transactions commitments	102,756,003	103,163,887
	- <i>Buying foreign currency commitments</i>	3,679,596	7,010,818
	- <i>Selling foreign currency commitments</i>	3,919,378	8,004,778
	- <i>Swap commitments</i>	95,157,029	88,148,291
4	Letters of credit (LC) commitments	2,252,224	1,226,057
5	Other guarantees	3,234,191	2,819,202
6	Other commitments	3,981,783	1,655,576
7	Interests and fees receivables not yet collected	3,417,157	3,529,436
8	Bad debts written-off	11,147,623	12,647,688
9	Other assets and documents	362,093	358,413

\_\_\_\_\_  
 Trương Hoàng Tin  
 Preparer

\_\_\_\_\_  
 La Quang Trung  
 Chief Accountant



\_\_\_\_\_  
 Nguyễn Hoàng Hai  
 Acting General Director  
 Authorised signatory  
 28 March 2025



## SEPARATE INCOME STATEMENT

		Year ended 31 December	
		2024	2023
	Note	VND million	VND million
1	Interest and similar income	21	13,234,075
2	Interest and similar expenses	22	(7,326,256)
<b>I</b>	<b>Net interest income</b>	<b>5,907,819</b>	<b>4,581,069</b>
3	Fee and commission income	23	2,157,025
4	Fee and commission expenses	24	(1,085,567)
<b>II</b>	<b>Net fee and commission income</b>	<b>1,071,458</b>	<b>506,072</b>
<b>III</b>	<b>Net gain from trading in foreign currencies</b>	<b>25</b>	<b>673,796</b>
<b>V</b>	<b>Net (loss)/gain from trading of investment securities</b>	<b>26</b>	<b>(68,479)</b>
5	Other income		1,078,089
6	Other expenses		(192,508)
<b>VI</b>	<b>Net other income</b>	<b>27</b>	<b>885,581</b>
<b>VII</b>	<b>Income from investments in other entities</b>		<b>1,385</b>
<b>VIII</b>	<b>Operating expenses</b>	<b>28</b>	<b>(3,354,888)</b>
<b>IX</b>	<b>Operating profit before provisions for credit losses</b>		<b>5,116,672</b>
<b>X</b>	<b>Provisions for credit losses</b>	<b>29</b>	<b>(969,072)</b>
<b>XI</b>	<b>Profit before tax</b>		<b>4,147,600</b>
7	Corporate income tax ("CIT") - current		(853,591)
8	CIT - deferred		178
<b>XII</b>	<b>CIT</b>	<b>30</b>	<b>(853,413)</b>
<b>XIII</b>	<b>Net profit after tax</b>		<b>3,294,187</b>

Truong Hoang Tin  
Preparer

La Quang Trung  
Chief Accountant

Nguyen Hoang Hai  
Acting General Director  
Authorised signatory  
28 March 2025

**SEPARATE CASH FLOW STATEMENT**  
**(Direct method)**

		<b>Year ended 31 December</b>	
		<b>2024</b>	<b>2023</b>
	<b>Note</b>	<b>VND million</b>	<b>VND million</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
01 Interest and similar income received		12,911,207	14,882,415
02 Interest and similar expenses paid		(7,747,127)	(9,973,140)
03 Net fee and commission income received		671,458	506,072
04 Net amount received from trading activities (foreign currencies, golds and securities)		649,959	543,415
05 Other income/(expenses)		285,382	(68,332)
06 Recoveries of written-off loans	27	834,202	854,461
07 Payments to employees and for administrative expenses		(3,101,043)	(3,188,614)
08 CIT paid during the year	33	(684,891)	(488,157)
<b>NET CASH INFLOWS FROM OPERATING ACTIVITIES BEFORE CHANGES IN OPERATING ASSETS AND LIABILITIES</b>		<b>3,819,147</b>	<b>3,068,120</b>
<b>Changes in operating assets</b>			
10 (Increase)/decrease in securities trading		(24,200,443)	2,067,087
11 (Increase)/decrease in derivatives financial instruments and other financial assets		(291,886)	120,182
12 Increase in loans to customers and debt purchasing		(25,505,973)	(9,943,310)
13 Utilisation of provision	8.8	(729,693)	(468,071)
14 Increase in other operating assets		(123,347)	(1,091)
<b>Changes in operating liabilities</b>			
15 Increase/(decrease) in borrowings from the Government and SBV		2,059,640	(4,391)
16 Increase in placements and borrowings from other credit institutions		13,306,461	4,470,843
17 Increase in deposits from customers		11,167,211	7,840,036
18 Increase in valuable papers in issue		8,864,503	2,000,000
20 (Decrease)/increase in derivatives financial instruments and other financial liabilities		(230,822)	230,822
21 Increase/(decrease) in other operating liabilities		635,300	(155,753)
22 Payments from reserves of credit institutions		(137)	-
<b>I NET CASH (OUTFLOWS)/INFLOWS FROM OPERATING ACTIVITIES</b>		<b>(11,230,039)</b>	<b>9,224,474</b>

The notes on pages 12 to 75 are an integral part of these separate financial statements.



**SEPARATE CASH FLOW STATEMENT (continued)**  
**(Direct method)**

		Year ended 31 December		
	Note	2024 VND million	2023 VND million	
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
01	Purchases of fixed assets and other long-term assets	(300,236)	(658,991)	
02	Proceeds from disposals of fixed assets	5,091	19,009	
09	Dividends and shared profits received from long-term investments	1,385	1,148	
<b>II NET CASH OUTFLOWS FROM INVESTING ACTIVITIES</b>		<b>(293,760)</b>	<b>(638,834)</b>	
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
04	Dividends paid to shareholders	20.1	(522,260)	-
<b>III NET CASH OUTFLOWS FROM FINANCING ACTIVITIES</b>		<b>(522,260)</b>	<b>-</b>	
<b>IV NET CASH (OUTFLOWS)/INFLOWS DURING THE YEAR</b>		<b>(12,046,059)</b>	<b>8,585,640</b>	
<b>V CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>		31	<b>49,342,846</b>	<b>40,757,206</b>
<b>VII CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>		31	<b>37,296,787</b>	<b>49,342,846</b>

Truong Hoang Tin  
Preparer

La Quang Trung  
Chief Accountant

Nguyen Hoang Hai  
Acting General Director  
Authorised signatory  
28 March 2025





## **INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

We have audited the accompanying consolidated financial statements of Vietnam Export Import Commercial Joint Stock Bank ("the Bank") and its subsidiary which were prepared on 31 December 2024 and approved by the Board of Management of the Bank on 28 March 2025. The consolidated financial statements comprise the consolidated statement of financial position as at 31 December 2024, the consolidated income statement, the consolidated cash flow statement for the year then ended, and explanatory notes to the consolidated financial statements including significant accounting policies, as set out on pages 6 to 76.

### **The Board of Management's Responsibility**

The Board of Management of the Bank is responsible for the preparation and the true and fair presentation of the consolidated financial statements of the Bank and its subsidiary in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and regulations on the preparation and presentation of consolidated financial statements applicable to credit institutions operating in Vietnam, and for such internal control which the Board of Management determines is necessary to enable the preparation and presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with Vietnamese Standards on Auditing. Those standards require that we comply with ethical standards and requirements and plan and perform the audit in order to obtain reasonable assurance as to whether the consolidated financial statements of the Bank and its subsidiary are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including an assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Bank's preparation and true and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Bank and its subsidiary's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Auditor's Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Bank and its subsidiary as at 31 December 2024, the results of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with Vietnamese Accounting Standards, Vietnamese Accounting System and regulations on the preparation and presentation of consolidated financial statements applicable to credit institutions operating in Vietnam.

### Other Matter

The independent auditor's report is prepared in Vietnamese and English. Should there be any conflict between the Vietnamese and English versions, the Vietnamese version shall take precedence.

For and on behalf of PwC (Vietnam) Limited



\_\_\_\_\_  
Nguyen Hoang Nam  
Audit Practising Licence No:  
0849-2023-006-1  
Authorised signatory



\_\_\_\_\_  
Mai Tran Bao Anh  
Audit Practising Licence No:  
4166-2022-006-1

Report reference number: HCM16503  
Ho Chi Minh City, 28 March 2025



## CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		As at	
	Note	31.12.2024 VND million	31.12.2023 VND million
<b>A ASSETS</b>			
<b>I Cash on hand, gold, silver, precious metals</b>	3	2,095,973	2,257,426
<b>II Balances with SBV</b>	4	4,335,534	4,058,527
<b>III Placements with other credit institutions</b>		29,829,638	43,026,893
1 Placements with other credit institutions	5	29,829,638	43,026,893
<b>IV Trading securities</b>	6	3,031,363	-
1 Trading securities		3,031,363	-
<b>V Derivatives financial instruments and other financial assets</b>	7	291,886	-
<b>VI Loans to customers</b>	8	163,385,744	138,913,150
1 Loans to customers		165,154,897	140,448,924
2 Provisions for losses on loans to customers		(1,769,153)	(1,535,774)
<b>VII Debts purchasing activities</b>	9	794,000	-
1 Purchased debts		800,000	-
2 Provision for losses on purchased debts		(6,000)	-
<b>VIII Investment securities</b>		29,119,180	6,983,290
1 Available-for-sale investment securities	10.1	13,506,598	3,712,868
2 Held-to-maturity investment securities	10.2	15,849,762	3,438,770
3 Provisions for losses on investment securities	10.6	(237,180)	(168,348)
<b>X Fixed assets</b>		3,775,847	3,681,740
1 Tangible fixed assets	11.1	1,109,154	1,109,933
a Historical cost		2,573,008	2,509,785
b Accumulated depreciation		(1,463,854)	(1,399,852)
3 Intangible fixed assets	11.2	2,666,693	2,571,807
a Historical cost		3,069,898	2,921,773
b Accumulated amortisation		(403,205)	(349,966)
<b>XII Other assets</b>		3,108,829	2,495,809
1 Other receivables	12.1	1,364,559	1,318,563
2 Interests and fees receivables	12.2	1,540,576	805,637
3 Deferred tax assets	18	20,727	20,549
4 Other assets	12.3	648,947	817,031
5 Provisions for losses on other assets	12.5	(465,980)	(465,971)
<b>TOTAL ASSETS</b>		<b>239,767,994</b>	<b>201,416,835</b>

The notes on pages 12 to 76 are an integral part of these consolidated financial statements.

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

			As at	
		Note	31.12.2024 VND million	31.12.2023 VND million
B	LIABILITIES AND EQUITY			
I	Borrowings from the Government, SBV	13	2,079,510	19,870
1	Deposits and borrowings from the Government, SBV		2,079,510	19,870
II	Placements and borrowings from other credit institutions		29,670,330	16,363,869
1	Placements from other credit institutions	14.1	22,067,863	16,363,869
2	Borrowings from other credit institutions	14.2	7,602,467	-
III	Deposits from customers	15	167,447,644	156,329,168
IV	Derivatives financial instruments and other financial liabilities	7	-	230,822
VI	Valuable papers in issue	16	10,864,503	2,000,000
VII	Other liabilities		4,606,601	4,028,107
1	Interests and fees payables	17.1	2,119,353	2,552,457
3	Other liabilities	17.2	2,487,248	1,475,650
	TOTAL LIABILITIES		214,668,588	178,971,836
VIII	Equity	19	25,099,406	22,444,999
1	Capital		18,781,551	17,563,006
a	Charter capital		18,688,106	17,469,561
b	Investment and construction capital		15,396	15,396
c	Shares premium		156,322	156,322
d	Treasury shares		(78,273)	(78,273)
2	Reserves		3,562,209	2,896,986
5	Retained earnings		2,755,646	1,985,007
	TOTAL EQUITY		25,099,406	22,444,999
	TOTAL LIABILITIES AND EQUITY		239,767,994	201,416,835

The notes on pages 12 to 76 are an integral part of these consolidated financial statements.



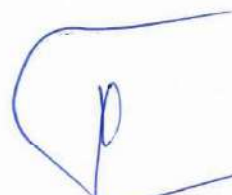
## CONSOLIDATED STATEMENT OF FINANCIAL POSITION (continued)

## CONSOLIDATED OFF-BALANCE SHEET ITEMS

			As at	
	Note		31.12.2024 VND million	31.12.2023 VND million
2	Foreign exchange transactions commitments	34.1	102,756,003	103,163,887
	- <i>Buying foreign currency commitments</i>		3,679,596	7,010,818
	- <i>Selling foreign currency commitments</i>		3,919,378	8,004,778
	- <i>Swap commitments</i>		95,157,029	88,148,291
4	Letters of credit (LC) commitments	34.1	2,252,224	1,226,057
5	Other guarantees	34.1	3,234,191	2,819,202
6	Other commitments	34.1	3,981,783	1,655,576
7	Interests and fees receivables not yet collected	34.2	3,417,157	3,529,436
8	Bad debts written-off	34.3	11,147,623	12,647,688
9	Other assets and documents	34.4	362,093	358,413



Trương Hoàng Tín  
Preparer



La Quang Trung  
Chief Accountant



Nguyễn Hoàng Hai  
Acting General Director  
Authorised signatory  
28 March 2025

## CONSOLIDATED INCOME STATEMENT

		Year ended 31 December	
		2024	2023
	Note	VND million	VND million
1	Interest and similar income	20	13,234,075
2	Interest and similar expenses	21	(7,310,550)
<b>I</b>	<b>Net interest income</b>	<b>5,923,525</b>	<b>4,597,104</b>
3	Fee and commission income	22	2,165,867
4	Fee and commission expenses	23	(1,085,567)
<b>II</b>	<b>Net fee and commission income</b>	<b>1,080,300</b>	<b>514,300</b>
<b>III</b>	<b>Net gain from trading in foreign currencies</b>	<b>24</b>	<b>673,796</b>
<b>V</b>	<b>Net (loss)/gain from trading of investment securities</b>	<b>25</b>	<b>(68,479)</b>
5	Other income		1,079,063
6	Other expenses		(131,955)
<b>VI</b>	<b>Net other income</b>	<b>26</b>	<b>947,108</b>
<b>VII</b>	<b>Income from investments in other entities</b>		<b>1,385</b>
<b>VIII</b>	<b>Operating expenses</b>	<b>27</b>	<b>(3,400,146)</b>
<b>IX</b>	<b>Operating profit before provisions for credit losses</b>		<b>5,157,489</b>
<b>X</b>	<b>Provisions for credit losses</b>	<b>28</b>	<b>(969,072)</b>
<b>XI</b>	<b>Profit before tax</b>		<b>4,188,417</b>
7	Corporate income tax ("CIT") - current		(861,791)
8	CIT - deferred		178
<b>XII</b>	<b>CIT</b>	<b>29</b>	<b>(861,613)</b>
<b>XIII</b>	<b>Net profit after tax</b>		<b>3,326,804</b>
<b>XV</b>	<b>Basic earnings per share (VND/share)</b>	<b>19.2</b>	<b>1,786</b>
			<b>1,082</b>

Truong Hoang Tin  
Preparer

La Quang Trung  
Chief Accountant

Nguyen Hoang Hai  
Acting General Director  
Authorised signatory  
28 March 2025

The notes on pages 12 to 76 are an integral part of these consolidated financial statements.

**CONSOLIDATED CASH FLOW STATEMENT**  
 (Direct method)

		Year ended 31 December	
		2024	2023
	Note	VND million	VND million
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
01	Interest and similar income received	12,911,207	14,882,415
02	Interest and similar expenses paid	(7,731,193)	(9,957,447)
03	Net fee and commission income received	680,300	514,300
04	Net amount received from trading activities (foreign currencies, golds and securities)	649,959	543,415
05	Other income/(expenses)	346,806	(21,703)
06	Recoveries of written-off loans	834,202	854,461
07	Payments to employees and for administrative expenses	(3,147,755)	(3,237,111)
08	CIT paid during the year	(690,214)	(488,166)
<b>NET CASH INFLOWS FROM OPERATING ACTIVITIES BEFORE CHANGES IN OPERATING ASSETS AND LIABILITIES</b>		<b>3,853,312</b>	<b>3,090,164</b>
<b>Changes in operating assets</b>			
10	(Increase)/decrease in securities trading	(24,200,443)	2,067,087
11	(Increase)/decrease in derivatives financial instruments and other financial assets	(291,886)	120,182
12	Increase in loans to customers and debt purchasing	(25,505,973)	(9,943,310)
13	Utilisation of provision	(729,693)	(468,071)
14	(Increase)/decrease in other operating assets	(122,779)	2,023
<b>Changes in operating liabilities</b>			
15	Increase/(decrease) in borrowings from the Government and SBV	2,059,640	(4,391)
16	Increase in placements and borrowings from other credit institutions	13,306,461	4,470,843
17	Increase in deposits from customers	11,118,476	7,714,597
18	Increase in valuable papers in issue	8,864,503	2,000,000
20	(Decrease)/increase in derivatives financial instruments and other financial liabilities	(230,822)	230,822
21	Increase/(decrease) in other operating liabilities	649,231	(54,040)
22	Payments from reserves of credit institutions	(137)	-
<b>I</b>	<b>NET CASH (OUTFLOWS)/INFLOWS FROM OPERATING ACTIVITIES</b>	<b>(11,230,110)</b>	<b>9,225,906</b>

The notes on pages 12 to 76 are an integral part of these consolidated financial statements.



**CONSOLIDATED CASH FLOW STATEMENT (continued)**  
**(Direct method)**

		Year ended 31 December	
		2024	2023
	Note	VND million	VND million
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
01	Purchases of fixed assets and other long-term assets	(300,268)	(660,423)
02	Proceeds from disposals of fixed assets	5,194	19,009
09	Dividends and shared profits received from long-term investments	1,385	1,148
<b>II</b>	<b>NET CASH OUTFLOWS FROM INVESTING ACTIVITIES</b>	<b>(293,689)</b>	<b>(640,266)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
04	Dividends paid to shareholders	(522,260)	-
<b>III</b>	<b>NET CASH OUTFLOWS FROM FINANCING ACTIVITIES</b>	<b>(522,260)</b>	<b>-</b>
<b>IV</b>	<b>NET CASH (OUTFLOWS)/INFLOWS DURING THE YEAR</b>	<b>(12,046,059)</b>	<b>8,585,640</b>
<b>V</b>	<b>CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>49,342,846</b>	<b>40,757,206</b>
<b>VII</b>	<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>37,296,787</b>	<b>49,342,846</b>



Trương Hoàng Tin  
Preparer



La Quang Trung  
Chief Accountant




Nguyễn Hoàng Hải  
Acting General Director  
Authorised signatory  
28 March 2025





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

*Ho Chi Minh City, date 08 month 4 year 2025*

## **PROPOSAL**

**Re: Approval the 2025 total remuneration and operating budget of the Board of Directors**

**TO: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions 2024 ;
- Pursuant to the Law on Enterprises 2020;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”);
- Pursuant to the Regulations on organization and operation of the Board of Directors;
- Pursuant to the 2025 Business Plan submitted to the General Meeting of Shareholders of Eximbank,

The Board of Directors (“BOD”) respectfully submits to the General Meeting of Shareholders (“GMS”) for approval of the Board of Directors' operating budget and the Board of Directors' remuneration for 2025 as follows:

### **I. Board of Directors' operating budget for 2025**

The Board of Directors' operating budget to cover specific operating expenses is as follows:

- Domestic and international business expenses (including travel expenses, accommodation allowance, room rental at the business destination, baggage fees, and accompanying documents);
- Customer service transaction costs;
- Meeting and seminar costs;
- Training costs;
- Cost of consulting and other services for the operation of the Board of Directors.

The operating budget of the Board of Directors in 2025 is submitted to the General Meeting of Shareholders for approval with a maximum amount of: **VND 10,000,000,000 (ten billion VND).**





## II. Remuneration for the Board of Directors in 2025

### 1. Base for determining remuneration level in 2025 :

- Based on the 2025 Business Plan ;
- In accordance with directions and orientation of Eximbank's business activities and continue to strengthen supervision and auditing activities to ensure the goals of safety, efficiency and sustainability;
- The number of members of the Board of Directors in 2025 is implemented according to the functions and tasks of the Board of Directors;
- Based on planning and cost management for 2025;
- Based on current conditions and capabilities of Eximbank.

### 2. Board of Directors' remuneration in 2025 :


Pursuant to Article 61 of Eximbank Charter regulations on remuneration and other benefits of members of the Board of Directors, The Board of Directors respectfully submits to the General Meeting of Shareholders for approval of the total remuneration for the Board of Directors in 2025 with a maximum amount of **VND 25,000,000,000 (twenty-five billion VND)**.

The Board of Directors respectfully submits to the General Meeting of Shareholders for approval.

Best regards / 

**ON BEHALF OF BOARD OF DIRECTORS**  
**CHAIRPERSON** 



  
**Nguyễn Cảnh Anh**



**TO: GENERAL MEETING OF SHAREHOLDERS**

**OPERATING BUDGET AND REMUNERATIONS OF THE BOARD OF  
SUPERVISORS IN 2025**

- Based on the Enterprise Law 2020 and its guidelines on implementation;
- Based on the Law on Credit Institutions 2024;
- Based on the Charter of Vietnam Export Import Commercial Joint Stock Bank (Eximbank);
- Based on the Regulations on the organization and operations of the Board of Supervisors of Eximbank;

The Board of Supervisors (“BoS”) would like to submit to the General meeting of shareholders the proposed plan for its operating budget and remunerations in 2025 as below.

**1. Operating budget:**

Based on the Bank’s business plan and duties of the BoS in 2025, the BoS shall, in order to prevent and mitigate risks in Eximbank’s operations for the sake of safety and effectiveness, continue strengthening its inspection and supervision by way of internal audit and remote oversight.

In such spirit, the BoS expects a budget for its operations in 2025 to be VND7 billion (Seven billion dong), including travel expenses, expert engagement, seminars, conferences, guest reception and others (incl. costumes, health insurance and D&O insurance, phone charges, ...).

**2. Remunerations:**

Based on the business goals and growth orientations of Eximbank in 2025, respective duties of the BoS in the year and number of BoS members, and existing conditions, the BoS would like to propose the General meeting of shareholders for consideration and approval of: The fixed remunerations paid to the BoS in 2025 to be VND22 billion (Twenty two billion dong).

Yours sincerely,



**F/O BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**





**TO: GENERAL MEETING OF SHAREHOLDERS**

***Re: Selection of the independent audit company***

*Pursuant to:*

- *Law on Credit Institutions dated 18/01/2024 (“Law on CIs 2024”);*
- *Law on Enterprises dated 17/06/2020 (“Enterprise Law 2020”);*
- *Decree No. 155/2020/NĐ-CP dated 31/12/2021 of the Government detailing the implementation of a number of articles of the Securities Law (“Decree 155/2020/NĐ-CP”);*
- *Circular No. 51/2024/TT-NHNN dated 29/11/2024 of the Governor of the State Bank of Vietnam prescribing independent audit of commercial banks, non-bank credit institutions, microfinance institutions, and foreign bank branches (“Circular 51/2024/TT-NHNN”);*
- *Charter of Vietnam Export Import Commercial JS Bank (“Charter”);*
- *Proposal dated 04/4/2025 of the Acting CEO regarding the selection of the independent auditor,*

The Board of Supervisors would like to submit to the General Meeting of Shareholders the selection of an independent auditor to review and audit the financial statements, and conduct internal control assurance service in the preparation and presentation of financial statements as well as other audit activities as follows:

1. To choose one independent auditor among the companies approved by State Securities Commission to audit units with public interests in securities field, upon satisfaction with Circular 51/2024/TT-NHNN, namely:
  - Ernst & Young Viet Nam Limited
  - KPMG Co., Ltd
  - PricewaterhouseCoopers (Vietnam)
  - Deloitte Vietnam Co., Ltd
2. To assign the Board of Directors to carry out and select an independent audit entity out of the above-named list (item 1) to review and audit the financial statements, and conduct internal control assurance service in the preparation and presentation of financial statements of Eximbank and its subsidiary in the fiscal year 2026.
3. For other audit services to be carried out in 2025 until the meeting of the General Meeting of Shareholders in 2026: the General Meeting of Shareholders shall authorize the Board of Directors to decide on the selection of an independent audit entity satisfying the requirements and law regulations among the list of audit entities approved to conduct audit



for units with public interests in securities field as published by State Securities Commission and updated up to the time of selection.

**FOR BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**







*Ho Chi Minh City, date 08 month 4 year 2025*

## **PROPOSAL**

***Re: Approval of the draft Internal Governance Regulations and the revised Regulations on organization and operation of the Board of Directors***

### **TO: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to Law on Credit Institutions No. 32/2024/QH15 promulgated on January 18<sup>th</sup>, 2024 and its implementing documents ("Law on Credit Institutions 2024");
- Pursuant to the Law on Enterprises No. 59/2020/QH14 promulgated on June 17<sup>th</sup>, 2020 and its amendments and implementing guidelines;
- Pursuant to the Securities Law 54/2019/QH14 promulgated on November 26<sup>th</sup>, 2019 and implementing documents;
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank approved by the General Meeting of Shareholders on February 26<sup>th</sup>, 2025 ("Charter");
- Pursuant to relevant legal documents and actual situation,

### **1. REASON FOR AMENDMENT**

- On January 18<sup>th</sup>, 2024, the Law on Credit Institutions 2024 was issued and has regulations and adjustments to many matters including: (i) Internal governance regulations, (ii) Regulations on organization and operation of the Board of Directors of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank").
- On February 26<sup>th</sup>, 2025, the General Meeting of Shareholders approved the amended Charter of Eximbank.
- Accordingly, the Board of Directors has organized the review and adjustment of the current Internal Governance Regulations, the Organization and Operation Regulations of the Board of Directors: (1) Comply with relevant legal regulations; (2) Consistent with Eximbank's Charter; (3) Adjusting to suit the practical process of organizing activities and management of Eximbank; (4) Shortening/Eliminating some overlapping contents with the Charter, only regulating key and practical contents according to needs, suitable for actual operations, improving management efficiency.


### **2. PROPOSAL CONTENT**

Pursuant to the authority of the General Meeting of Shareholders to approve the Internal Governance Regulations, the Organization and Operation Regulations of the Board of Directors (as stipulated in: *Article 40.3 of the Charter; Article 67.3 (c) of the*




*Law on Credit Institutions 2024; Article 270.2 of Decree 155/2020/ND-CP dated December 31<sup>st</sup>, 2020 detailing the implementation of a number of articles of the Securities Law ), the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval:*

- (i) *Approval the draft of internal governance regulations (amended) in accordance with the attachment to this Report.*
- (ii) *Approval the draft Regulations on organization and operation of the Board of Directors (amended) in accordance with the attachment to this Report.*
- (iii) *Assigning the Chairman of the Board of Directors to review and adjust the technical and formal details to complete the documents and issue the above Regulations after being approved by the General Meeting of Shareholders.*

Respectfully submit. /. 

**ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON** 



**Nguyễn Cảnh Anh** 

***Attached:***

- *Draft of internal governance regulations (amended);*
- *Draft Regulations on organization and operation of the Board of Directors (amended).*



**DRAFT**

# **REGULATIONS ON INTERNAL GOVERNANCE**

## **VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

*(issued in conjunction with Decision [....] dated [....] of [....])*

### **CHAPTER I**

#### **GENERAL PROVISIONS**

#### **Article 1. Scope of governance, subjects and principles of application**

##### **1. Scope of governance**

This Regulation provides for issues relating to governance of Vietnam Export Import Commercial Joint Stock Bank (“Eximbank”), including:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Board of Supervisors;
- d) Managers, executives;
- e) Person in charge of company’s governance;
- f) Coordination between Board of Directors, Board of Supervisors và General Director;
- g) Other relevant issues.

##### **2. Subjects of application**

- a) Shareholders and their related persons;
- b) Members of the Board of Directors, Board of Supervisors, General Director, Deputy General Directors, other executives, Person in charge of company’s governance and their respective related person;
- c) Other organizations and individuals of Eximbank relating hereto.

##### **3. Principles of application**

- a) Issues not specified herein shall be subject to the Charter and relevant laws.
- b) In case of changes to the Charter and/or law regulations causing the provisions hereof different from those of the Charter and/or law, the revised provisions of the Charter and/or law shall prevail.
- c) In case of conflict in the provisions hereof with those of the Charter/law with respect to the same matter, those of the Charter or law shall prevail.
- d) Words, terms or concepts used herein shall be construed in correspondence with the Charter and relevant laws.

#### **Article 2. Basic principles of governance**

- 1. Compliance with relevant laws and the Charter;



2. Efficient governance structure and operating model;
3. Fair treatment to shareholders, respect and assurance of shareholders' legitimate interests;
4. Transparency in Eximbank's operations.

### **Article 3. Governance organization structure**

#### **1. The governance organization structure of Eximbank consists of:**

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Board of Supervisors;
- d) General Director.

#### **2. Councils and Committees under the Board of Directors**

- a) The Board of Directors shall establish councils and committees as regulated by law.
- b) Other than the councils and committees as statutory, the Board of Directors may set up other councils, committees or agencies under it to give advice and consultation for the Board of Directors to carry out its tasks and powers to the extent of and in conformity with law and the Charter.
- c) The Board of Directors provides for the structure, functions, tasks, powers, operating mechanism and otherwise of the councils, committees and other agencies under it comply with the regulations.

#### **3. Councils/Committee and sections under the General Director**

- a) The General Director shall establish councils/committee according to law.
- b) Other than the councils/ committees as statutory, the General Director may set up other councils or assisting and consulting sections under him/her to give advice and consultation to and assist the General Director in performing his/her tasks and powers to the extent of and in conformity with law, the Charter and Eximbank's operation.
- c) The General Director defines the structure, functions, tasks, powers, operating mechanism and otherwise of the councils/committee, assisting and consulting sections under him/her.

#### **4. Governance of subsidiaries and associate companies**

The Board of Directors shall decide on and execute the rights and obligations of shareholder/owner/capital contributor in managing and administering business activities, controlling risks and other activities at subsidiaries and associate companies in accordance with the Charter, article of association of subsidiaries and associate companies, and relevant laws.

### **Article 4. Legal representative**

1. The General Director or Chairman of the Board of Directors shall be the legal representative of Eximbank as provided in the Charter. Eximbank shall send a notice to



the State Bank of its legal representative within ten (10) days from the date the legal representative is elected or appointed, or any change thereto.

2. The legal representative shall reside in Viet Nam. He/She shall, in case of leaving Viet Nam, have to authorize another manager or executive of Eximbank who is residing in Viet Nam, in writing to exercise the rights and obligations of the legal representative. In which case, the legal representative shall still be responsible for the performance of the rights and obligations as authorized. Expiring the authorization period as stated in this clause, if the legal representative has not returned to Viet Nam and gives no other authorization, the authorized person shall continue performing the rights and obligations of the legal representative until he/she gets back to work or the Board of Directors decides to appoint another person as the legal representative.
3. Where the legal representative is not present in Viet Nam for more than thirty (30) days without authorizing another person to carry out his/her rights and obligations, or is dead, missing, facing criminal prosecution, kept in temporary detention, serving an imprisonment sentence, serving an administrative penalty in a correctional institution or rehabilitation center, has limited legal capacity or is incapacitated, has difficulty controlling his/her own behaviors, is banned by the court from holding certain positions or doing certain works, the Board of Directors shall appoint another legal representative.
4. Responsibilities of the legal representative:
  - a) Exercise and perform his/her rights and obligations in an honest and prudent manner to protect Eximbank's lawful interests;
  - b) Be loyal to Eximbank's interests; not abuse his/her power and position or use the Bank's information, know-hows, business opportunities and other assets for personal gain or serve any other organization's or individual's interests;
  - c) Assume personal responsibility for damages incurred by Eximbank by virtue of his/her violation of the obligations specified in this Article;
  - d) Others according to regulations of Eximbank and law.

#### **Article 5. Seal**

1. The official seal (or stamp) of Eximbank may be either the one made by a seal maker or in digital form in correspondence with law regulations on electronic transactions.
2. The Board of Directors shall determine the details of the seal of Eximbank made by a seal maker, including the quantity, form, substance, governance, use and retention.
3. Unless otherwise decided by the Board of Directors, the General Director shall determine the details of the seal of Eximbank in digital form, including the quantity, form, substance, governance, use and retention.
4. Eximbank shall use the seal in its transactions in obedience with regulations of law and Eximbank.

## **CHAPTER II**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**





## **Article 6. Shareholders and General Meeting of Shareholders**

1. Roles, rights and obligations of shareholders and General Meeting of Shareholders as specified in the Charter.
2. Shareholders have the right to protect their lawful interests. If decisions of the General Meeting of Shareholders and/or of the Board of Directors are in breach of law, causing damages to Eximbank, shareholders are entitled to request for revoking or suspending such decisions according to law.
3. Authorized representatives of institutional shareholders:
  - a) In case an institutional shareholder designates more than one authorized representative, the holding represented by each of them shall be specified. Otherwise, the total holding shall be equally divided among the authorized representatives in the principle of rounding up.
  - b) The appointment, termination or change of a shareholder's authorized person must be notified in writing to Eximbank's head office as soon as possible. Authorized notification must include main statements hereof:
    - (i) Name, enterprise ID number and headquarter address of the shareholder;
    - (ii) Number of authorized representatives and their respective holdings shares of each authorized person;
    - (iii) Full name, contact address, nationality, and legal document number of each authorized representative;
    - (iv) Authorization period of each authorized representative, specifying the start date of representation;
    - (v) Full name and signature of the authorized representatives and legal representative of the shareholder.
  - c) The designation of authorized representatives shall be informed to Eximbank and only take effect from: (i) the time Eximbank receives a lawful document of such designation, or (ii) the effective time recorded thereon (whichever occurs later).

The termination of authorized representatives shall become effective upon Eximbank's receipt of a lawful written notice from the shareholder, except for termination of authorization for attending meetings of the General Meeting of Shareholders which shall follow the notice and guidance of the meeting convener.
  - d) Criteria, requirements and responsibility of authorized representatives of institutional shareholders: subject to provisions of the Enterprise Law and relevant laws.

## **Article 7. Meetings of the General Meeting of Shareholders, and convocation meeting of general meetings of shareholders**

1. Meetings of the General Meeting of Shareholders
  - a) The General Meeting of Shareholders shall meet on annual or ad-hoc basis to pass issues within its competence as set out in the Charter.



- b) Every year, Eximbank shall organize annual general meetings of shareholders. Such annual general meetings can't be held in the form of collecting written opinions from shareholders.
2. Forms of meetings of the General Meeting of Shareholders
  - a) Meetings of the General Meeting of Shareholders may be conducted in form of in-person meetings or teleconferences or both (online and offline). The convener of general meetings of shareholders shall determine the meeting form as regulated in the Charter.
  - b) Meetings of the General Meeting of Shareholders in form of teleconference or combination of online and offline meeting shall follow provisions of the Charter and Regulations on organization of online general meetings of shareholders and voting in electronic method.
  - c) The meeting and voting online shall observe the principles and regulations of the Charter as in the form of in-person meeting.
3. Authority convocation of general meetings of shareholders:
  - a) The Board of Directors shall convene annual general meetings of shareholders.
  - b) The Board of Directors shall convene extraordinary general meetings of shareholders in cases specified in the Charter.
  - c) Other issues concerning convocation of meetings of the General Meeting of Shareholders shall follow provisions of the Charter.
4. The preparation of the list of shareholders entitled to attend the General Meeting of Shareholders, the notice of convening the General Meeting of Shareholders, the agenda and content of the General Meeting of Shareholders, and the shareholders' proposals for inclusion in the meeting agenda are carried out in accordance with the Charter and regulations from time to time.
5. The meeting convener shall prepare and develop the regulations on conducting general meetings of shareholders to submit to the General Meeting of Shareholders for consideration and ratification.
6. Attendance of general meetings of shareholders:
  - a) Before the opening of a general meeting of shareholders, Eximbank shall carry out procedures of registering shareholders attending it. Shareholders or their proxies arriving after the opening thereof are still entitled to make registration and participate in voting upon registration. The chairman is not responsible for suspending the meeting for late-coming shareholders to register and the validity of the issues voted before that shall no way be prejudiced.
  - b) Shareholders and authorized representatives of institutional shareholders may attend the meeting in person or by proxy upon a written authorization to one (1) or some other individuals or institutions for attendance.
  - c) The authorization to an individual or institution to attend general meetings of shareholders should be in writing. Power of attorney shall be using Exibank's form



attached to the meeting invitations or issued in accordance with the civil law and specify the shareholder's name (authorizing party), name of the authorized individual/institution, number of shares authorized, details and duration of authorization, signature and seal (if any) of the authorizing and authorized parties.

- d) Authorized persons shall, upon attendance at general meetings of shareholders, hand in the authorization document upon registration for attendance before entering the meeting room. In case of sub-authorization, the attendees shall further provide and present the initial authorization document of the shareholder.
- e) Unless: (i) Eximbank receives notification no later than twenty four (24) hours before the opening of a general meeting of shareholders; or (ii) The Board of Directors/ The Shareholder's Eligibility Verification Committee has another decision, the voting by authorized persons shall still be valid upon occurrence of one of the following cases:
  - (i) The authorizing person pass away, has limited legal capacity or is incapacitated, or has limited cognition or difficulty controlling his/her own behaviors;
  - (ii) The authorized person has cancelled the designation of authorization;
  - (iii) The authorizing person has revoked the authority of the person performing the authorization.

#### **Article 8. Conditions and procedures for conducting and voting at general meetings of shareholders**

1. Meetings of the General Meeting of Shareholders shall be conducted upon satisfaction of the conditions set out in the Charter.
2. Upon registration of shareholders, Eximbank shall provide each shareholder or their proxies with voting cards, voting slips, and election votes (as applicable).

The voting cards/voting slips/election votes shall specify the registration number, name of shareholders and their proxies, and number of voting slips of such shareholders.
3. Method of voting/election: subject to the procedures of voting/election passed by the General Meeting of Shareholders in each meeting upon the following principles:
  - a) Voting at the general meeting shall be conducted by casting votes with opinions of approval (affirmative), disapproval (negative) and no comment (abstention).
  - b) Votes/voting cards shall be counted in the order of valid votes, invalid votes, affirmative votes, negative votes and abstentions with respect to each matter.
  - c) Voting may also be conducted by raising hands/voting cards if so agreed by the General Meeting of Shareholders.
  - d) Voting for election of members of the Board of Directors and Board of Supervisors shall be in cumulative method according to the Charter.
4. Vote counting and announcement of result: votes shall be counted after shareholders perform voting/election, and the result thereof shall be announced by the chairman/person assigned by him/her after finishing corresponding voting session



and/or right before the meeting ends and recorded in the minutes of meeting of the General Meeting of Shareholders.

5. Agenda and contents of the meeting shall be ratified by the General Meeting of Shareholders at its opening. Detailed duration of each issue in the meeting agenda shall be clearly identified.
6. The chairman may carry out necessary and reasonable activities to chair the general meeting of shareholders in an eligible and orderly manner as per the approved agenda, and reflect the desires of a majority of shareholders or proxies attending thereat.
7. The chairman has the right to adjourn the general meeting of shareholders meeting the quorum as required to another time or change the meeting location in the following circumstances:
  - a) The current meeting location does not have enough seats for all attendees;
  - b) Communication devices at the current meeting location are not adequate for shareholders to participate, discuss and vote;
  - c) One or some attendee(s) disrupts the meeting, and thus threaten its fairness and legality.

Such adjournment shall not be longer than three (3) business days, starting from the intended date of opening the meeting.

In case the chairman adjourns or suspends the general meeting of shareholders in opposition to the provisions in this clause, law and the Charter, the General Meeting of Shareholders shall elect one (1) among the meeting attendees to take place of the chairman to chair the meeting until its end; and all resolutions and decisions passed thereat shall be in full force and effect.

8. The person convening or chairing a general meeting of shareholders has the right to:
  - a) Require all meeting attendees to facilitate inspection or other reasonable and lawful security measures;
  - b) Request competent agencies to maintain the meeting order;
  - c) Expel those who do not observe the chairman's instructions, deliberately disrupt order, obstruct the meeting progress or disobey security requirements.
9. The person convening a general meeting of shareholders may, upon due consideration, take reasonable steps to:
  - a) Arrange seats at the location thereof;
  - b) Protect the safety of all persons present at the meeting locations;
  - c) Create favorable conditions for shareholders to attend (or continue attending) the general meeting.

The convener has full discretion to change the above steps and apply all other necessary measures.



10. The Board of Directors or the convener shall properly arrange the agenda of the general meeting of shareholders, and allow appropriate time for discussing and voting for each issue therein.

#### **Article 9. Minutes of meeting, resolutions and decisions of the General Meeting of Shareholders**

1. Conditions and forms for ratification of resolutions of the General Meeting of Shareholders follow provisions in the Charter.
2. Preparation of minutes of meetings of the General Meeting of Shareholders: minutes of general meetings shall reflect the contents specified in the Charter and meeting progress.
3. Minutes of meeting, resolution of the general meeting of shareholders, and documents enclosed therewith shall be publicly disclosed in accordance with law.

#### **Article 10. Procedures of collecting shareholders' written opinions to ratify resolutions and decisions of the General Meeting of Shareholders**

1. Cases not allowed for collection of shareholders' written opinions to ratify resolutions of the General Meeting of Shareholders follow provisions in the Charter.
2. The preparation of shareholder list to send opinion sheets, method of sending opinion sheets and supporting documents: subject to regulations in the Charter.
3. Opinion sheets shall include the following details:
  - a) Name, headquarter address, and enterprise ID number of Eximbank;
  - b) Purpose of opinion collection;
  - c) Full name, contact address, nationality, and legal document number of individual shareholders; name, enterprise ID number or legal document number, and headquarter address of institutional shareholders; or full name, contact address, nationality and legal document number of the representative of institutional shareholders; number of shares of each type and quantity of votes of the shareholder;
  - d) Issues to be consulted for ratification of decision;
  - e) Voting options, including approval, disapproval or no comment in respect of each issue;
  - f) Deadline for returning to Eximbank the completed opinion sheet;
  - g) Full name and signature of the Chairman of the Board of Directors.
4. Opinion sheets shall be returned to Eximbank in the following ways:
  - a) Postal mail: answered opinion sheets must contain signature of individual shareholders; signature of the legal representative or authorized representatives of institutional shareholders, institutional seal (if any). Opinion sheets sent to Eximbank must be put in a sealed envelope which is not allowed to open before the vote counting;
  - b) Electronic mail: opinion sheets sent to Eximbank by email must be kept confidential until the time of vote counting, and the email address used by shareholders for such





sending must be same as the one provided by Vietnam Securities Depository and Clearing Corporation to Eximbank or previously registered with Eximbank before the time it sends out the opinion sheets.

Form of receiving opinion sheets shall be decided and guided by the organizer of the written opinion collection.

5. Opinion sheets received after the time specified therein or having been opened in case of postal mail or disclosed/announced prior to the vote counting in case of email shall be deemed invalid. Those not returned shall be considered non-participating votes.
6. The Board of Directors shall organize the vote counting and prepare the minutes of vote counting in the witness and supervision of representatives of the Board of Supervisors or shareholders not being an executive or holding managerial position at Eximbank. The minutes of vote counting shall contain the following details:
  - a) Name, headquarter address, and enterprise ID number of Eximbank;
  - b) Purpose and issues to be consulted for ratification of resolution;
  - c) Number of shareholders and total votes cast, with separation of valid and invalid votes and method of sending votes together with the list of shareholders participating in voting;
  - d) Total number of affirmative votes, negative votes and abstentions with respect to each issue;
  - e) Issues ratified and respective ratios of affirmative votes;
  - f) Full names and signatures of the Chairman of the Board of Directors, and the persons counting votes and persons supervising the vote counting.
7. Members of the Board of Directors, and the persons counting votes and supervising the vote counting shall be jointly responsible for the honesty and accuracy of the minutes of vote counting as well as damages arising out of the resolutions or decisions passed upon dishonest or incorrect vote counting.
8. Minutes of vote counting and resolutions/decisions of the General Meeting of Shareholders shall be made in Vietnamese, and possibly in English if necessary. The minutes of vote counting and resolutions/decisions in English and Vietnamese have the same legal value. In case of inconsistency between the English and Vietnamese versions, the Vietnamese shall prevail.
9. Minutes of vote counting shall be publicly disclosed according to law from time to time.

#### **Article 11. Method of opposing resolutions of the General Meeting of Shareholders**

1. Shareholders have the right to vote against/disagree with restructuring of Company or changes in the rights and obligations of shareholders as stipulated in the Charter.
2. Shareholders who have voted against the resolution on the restructuring of Eximbank or any amendment to the rights and obligations of shareholders as stipulated in the Charter shall have the right to request Eximbank to repurchase their shares. Such request must be made in writing, clearly stating the name and address of the shareholder, the number of shares of each type, the proposed selling price, and the grounds for the request. The request



must be sent to Eximbank within 10 days from the date the General Meeting of Shareholders approved the resolution on the matters stipulated in Clause 1 of this Article.

3. Eximbank shall repurchase the shares requested by Shareholders in accordance with Clause 2 of this Article at the market price within ninety (90) day from the date when received the request. In the event that the Parties are unable to reach an agreement on the price, either party may request a professional appraisal organization to determine the valuation. Eximbank shall provide a list of at least three (03) professional appraisal organization for the shareholders to select, and the chosen shall be final. Any costs incurred in relation to engaging the appraisal organization as mentioned above shall be paid by shareholders.
4. Eximbank shall only repurchase the shares of Shareholders if, after settling the corresponding amount for the shares to be repurchased, Eximbank continues to ensure the full payment of its debts and other financial obligation, complies with the limits and safety ratios in banking operations, and the actual value of its charter capital does not fall below the statutory capital required for a commercial bank.

**Article 12. Procedure for general meetings of shareholders to approve resolution through online meeting and hybrid format of in-person and online meetings, utilizing modern information technology at the general meetings of shareholders**

1. Based on the actual circumstances, the convener of the General Meeting of Shareholders shall decide whether to organize the meeting in online format or in hybrid format combining in-person and online participation.
2. In case General Meeting of Shareholders is in online meeting, the convener shall be responsible for initiating the necessary procedures and tasks to facilitate the organization of the meeting.
3. The organization of the online meeting of General Meeting of Shareholders and the electronic voting and polling shall be carried out in accordance with Eximbank's regulations on organizing online meeting of General Meeting of Shareholders and electronic voting from time to time.

**Article 13. Reports at annual general meetings of shareholders**

1. Yearly reports:

Reports laid down to the General Meeting of Shareholders include:

- (i) Report on the business performance and plan for the year of Eximbank;
- (ii) Audited financial statements;
- (iii) Report on assessment of governance and administration activities;
- (iv) Evaluation report of the Board of Supervisors as stated in point b clause 1 of this Article;
- (v) Report on the results of debt categorization, off-balance commitments, loan loss reserves, use of risk provisions, and handling of losses in the fiscal year;
- (vi) Report on loans to subjects specified in clause 1 Article 135 of the Law on Credit Institutions as arisen up to the time of data collection for the general meeting of shareholders;



- (vii) Report on disclosure of information of members of the Board of Directors, Board of Supervisors, General Director, and Deputy General Directors corresponding to Article 49 of the Law on Credit Institutions and the Charter;
  - (viii) Issues ratified in resolutions of past general meetings of shareholders but not yet executed;
  - (ix) Others in accordance with law and the Charter.
- 2. Report on activities of the Board of Directors submitted to annual general meetings of shareholders must contain the following details:
  - a) Remunerations, operating budget and other benefits of the Board of Directors and its members as per regulations of law and the Charter;
  - b) Summary of meetings of the Board of Directors and its resolutions and decisions;
  - c) Report on transactions between Eximbank, its subsidiary, or companies in which Eximbank takes control of more than fifty percent (50%) of the charter capital and members of the Board of Directors and their related persons; and transactions between Eximbank and companies in which members of the Board of Directors are founding members or managers in the nearest three (3) years before the time of transactions;
  - d) Activities of the independent member(s) of the Board of Directors and his/her assessment of activities of the Board of Directors;
  - e) Activities of councils/committees under the Board of Directors;
  - f) Result of oversight over the General Director and other executives of Eximbank;
  - g) Action plans for the following year or following term of office;
  - h) Others in correspondence with law and the Charter.
- 3. Report of the Chairman of the Board of Directors at annual general meetings of shareholders:
  - a) Assessment of the performance of each member of the Board of Directors;
  - b) Assessment of the performance of each member of the councils/committees under the Board of Directors.
- 4. Report of the Board of Supervisors submitted to annual general meetings of shareholders must contain the following details:
  - a) Report on business performance of Eximbank, and result of activities of the Board of Directors and General Director;
  - b) Report on self-assessment of activities of the Board of Supervisors and its members;
  - c) Remunerations, operating budget and other benefits of the Board of Supervisors and each of its members in correspondence with law and the Charter;
  - d) Summary of meetings of the Board of Supervisors and its conclusions and recommendations;
  - e) Result of supervising the business situation and financial conditions of Eximbank;



- f) Report on assessment of transactions between Eximbank, its subsidiary, or companies in which Eximbank takes control of more than fifty percent (50%) of the charter capital and members of the Board of Directors and their related persons; and transactions between Eximbank and companies in which members of the Board of Directors are founding members or managers in the nearest three (3) years before the time of transactions;
- g) Result of overseeing the Board of Directors, General Director and other executives of Eximbank;
- h) Result of evaluating the coordination between the Board of Supervisors and the Board of Directors, General Director, and shareholders;
- i) Proposal to the General Meeting of Shareholders for deciding on the selection of an independent audit organization to audit the financial statements and carry out internal control assurance in the preparation and presentation of financial statements for the following fiscal year.
- j) Others according to law and the Charter.

### CHAPTER III

#### BOARD OF DIRECTORS

##### **Article 14. Roles, tasks, powers and interests of the Board of Directors and its members**

1. The Board of Directors is the governance body having the full right to act on Eximbank's behalf to decide on, and execute its duties and authorities except for issues within the authority of the General Meeting of Shareholders.
2. Tasks and powers of the Board of Directors and its members: subject to the Charter, Regulations on the organization and operations of the Board of Directors and relevant laws.
3. Members of the Board of Directors may request the General Director, other executives and units of Eximbank to provide information and documents about the financial conditions and business activities of Eximbank and its units. The requested individuals or units shall timely, fully and accurately make such provision at the order of members of the Board of Directors.
4. Members of the Board of Directors are entitled to remunerations and other benefits provided in Eximbank Charter from time to time.

##### **Article 15. Standing for or nominating, voting members to the Board of Directors**

1. The term of office and number of members, standards and conditions of members of the Board of Directors shall comply with the Charter, Regulations on organization and operation of the Board of Directors and relevant legal provisions.
2. The incumbent Board of Directors shall decide and inform shareholders of the nomination and candidacy of members to the Board of Directors; clearly stating the structure and number of members to be nominated or stand for, criteria and requirements applicable to members of the Board of Directors, method of standing for, nominating or introducing



candidates as members of the Board of Directors, and other related sequence and procedures.

3. Shareholders or groups of shareholders holding 05% or more of the total number of common shares have the right to nominate candidates for the Board of Directors. The nomination method is implemented in accordance with the Charter, the Regulations on the organization and operation of the Board of Directors and relevant legal provisions. Where the candidates as members of the Board of Directors have been identified (obtaining consent from the State Bank of Vietnam), their information should be included in the materials of the meeting of the General Meeting of Shareholders and published in correspondence with law and the Charter.

Information of the candidates to be published shall at least consist of the followings:

- (i) Full name and date of birth;
  - (ii) Professional qualifications;
  - (iii) Working duration;
  - (iv) Other managerial titles (including those at other companies);
  - (v) Interests relating to Eximbank and its related parties;
  - (vi) Others (if any).
4. The election of members of the Board of Directors is carried out in the form of cumulative voting as prescribed in the Charter.
  5. Eximbank shall disclose information about members of the Board of Directors in accordance with relevant legal regulations from time to time.

#### **Article 16. Cases of dismissing, discharging, supplement or changing the Chairman or members of the Board of Directors**

1. Cases of dismissal and discharge, supplement and notifications of the dismissal and discharge of the Chairman and members of the Board of Directors follow provisions of the Charter.
2. Within fifteen (15) business days from the date the Chairman loses his/her capacity, members of the Board of Directors shall organize a meeting of the Board of Directors or obtain opinion of members of the Board of Directors in writing to elect one of them (meeting the criteria and requirements set out by law and the Charter) to be the Chairman.
3. The Chairman of the Board of Directors shall, if so desire, send a resignation letter to the Board of Directors and Board of Supervisors. Within sixty (60) days from the receipt thereof, the Board of Directors shall hold a meeting or obtain opinion of members of the Board of Directors in writing to consider, decide and carry out procedures for discharging the current Chairman and elect one among the other members of the Board of Directors to take the place according to law. The resignation shall not be effective until the Board of Directors ratifies the decision on discharging the Chairman.
4. Members of the Board of Directors shall, if so desire, send a resignation letter to the Board of Directors and Board of Supervisors to lay down to the General Meeting of Shareholders





for decision. The resignation shall not be effective until the General Meeting of Shareholders ratifies the decision on discharging members of the Board of Directors.

5. Eximbank performs its obligation to disclose information in accordance with relevant legal regulations from time to time.

**Article 17. Sequence and procedures for organizing meetings of the Board of Directors, organizing the collection of written opinions of Board of Directors.**

1. Sequence and procedures for organizing meetings of the Board of Directors, ratifying its resolutions and decisions, and preparing minutes of meetings of the Board of Directors shall follow provisions in the Charter and Regulations on the organization and operations of the Board of Directors.
2. Procedures for organizing the collection of written opinions of Board of Directors members shall comply with the provisions of the Charter and Regulations on organization and operation of the Board of Directors.

**Article 18. Councils/committees under the Board of Directors**

1. The Board of Directors shall set up councils/committees for assistance in the performance of its tasks and powers; among which, Risk Governance Committee and HR Committee are obligatory.
2. Roles, responsibilities, authority, term, number, standard, organization structure and operations of the councils/committees and each member; and the nomination, candidacy, election, discharge and dismissal of members of the councils/committees shall be defined by the Board of Directors in conformity with law, the Charter and other regulations of Eximbank.

**Article 19. Person in charge of company's governance**

1. The appointment, tenure, rights and obligations of the Person in charge of company's governance follow provisions of the Charter. The appointment, tenure, rights and obligations of the Person in charge of company's governance shall be disclosed in accordance with regulations.
2. The discharge/dismissal of the Person in charge of company's governance shall be decided by the Board of Directors.
3. Criteria and requirements:
  - a) Have knowledge of law;
  - b) Not concurrently work for an approved audit company which is auditing Eximbank's financial statements;
  - c) Others as specified by law, the Charter and decisions of the Board of Directors (if any).
4. Functions and duties: subject to the rights and obligations of the Person in charge of company's governance as per the Charter and other tasks as assigned or authorized by the Board of Directors from time to time.



## CHAPTER IV

### BOARD OF SUPERVISORS

#### **Article 20. Roles, tasks, powers and interests of the Board of Supervisors and its members**

1. The Board of Supervisors conducts oversight and assesses the observance with law, internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors.
2. Tasks and powers of the Board of Supervisors and its members: subject to the Charter, Regulations on the organization and operations of the Board of Supervisors, and relevant laws.
3. Members of the Board of Supervisors are entitled to remunerations and other benefits specified in Eximbank Charter from time to time.

#### **Article 21. Standing for, nominating and electing members to the Board of Supervisors**

1. The term and number of members, standards and conditions of members of the Supervisory Board are implemented in accordance with the Charter, Regulations on organization and operation of the Supervisory Board and relevant legal regulations.
2. Method of standing for, nominating and electing members to the Board of Supervisors is same as the one applicable to members of the Board of Directors according to Article 15 hereof and the Charter.

#### **Article 22. Dismissal, discharge and change of the Chief Supervisor and members of the Board of Supervisors**

1. Cases of dismissing or discharging the Chief Supervisor and members of the Board of Supervisors shall follow provisions of the Charter.
2. Within fifteen (15) business days from the date the Chief Supervisor loses his/her capacity, members of the Board of Supervisors shall organize a meeting of the Board of Supervisors or obtain opinion of members of the Board of Supervisors in writing to elect one of them (meeting the criteria and requirements set out by law and the Charter) to be the Chief Supervisor.
3. The Chief Supervisor shall, if so desire, send a resignation letter to the Board of Supervisors and Board of Directors. Within sixty (6) days from the receipt thereof, the Board of Supervisors shall hold a meeting or obtain opinion of members of the Board of Supervisors in writing to consider, decide and carry out procedures for discharging the current Chief Supervisor and elect one among the other members of the Board of Supervisors to take the place according to law. The resignation shall not be effective until the Board of Supervisors ratifies the decision on discharging the Chief Supervisor.
4. Members of the Board of Supervisors shall, if so desire, send a resignation letter to the Board of Supervisors and Board of Directors to lay down to the General Meeting of Shareholders for decision. The resignation shall not be effective until the General Meeting of Shareholders ratifies the decision on discharging members of the Board of Supervisors.



5. Those elected as the Chief Supervisor and other members of the Board of Supervisors shall assume and immediately take over the jobs of respective titles. Once their term of office has expired, or they are dismissed, discharged or naturally lose their capacity, the Chief Supervisor and members of the Board of Supervisors shall hand over their jobs to the newly elected Chief Supervisor and members of the Board of Supervisors while still taking personal responsibility in the decisions made during their term of office.
6. Eximbank performs its obligation to disclose information in accordance with relevant legal regulations from time to time

### **Article 23. Meetings and ratification of decisions of the Board of Supervisors**

Meetings and ratification of decisions of the Board of Supervisors are subject to provisions of the Charter and Regulations on the organization and operations of the Board of Supervisors of Eximbank.

### **Article 24. Rights to information of the Board of Supervisors**

1. Information and documents must be sent to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors, including:
  - a) Meeting invitations, opinion collection sheets to consult opinions of members of the Board of Directors, and supporting documents;
  - b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;
  - c) Reports submitted by the General Director to the Board of Directors or other documents sent by Eximbank to shareholders and the Board of Directors.
2. Members of the Board of Supervisors shall have access to all records and documents of Eximbank which are kept at the head office, branches and other locations; and have the right to arrive at working locations of Eximbank's managers, executives and employees during business hours.
3. The Board of Directors, managers and executives shall provide adequate, accurate and timely information and documents on the administration, governance and business operations of Eximbank as requested by the Board of Supervisors or its members.

## **CHAPTER V GENERAL DIRECTOR**

### **Article 25. General Director**

1. Roles, responsibilities, rights and obligations of the General Director shall follow provisions of the Charter.
2. The qualifications of the General Director are specified in the Charter.
3. The appointment and discharge of the General Director are subject to the Charter.
4. In executing his/her tasks and powers, the General Director shall obey decisions of the General Meeting of Shareholders and Board of Directors; and duly comply with



regulations of law, the Charter and labor contract executed by the General Director with Eximbank (if any).

5. Change of General Director

- a) The General Director shall, if so desires, send a resignation letter to the Board of Directors and Board of Supervisors.
- b) The person appointed as the General Director shall assume and take over the tasks of the appointed title; and the former General Director shall hand over his/her jobs to the newly appointed one while still taking responsibility in the decisions made during his/her term of office.

**Article 26. Execution of labor contract with the General Director**

The execution or termination of labor contract with the General Director shall ensure conformity with law, the Charter and internal regulations of Eximbank. The Board of Directors decides on the salary and other benefits of the General Director.

**CHAPTER VI**

**SENIOR GOVERNANCE OVERSIGHT AND COORDINATION BETWEEN THE BOARD OF DIRECTORS, BOARD OF SUPERVISORS AND GENERAL DIRECTOR**

**Article 27. Senior manager oversight**

1. The Board of Directors and General Director oversee the internal control, risk governance and internal capital adequacy assessment of Eximbank according to law.
2. The Board of Supervisors oversees the internal audit of Eximbank as per law regulations.

**Article 28. Principles of coordination**

The Board of Directors, Board of Supervisors and General Director shall coordinate in the following principles:

1. Segregate functions and duties for the sake of transparency;
2. Always act for Eximbank's common interests to lead it to sustainable development;
3. Seriously comply with regulations of relevant laws and Eximbank;
4. Work with the highest sense of responsibility, be honest and cooperative, and maintain frequent exchange to together tackle obstacles and difficulties (if any).

**Article 29. Coordination between the Board of Directors and General Director**

1. The Board of Directors issues decisions/resolutions for the General Director and management apparatus to implement. Also, the Board of Directors shall inspect and supervise the execution thereof.
2. The Board Chairman shall convene a meeting of the Board of Directors at the written request of the General Director. Such request shall clearly state the purpose, issues to be discussed and decision within the competence of the Board of Directors.



3. The General Director shall convene a meeting of the executives upon order of the Chairman of the Board of Directors.
4. Members of the Board of Directors shall participate in meetings of the executives.
5. Members of the Board of Directors have the right to request the General Director for supply of information and documents of the financial conditions and business activities of Eximbank and its units. Upon so receipt, the General Director shall timely, sufficiently and correctly provide the requested information and documents.
6. Upon detecting any risk that may take significant impact on the name or business operation of Eximbank or other incidents as may be deemed necessary, the General Director shall promptly report to the Chairman and related members of the Board of Directors.
7. Other activities in accordance with law, the Charter and other regulations of Eximbank.

#### **Article 30. Coordination between the Board of Directors and Board of Supervisors**

1. The Chairman of the Board of Directors or the convener shall send meeting invitations to meetings of the Board of Directors/opinion sheets to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors. Members of the Board of Supervisors have the right to attend meetings of the Board of Directors and discuss but are not allowed to vote. The Chief Supervisor may request his/her opinions to be noted down in the minutes of meetings of the Board of Directors if the same is different from resolutions or decisions of the Board of Directors.
2. The Board Chairman shall convene a meeting of the Board of Directors at the written request of the Board of Supervisors. Such request shall clearly state the purpose, issues to be discussed and decision within the competence of the Board of Directors.
3. The Board of Directors and its members shall furnish accurate, adequate and timely information and documents regarding the governance, administration and business activities of Eximbank at the order of the Board of Supervisors or its members.
4. The Chief Supervisor shall convene a meeting of the Board of Supervisors upon request of the Chairman or at least two-thirds (2/3) of members of the Board of Directors. Minutes of meetings of the Board of Supervisors in this case shall be sent to members of the Board of Directors at the same time and in the same way as to members of the Board of Supervisors.
5. Upon detection of breach of law or the Charter by any manager and executive, the Board of Supervisors shall timely make a notice in writing to the Board of Directors within forty eight (48) hours and require the violator to stop such breach and take remedies to mitigate the consequence.
6. Other activities in accordance with law, the Charter and other regulations of Eximbank.

#### **Article 31. Coordination between the Board of Supervisors and General Director**

1. Reports of the General Director to submit to the Board of Directors or other documents sent by Eximbank to shareholders and the Board of Directors should also be sent to the





Board of Supervisors at the same time and in the same way as to members of the Board of Directors.

2. The General Director shall provide accurate, adequate and timely information and documents regarding the governance, administration and business activities of Eximbank at the order of the Board of Supervisors or its members.
3. The Chief Supervisor shall convene a meeting of the Board of Supervisors upon request of the General Director. Minutes of meetings of the Board of Supervisors in this case shall be sent to the General Director at the same time and in the same way as to members of the Board of Supervisors.
4. Upon detecting any risk that may take significant impact on the name or business operation of Eximbank or other incidents as may be deemed necessary, the General Director shall promptly report to the Board of Supervisors and its related members.
5. Other activities in accordance with law, the Charter and other regulations of Eximbank.

## **CHAPTER VII**

### **PREVENTION OF CONFLICTS OVER INTERESTS AND TRANSACTIONS WITH PARTIES WITH RELATED INTERESTS**

#### **Article 32. Responsibility of being honest and avoidance of interest conflicts**

1. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors and other managers of Eximbank shall disclose their related interests to Eximbank in correspondence with the Charter and relevant laws.
2. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors, other managers and their related persons shall not use information obtained by virtue of their positions for self-seeking purposes or for benefits of other institutions or individuals.
3. Members of the Board of Directors and Board of Supervisors, General Director and other managers shall inform the Board of Directors and Board of Supervisors in writing of the transactions between Eximbank, its subsidiary or companies in which Eximbank controls fifty percent (50%) or more of the charter capital and the members themselves or their related persons in accordance with law. For those such transactions which have been approved by the General Meeting of Shareholders or Board of Directors, Eximbank shall publicly announce the respective resolutions or decisions as per the securities law on information disclosure.
4. Members of the Board of Directors have no right to vote for transactions of their own or their related persons' interests in accordance with the Charter and relevant laws.
5. Members of the Board of Directors and Board of Supervisors, General Director, Deputy General Directors, other managers and their related persons shall not use Eximbank's



information not allowed to be published or disclosed to other persons to perform relevant transactions.

### **Article 33. Transactions with related persons**

1. While conducting transactions with related persons under cases requiring approval of the General Meeting of Shareholders or Board of Directors as specified in the Charter and relevant laws, Eximbank shall execute contract in writing in equal and voluntary principle.
2. Eximbank shall apply necessary measures to prevent shareholders and related persons from conducting transactions that cause loss of capital, assets or other resources of Eximbank.
3. Procedures for approving contracts and transactions with related persons (under cases requiring consent of the General Meeting of Shareholders or Board of Directors):

- a) The person representing Eximbank to enter into contracts or transactions within the decision-making authority of the General Meeting of Shareholders shall notify the Board of Directors and Board of Supervisors of the subjects relating to such contracts or transactions together with the draft contract or main contents of the transaction.

The Board of Directors shall present the draft contract or transaction or explain the main contents thereof at meetings of the General Meeting of Shareholders or consult shareholders' written opinions. In this case, shareholders having interests relating to parties in the contract or transaction shall have no right to vote.

- b) The person representing Eximbank to enter into contracts or transactions within the decision-making authority of the Board of Directors shall notify members of the Board of Directors and Board of Supervisors of the subjects relating to such contracts or transactions together with the draft contract or main contents of the transaction.

The Board of Directors shall determine the approval of contracts or transactions within fifteen (15) days upon receipt of the notice. In this case, members of the Board of Directors having interests relating to parties in the contract or transaction shall have no right to vote.

## **CHAPTER VIII**

### **EVALUATION OF ACTIVITIES, REWARDS AND DISCIPLINARY MEASURES APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS AND BOARD OF SUPERVISORS, AND EXECUTIVES**

#### **Article 34. Evaluating activities of members of the Board of Directors, Board of Supervisors, General Director, and other executives**

1. The Board of Directors shall evaluate activities of its members and the General Director.
2. The Board of Supervisors shall evaluate activities of its members.



3. The implementation of performance assessment of Board of Directors, Supervisory Board, General Director and other Executives is carried out according to internal regulations from time to time.

#### **Article 35. Rewards**

1. Members of the Board of Directors, Board of Supervisors, and executives making achievements in the governance and administration of Eximbank and other duties as assigned shall be considered for rewards according to regulations of law and Eximbank.
2. Forms of rewards and specific standards thereon, as well as sequence and procedures of rewarding shall follow Eximbank regulations from time to time.


#### **Article 36. Settlement of violations**

Members of the Board of Directors, Board of Supervisors, and executives committing breaches of law, the Charter and other relevant regulations of Eximbank shall be, depending on the nature, level and consequences of such acts of violation, considered for settlement in accordance with law and Eximbank regulations.

### **CHAPTER IX**

#### **IMPLEMENTATION PROVISIONS, AMENDMENT AND SUPPLEMENTATION**

#### **Article 37. Implementation provisions, amendment and supplementation**

1. This Regulation is ratified by the General Meeting of Shareholders and comes into effect as from [....].
2. This Regulation supersedes the Regulations on internal governance of Vietnam Export Import Commercial Joint Stock Bank issued in conjunction with Decision No. 79/2022/EIB/QĐ-HĐQT dated 24/2/2022 of the Board of Directors.
3. The amendment and supplementation hereof shall be proposed by the Board of Directors and submitted to the General Meeting of Shareholders for consideration and decision.
4. Members of the Board of Directors, Board of Supervisors, General Director, Deputy General Directors, employees of Eximbank and other subjects mentioned in clause 2 Article 1 hereof shall be responsible for implementing this Regulation. 

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRPERSON** 



**DRAFT**

**REGULATIONS ON THE ORGANIZATION AND OPERATIONS  
OF THE BOARD OF DIRECTORS  
VIETNAM EXPORT IMPORT COMMERCIAL JOINT STOCK BANK**

*(issued in conjunction with Decision No. [...] dated [...] of [...])*

**CHAPTER I  
GENERAL PROVISIONS**

**Article 1. Scope of governance, subjects and principles of application**

**1. Scope of governance**

This Regulation provides for the organization structure, working mechanism, principles of operation, tasks and powers of the Board of Directors and members of the Board of Directors of Vietnam Export Import Commercial Joint Stock Bank so as to operate in correspondence with the Charter of Vietnam Export Import Commercial JS Bank (“Charter”) and other prevailing laws.

**2. Subjects of application**

Applicable to the Board of Directors (BoD) and its members, and other relevant units and individuals across the entire Eximbank system.

**3. Principles of application**

- a) For matters not regulated in this Regulation, the Charter, the internal governance regulations, and other relevant legal provisions shall apply.
- b) In case of changes to the Charter and/or law regulations causing the provisions hereof different from those of the Charter and/or law, the revised provisions of the Charter and/or law shall prevail.
- c) In case of conflict in the provisions hereof with those of the Charter/law with respect to the same matter, those of the Charter and law shall prevail.
- d) Terms, phrases, and concepts in this Regulation will be understood according to the Charter and related legal provisions.

**Article 2. Board of Directors**

1. The BOD is the governing body of Eximbank, with full authority on behalf of Eximbank to make decisions and exercise Eximbank’s rights and obligations, except for matters that fall under the authority of the General Shareholders' Meeting.
2. The duties and powers of the BOD are carried out according to the provisions of the Charter, this Regulation, and the law.
3. The BOD is accountable to the law and to the General Shareholders' Meeting for the execution of duties and powers as stipulated by the law, the Charter, or delegated by the General Shareholders' Meeting.



4. The BOD may establish Committees/Councils and advisory units under its authority to assist in carrying out its duties and responsibilities within the scope defined by the law and the Charter. These include, but are not limited to, the following Committees/Councils:
  - a) Human Resources Committee;
  - b) Risk Management Committee
  - c) Other Committees and Councils.
5. The BoD shall use the management apparatus and seal of Eximbank to carry out its duties and powers.

### **Article 3. Principles of operation and working mechanism of the Board of Directors**

1. The BoD works in collective principle in combination with the management and governance of the Board Chairman. Members of the BoD assume personal responsibility in their tasks, opinions and decisions; and jointly bear responsibility to the General Meeting of Shareholders and law for the resolutions and decisions relating to them.
2. The BoD ratifies resolutions and decisions by voting at meetings, written opinion collection or otherwise as may be determined by the BoD.
3. The BoD assigns the General Manager to organize, manage and carry out the implementation of resolutions and decisions of the BoD.
4. Resolutions and decisions of the BoD are binding over and enforceable to concerned units and individuals in Eximbank's network.
5. All activities of the BoD, its members and assisting apparatus shall comply with regulations of law and Eximbank Charter.

## **CHAPTER II**

### **MEMBERS OF THE BOARD OF DIRECTORS**

#### **Article 4. Rights and Obligations of members of the Board of Directors**

1. BoD members have full rights and obligations according to relevant legal regulations and the Charter. The detailed rights and obligations of BoD members are specified in the Charter.
2. Independent BoD members must prepare an evaluation on the activities of the BoD.
3. BoD members have the right to request the General Manager, other executives and units within Eximbank to provide information and documents on the financial situation and business operations of Eximbank and units within Eximbank. The person requested to provide information must provide timely, complete and accurate information and documents as requested by BoD members.





## **Article 5. Term, Number, Standards and Conditions for Members of the Board of Directors**

The term, number, standards and conditions for members of the Board of Directors, including independent members, shall be implemented in accordance with the provisions of the Charter and relevant legal regulations.

## **Article 6. Chairman of the Board of Directors**

1. The Chairman of the Board of Directors is elected, dismissed, or removed by the Board of Directors from among its members. All members of the Board have the right to participate in the election, dismissal, and removal of the Chairman without being excluded from voting. The Chairman must permanently reside in Vietnam throughout the term.
2. The Chairman must meet the standards and conditions stipulated in the Charter and relevant legal regulations applicable from time to time.
3. The Chairman has the rights and obligations as specified in the Charter, internal governance regulations, and relevant legal provisions.
4. In the event that the Chairman is absent or unable to perform their duties, they must authorize in writing another member of the Board to perform the rights and obligations of the Chairman in accordance with the principles set out in the Charter.

## **Article 7. Dismissal, Removal, Replacement and Supplementation of Members of the Board of Directors**

1. The General Meeting of Shareholders dismisses or removes BoD members in cases stipulated by the Charter.
2. After being dismissed or removed, the Chairman and other members of the BoD of Eximbank remain responsible for their decisions made during their tenure.
3. Within ten (10) days from the date of passing the dismissal or removal decision regarding the personnel as specified in Clause 1 of this Article, the BoD of Eximbank must submit a written report along with related documents to the State Bank of Vietnam.

## **Article 8. Methods and Procedures for Election, Appointment, and Dismissal of Members of the Board of Directors**

1. The BoD selects from among its members to elect the Chairman and Vice Chairman (if any). The BoD elects, dismisses, or removes the Chairman and Vice Chairman (in cases of dismissal or removal without loss of BoD membership) based on the majority principle.
2. The Chairman of the BoD is elected at the first meeting of the BoD's term. The method and timing for convening the first BoD meeting are specified in the Charter.
3. Shareholders or groups of shareholders holding at least 5% of the total ordinary shares have the right to nominate candidates to the BoD as stipulated in the Charter.
4. The election, appointment, dismissal, removal, and resignation of the Chairman, Vice Chairman (if any), and other members of the BoD must comply with the laws, the Charter, Eximbank's internal governance regulations, and other related regulations of Eximbank.



5. In cases where the incumbent BoD introduces/nominates or organizes additional nominations for BoD candidates as stipulated in the Charter, the process is as follows:
  - a) The order and procedures for introduction/nomination or organizing nominations are decided by the BoD but must comply with relevant legal regulations.
  - b) The BoD will approve the list of candidates introduced/nominated by BoD members based on the majority principle; in case of a tie, the final decision rests with the Chairperson/presiding officer of the voting process.

#### **Article 9. Notification of Election, Dismissal, and Removal of Members of the Board of Directors**

1. Once BoD candidates have been identified and approved by the State Bank of Vietnam, Eximbank must disclose information related to these candidates as required, enabling shareholders to learn about them before voting. BoD candidates must provide a written commitment regarding the honesty and accuracy of their disclosed personal information and pledge to perform their duties honestly, prudently, and in the best interests of Eximbank if elected. Information related to BoD candidates is disclosed in accordance with Eximbank's internal governance regulations.
2. Notification of the results of the election, dismissal, and removal of BoD members is carried out in accordance with information disclosure regulations and guidelines.

### **CHAPTER III BOARD OF DIRECTORS**

#### **Article 10. Rights and Obligations of the Board of Directors**

The detailed rights and obligations of the BoD are stipulated in the Charter.

#### **Article 11. Duties and Powers of the Board of Directors in Approving and Signing Contracts and Transactions**

1. The BoD considers and approves contracts and transactions within its authority as specified in the Charter, internal regulations, and relevant legal provisions.
2. The approval and signing of contracts and transactions as mentioned in Clause 1 of this Article shall comply with the provisions of the Charter, internal governance regulations, and relevant legal provisions.

#### **Article 12. Responsibilities of the Board of Directors in Convening Extraordinary General Meetings of Shareholders**

1. The BoD must convene an Extraordinary General Meeting of Shareholders in cases stipulated in the Charter.
2. The timeframe and responsibilities for convening an Extraordinary General Meeting of Shareholders by the BoD are in accordance with the Charter and applicable legal provisions.



### **Article 13. Reports of the Board of Directors at the General Meeting of Shareholders**

At the end of the fiscal year, the BoD must present the following reports to the General Meeting of Shareholders:

1. The BoD's report on governance and the performance results of the BoD and each BoD member;
2. Financial statements;
3. Other reports as required by law.

## **CHAPTER IV**

### **MEETINGS AND WRITTEN CONSULTATIONS OF THE BOARD OF DIRECTORS**

#### **Article 14. Regulations on Regular Meetings of the Board of Directors**

1. The Board of Directors (BoD) meetings are convened by the Chairman or a BoD member authorized by the Chairman. The BoD meets at least once every quarter.
2. Meeting venue: The BoD may convene at the headquarters or other locations.
3. Resolutions and decisions of the BoD take effect from the date of approval or the effective date specified in such resolutions or decisions.
4. BoD meetings can be held in the form of online conferences among all or some BoD members, provided that each participating member can:
  - a) Hear the statements of other BoD members during the meeting;
  - b) If desired, speak to all other attending members simultaneously;
  - c) Engage in discussions directly via telephone or other communication means, or a combination thereof;
  - d) BoD members participating in such meetings are considered present at that meeting. The meeting venue, as per this regulation, is the location where the largest group of BoD members assembles, or if there is no such group, the location where the meeting chairperson is present.
5. Decisions approved in meetings conducted via electronic means are recognized as valid as those made in in-person meetings.

#### **Article 15. Regulations on Extraordinary Meetings of the Board of Directors**

1. The Chairman of the BoD convenes extraordinary BoD meetings when deemed necessary or in cases stipulated in the Charter. The location and form of holding extraordinary meetings are similar to regular meeting in Article 14 of this Regulation.
2. The Chairman or a BoD member authorized by the Chairman must convene a BoD meeting within seven (7) working days from the date of receiving a request. If the Chairman does not convene the meeting as requested, they must bear responsibility for any damages to Eximbank (unless unable to convene due to force majeure). In such cases,



the requester has the right to convene the BoD meeting, and all attending BoD members shall vote to elect the meeting chairperson.

3. In urgent cases, the notification period and method for inviting BoD meetings shall be implemented according to the BoD's regulations from time to time.

#### **Article 16. Notification and Preparation of Board of Directors Meetings**

1. The Chairman of the Board of Directors (BoD) or the convener must send a meeting invitation at least three (03) working days before the meeting date, or within a shorter period in case of an urgent meeting. The invitation should specify the time and venue of the meeting, the agenda, and the issues to be discussed and decided upon. Relevant documents and materials for the meeting should accompany the invitation.
2. The meeting invitation can be sent via postal services, electronic means, or other methods as decided by the convener, ensuring it reaches the registered address/email/contact information of each BoD member at Eximbank.
3. The Chairman or convener must send the meeting invitation and accompanying documents to the members of the Supervisory Board and the General Director, similar to the BoD members.
4. Supervisory Board members, the General Director, and management staff invited to attend the BoD meeting may participate in discussions but do not have voting rights and must comply with the directions of the Chairperson.

#### **Article 17. Approval of Resolutions and Decisions of the Board of Directors at Meetings**

1. Each BoD member has one (01) vote.
2. BoD members (including those authorized by BoD members) are not allowed to vote and are not counted in the number of members to determine the conditions for holding a meeting, and are also not allowed to receive authorization from other members of the Board of Directors to participate in voting on that issue in the following cases:
  - a) The voting content involves a conflict of interest with that member; or
  - b) The BoD member has related interests with parties in the contract or transaction.
3. Resolutions and decisions of the BoD are approved if the majority of attending BoD members with voting rights agree. In case of a tie, the final decision belongs to the side with the opinion of the Chairperson.
4. The method of recording, the content of the BoD meeting minutes, and other related issues are stipulated in the Charter.

#### **Article 18. Procedures for Collecting Written Opinions from the Board of Directors Members**

1. The cases in which a Board member is not permitted to participate in voting shall be as stipulated in Clause 2, Article 17 of this Regulation.
2. Board members are required to sign the opinion solicitation form and return it to the Office of the Board of Directors in accordance with the instructions specified in the form or



through other methods outlined in the Written Opinion Collection Regulations issued by the Board from time to time. If a member does not provide feedback/vote within the specified timeframe indicated in the opinion solicitation form, it will be considered that the member has abstained from voting.

3. The opinion solicitation form must include the following details:
  - a) Name, address of the headquarters, and enterprise code of Eximbank;
  - b) Full name of the Board member;
  - c) Matters requiring opinions;
  - d) Voting options;
  - e) Deadline for submitting the completed opinion solicitation form to the Office of the Board of Directors;
  - f) Full name and signature of the Chairperson of the Board of Directors or the individual organizing the written opinion collection;
  - g) Other necessary content (if any).
4. The written opinion solicitation forms shall be sent to each Board member in the same manner as the meeting invitations specified in Clause 2, Article 16 of this Regulation, or through other methods outlined in the Written Opinion Collection Regulations issued by the Board from time to time.

Opinions provided by Board members via email are considered valid for the organizer to compile the responses. Responses submitted via email hold the same validity as those signed in written form.
5. The Chairperson of the Board of Directors, the Chief of the Office of the Board, or another individual appointed by the Chairperson (hereinafter referred to as the "Vote Counter") shall carry out the vote counting procedures and prepare a vote counting report.
6. The vote counting report must contain the following main contents:
  - a) Name, address of the headquarters, and enterprise code of Eximbank;
  - b) Matters subjected to opinion collection;
  - c) Total number of voting forms distributed, total number of voting forms collected, number of valid votes, and number of invalid votes. The report must include an appendix listing the Board members who participated in the voting;
  - d) Total number of votes in favor, against, and abstentions for each matter subjected to opinion collection;
  - e) Full name and signature of the Vote Counter and the supervisor (if any).
7. The Chairperson of the Board of Directors, individuals involved in vote counting, and those supervising the vote counting process are jointly responsible for the accuracy and honesty of the vote counting report; they are also jointly liable for any damages arising from resolutions/decisions passed due to dishonest or inaccurate vote counting.





8. The vote counting report, along with the resolutions or decisions of the Board of Directors passed based on the vote counting results, must be sent to the Board members within fifteen (15) days from the date of completion of the vote counting.
9. Based on Eximbank's operational realities, the Board of Directors shall issue the Written Opinion Collection Regulations for Board members as a basis for implementation.

## **CHAPTER V**

### **RELATIONSHIPS OF THE BOARD OF DIRECTORS**

#### **Article 19. Relationship Between Members of the Board of Directors**

1. The relationship between the members of the Board of Directors is a cooperative one. The members of the BoD are responsible for informing each other about matters related to their tasks during the execution of their assigned work.
2. In the process of carrying out their work, the BoD member who is assigned the main responsibility must proactively coordinate and handle the work, especially if it involves areas under the responsibility of another BoD member. In case there are differing opinions between members, the responsible member must report to the Chairman of the BoD for a decision, or organize a meeting, or gather the opinions of the BOD members in accordance with the law, the Charter, and these Regulations.
3. In case of a reassignment of duties among the BoD members, they must hand over the work, files, and relevant documents. This handover must be documented and reported to the Chairman of the BoD.

#### **Article 20. Relationship with the CEO and the Executive Team**

The BoD issues resolutions and decisions for the CEO and the executive team to implement. At the same time, the BoD monitors and supervises the implementation of these resolutions and decisions.

#### **Article 21. Relationship with the Supervisory Board**

1. The relationship between the BoD and the Supervisory Board is one of cooperation. The working relationship between the BoD and the Supervisory Board is based on the principles of equality and independence, while also cooperating closely and supporting each other in the performance of their tasks.
2. When receiving inspection minutes or summary reports from the Supervisory Board and/or Internal Audit, the BoD is responsible for reviewing and directing the relevant departments to develop plans and promptly address the appropriate recommendations from the Supervisory Board, Internal Audit.

## **CHAPTER VI**

### **OTHER PROVISIONS**



## **Article 22. Office of the Board of Directors**

1. Board's Office is an assisting body for the BoD, serving the activities of leadership, management, and supervision of the BoD in the process of implementing strategic objectives within the entire Banking system.
2. The Chief of the BoD Office is the head, responsible for managing and operating the Office of the BoD.
3. The functions and duties of the Office of the BoD are performed in accordance with the organizational regulations and activities of the BoD Office, as issued by the BoD.

## **Article 23. Remunerations and operating budget**

1. Remunerations and other benefits of members of the BoD shall be charged to operating expenses of Eximbank in accordance with law and the Charter.
2. Budget for remunerations of the BoD shall be annually determined by the General Meeting of Shareholders.
3. Budget for activities of the BoD and its assisting apparatus is charged to operating expenses of Eximbank.

## **Article 24. Disclosure of related interests**

1. Members of the Board of Directors shall declare to Eximbank their related interests as required in the Charter, this Regulations and relevant laws, including:
  - a) Name, enterprise ID number, headquarter address of the enterprise or another economic entity in which they, individually or together with their related persons, hold shares or stakes worth 5% or more of its charter capital, including shares or stakes held by other organizations or individuals under their authorization or entrustment;
  - b) Name, enterprise ID number, headquarter address of the enterprise or another economic entity in which they and their related persons are members of the Board of Directors, Board of Members, supervisors, members of the Board of Supervisors, or Director General (Director);
  - c) Information about each related person that is an individual, including full name; personal identification number; nationality, passport number, issue date and place in case of a foreigner; and relationship with members of the BoD;
  - d) Information about each related person that is an organization, including name, enterprise ID number, headquarter address, number of the business registration certificate or a document of equivalent legitimacy; legal representative, and relationship with members of the BoD;
2. Members of the BoD shall provide information to Eximbank in writing for the first time and upon changes thereto within seven (7) business days from its incurrence or change, unless a shorter period of time is provided by law.
3. Members of the Board of Directors acting on their own or others' behalf to carry out tasks in whatever manner within the scope of business of Eximbank shall explain the nature and details of such tasks to the Board of Directors and shall be allowed to carry




out the same only if approved by the remaining members of the BoD in majority; if they insist on such execution without making declaration or obtaining approval, all income from such activities shall belong to Eximbank.

## **CHAPTER VII**

### **IMPLEMENTATION PROVISIONS, AMENDMENT AND SUPPLEMENTATION**

#### **Article 25. Implementation provisions, amendment and supplementation**

1. This Regulation is ratified by the General Meeting of Shareholders and comes into effect as from [...].
2. This Regulation replaces the Regulation on the Organization and Operation of the Board of Directors of Vietnam Export-Import Commercial Joint Stock Bank, issued with Decision No. 78/2022/EIB/QĐ-HĐQT of the BOD dated February 24, 2022.
3. The amendment and supplementation hereof shall be proposed by the Board of Directors and submitted to the General Meeting of Shareholders for consideration and decision.
4. BoD members, the CEO, Deputy CEOs, and relevant individuals and departments are responsible for implementing this Regulation. 

**ON BEHALF OF BOARD OF DIRECTORS**  
**CHAIRPERSON** 



*Ho Chi Minh City, date 08 month 4 year 2025*

## PROPOSAL

**Re: Amendment of and supplementation to the Regulations on the organization and operations of the Board of Supervisors**

**TO: GENERAL MEETING OF SHAREHOLDERS**

Pursuant to:

- Law on Credit Institutions 2024 and guidelines on its implementation;
- Law on Enterprises 2020 and relevant amendments, supplements and guidelines on implementations;
- Law on Securities 2019 and guidelines on its implementation;
- Charter of Vietnam Export Import Commercial JS Bank (“Eximbank”),

The Board of Supervisors would like to submit to the General Meeting of Shareholders for consideration and approval of the substitution of the Regulations on the organization and operations of the Board of Supervisors of Eximbank as below.

### **1. Necessity of the substitution of the Regulations on the organization and operations of the Board of Supervisors of Eximbank**

The existing Regulations on the organization and operations of the Board of Supervisors of Eximbank was ratified by the General Meeting of Shareholders in the meeting held on 15/02/2022 and issued by the Board of Supervisors under Decision 11/2022/EIB/QĐ-BKS dated 25/02/2022.

On 18/01/2024, the National Assembly passed the Law on Credit Institutions No. 32/2024/QH15, as effective from 01/07/2024, which has undergone great amendments and additions as compared to the Law on Credit Institutions 2010. These changes cause a number of provisions in the existing Regulations on the organization and operations of the Board of Supervisors no longer appropriate. Therefore, it is necessary to issue new Regulations on the organization and operations of the Board of Supervisors in replacement of the existing one so as to make sure that all provisions of the current law regulations have been fully updated in conformity with practical operations of the Board of Supervisors.

### **2. Proposed amendments and supplements in the draft Regulations on the organization and operations of the Board of Supervisors of Eximbank**

Based on the Law on Credit Institutions 2024, Law on Enterprises 2020 and relevant laws, the Board of Supervisors has reviewed and proposes to amend and supplement some contents of the Regulations on the organization and operations



of the Board of Supervisors. The details thereof and the draft of the substitute instrument are specified in the Appendix enclosed herewith.

From the foregoing, the Board of Supervisors would like to submit to the General Meeting of Shareholders for consideration and ratification of:

- (i) Approving the amendments of and additions to the Regulations on the organization and operations of the Board of Supervisors as stated in the Appendix and draft regulations enclosed herewith.
- (ii) Assigning the Board of Supervisors to carry out necessary formalities (checking, making technical regulations, and form) for finalization and issuance of the substitute Regulations on the organization and operations of the Board of Supervisors.

**FOR BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**







**APPENDIX: CONSOLIDATION OF AMENDMENTS TO THE REGULATIONS ON THE ORGANIZATION AND OPERATIONS  
OF THE BOARD OF SUPERVISORS OF VIETNAM EXPORT IMPORT COMMERCIAL JS BANK**  
*(in conjunction with the Proposal submitted by the Board of Supervisors to the General Meeting of Shareholders)*

No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
1.	<b>Article 1. Scope of governance and subject of application</b> 1. Scope of governance: This Regulation provides for the organization structure, criteria, conditions, rights and obligations of the Board of Supervisors and its members in correspondence with the Bank's Charter and other relevant laws.  2. Subject of application: this Regulation applies to the Board of Supervisors and its members of the Bank.	<b>Article 1. Scope of governance and subject of application</b> 1. Scope of governance: This Regulation provides for the organization structure, criteria, conditions, rights and obligations of the Board of Supervisors and its members <i>of Vietnam Export Import Commercial Joint Stock Bank ("Bank" or "Eximbank") in correspondence with law and the Bank's Charter.</i>  2. Subject of application: this Regulation applies to Eximbank's Board of Supervisors and its members, <i>and other relevant units and individuals across its network.</i>	Added the abbreviated name of Eximbank for consistency with its Charter
2.	<b>Article 2. Roles of the Board of Supervisors</b> <del>1. The Board of Supervisors is the body belonging to and elected by the General Meeting of Shareholders.</del> <del>2. The Board of Supervisors performs the internal audit and control functionalities, and evaluate the obedience with law, internal regulations, the Charter, resolutions and <b>decisions</b> of the General Meeting of Shareholders and Board of Directors.</del> <del>3. The Board of Supervisors oversees the activities of the Board of Directors and General Manager in their administration and management of the Bank; and takes responsibility to the General Meeting of Shareholder in the performance of its duties.</del> 4. The objectives of the Board of Supervisors are to detect and prevent acts of violation of law and internal regulations so as to enhance the effectiveness in the Bank's management and administration; and to make suggestion and proposal on the Bank's	<b>Article 2. Roles of the Board of Supervisors</b> <i>1. The Board of Supervisors conducts supervision and assessment of the observance with law, internal regulations, Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors.</i>	For conformity with Article 51.1 of the Law on CIs 2024 and consistency with Article 64 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	management and administration to ensure safety, efficiency and law compliance.	2. The objectives of the Board of Supervisors are to detect and prevent acts of violation of law and internal regulations so as to enhance the effectiveness in the Bank's management and administration; and to make suggestion and proposal on the Bank's management and administration to ensure safety, efficiency and law compliance.	
3.	<b>Article 3. Principle of operation of the Board of Supervisors</b> The Board of Supervisors works in collective principle. Members of the Board of Supervisors take personal responsibility in their own tasks, and are together responsible to the General Meeting of Shareholders and law for the tasks and decisions of the Board of Supervisors.	<b>Article 3. Principle of operation of the Board of Supervisors</b> 1. The Board of Supervisors works in collective principle. Members of the Board of Supervisors take personal responsibility in their own tasks, and are together responsible to the General Meeting of Shareholders and law for the tasks and decisions of the Board of Supervisors. 2. Members of the Board of Supervisors perform inspection and supervision over the Bank's operations under the assignment of the Chief Supervisor, and carry out rights and obligations of members of the Board of Supervisors as defined by law, in the Charter, Regulations on internal management of Eximbank and this Regulation. 3. The Board of Supervisors shall discuss and vote to decide on tasks within its tasks and powers by means of: a) Meetings; or b) Written opinion collection; or Others as determined by the Board of Supervisors from time to time.	Added to make it clearer
4.	<b>Article 4. Interpretation</b> The terms and wordings used herein shall be construed in accordance with the Bank's Charter and relevant law.	<b>Article 4. Principles of application</b> 1. Issues not provided herein shall be subject to the Charter, Regulations on internal management, and relevant laws. 2. If there are changes to the Charter and/or law regulations, causing the provisions hereof different from the Charter and/or such	Renamed "Article 4. Interpretation" to "Article 4. Principles of application"



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<p>law regulations, the updated provisions of the Charter and/or laws shall prevail.</p> <p>3. In case of conflict between the provisions of this Regulation and the Charter/laws with respect to the same matter, the provisions of laws or the Charter shall prevail.</p> <p>4. The terms and wordings used herein shall be construed in accordance with the Bank's Charter and relevant laws.</p>	
5.	<p style="text-align: center;"><b>CHAPTER II</b> <b>SPECIFIC PROVISION</b></p> <p style="text-align: center;"><b>Section 1</b> <b>BOARD OF SUPERVISOR</b></p> <p><b>Article 5. Composition of the Board of Supervisors</b></p> <p>1. The Board of Supervisors shall have <del>from three (03) to five (05)</del> members, who are not necessarily shareholders of the Bank. Members of the Board of Supervisors shall elect one among them as the Chief Supervisor in majority principle.</p> <p>2. More than half of the members of the Board of Supervisors shall permanently reside in Vietnam.</p> <p><del>3. The number of executive members of the Board of Supervisors must not be less than ½ (half) of the total members, and shall not concurrently undertake positions or jobs at other credit institutions or enterprises.</del></p>	<p style="text-align: center;"><b>CHAPTER II</b> <b>SPECIFIC PROVISION</b></p> <p style="text-align: center;"><b>Section 1</b> <b>BOARD OF SUPERVISOR</b></p> <p><b>Article 5. Composition of the Board of Supervisors</b></p> <p>1. The Board of Supervisors of Eximbank shall have <i>at least 5 (five)</i> members. <i>Specific number of members for each term of office shall be decided by the General Meeting of Shareholders, of which, more than half of the members shall permanently reside in Viet Nam.</i></p> <p>2. Members of the Board of Supervisors are not necessarily shareholders of the Bank. They shall elect one of them as the Chief Supervisor in majority principle.</p> <p>3. <i>The list of expected persons to be elected as members of the Board of Supervisors shall be approved in writing by the State Bank of Vietnam (SBV) before election. Those elected as members of the Board of Supervisors must be within the list approved by SBV.</i></p>	<p>- For conformity with Article 41.3.d, Article of the Law on CIs 2024 and consistency with Article 25, Article 64 of Eximbank Charter</p> <p>- Re-arranged for the sake of suitability</p> <p>- Amended clause 3 to align with Article 64.3 of Eximbank Charter</p>
6.	<p><del>4. If the candidates to the Board of Supervisors through nomination and candidacy are not up to the required number, the incumbent Board</del></p>	<p><b>Article 6. Candidacy and nomination of members to the Board of Supervisors</b></p> <p><i>1. The nomination or candidacy of members to the Board of Supervisors follows the provisions of law and the Bank's Charter.</i></p>	<p>Separated clause 4 Article 5 of the</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p><del>of Supervisors may introduce additional candidates or organize the nomination according to the Bank's Charter and Regulations on internal management.</del></p>	<p><i>2. In case the candidates standing for or nominated as members of the Board of Supervisors are not up to the required number (including the case where the candidates are considered not qualified for the criteria and requirements), the incumbent Board of Supervisors shall introduce/nominate additional candidates or organize the nomination which shall be carried out as follows:</i></p> <p><i>a) Sequence or procedures for introduction/nomination or organization of nomination: as decided by the Board of Supervisors upon observance with relevant laws;</i></p> <p><i>b) The Board of Supervisors shall approve the list of candidates introduced/nominated by the Board of Supervisors in majority principle. If having equal votes, the final decision shall be on the side with opinion of the Chief Supervisor.</i></p> <p><i>3. Once the candidates as members of the Board of Supervisors have been approved by the State Bank, the Bank shall publish their information on its website before the opening of the general meeting of shareholders so that shareholders may learn about them before voting as per law regulations. Candidates as members of the Board of Supervisors shall execute a written commitment stating that the personal information being published is true and correct and they shall perform duties in an honest and cautious manner for the highest benefit of the Bank if elected. Publication of candidate information shall be proceeded in the same method as to candidates as members of the Board of Directors.</i></p>	<p>existing Regulations to an article and added to align with Article 7.2, Article 10 of the model regulations on the BoS under Circular 116/2020, Article 11.2 of Circular 22/2018/TT-NHNN and consistency with Article 63 of Eximbank Charter</p>
7.	<p><b>Article 6. Tenure of the Board of Supervisors and its members</b> The tenure of members of the Board of Supervisors shall be subject to that of the Board of Supervisors, and they may be re-elected for an unlimited number of terms. The tenure of the added or replaced members shall be the remaining period of the underlying term. The Board of Supervisors of the just ended tenure shall continue its</p>	<p><b>Article 7. Tenure of the Board of Supervisors and its members</b> The term of office of the Board of Supervisors shall not be longer than 5 (five) years. The tenure of members of the Board of Supervisors shall be subject to that of the Board of Supervisors, and they may be re-elected for an unlimited number of terms. The tenure of the added or replaced members shall be the remaining period of</p>	Re-numbered



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	operation until the Board of Supervisors of the new tenure takes over the jobs.	the underlying term. The Board of Supervisors of the just ended tenure shall continue its operation until the Board of Supervisors of the new tenure takes over the jobs.	
8.	<p><b>Article 7. <del>Rights and obligations</del> of the Board of Supervisors</b></p> <p>1. Supervise the compliance with law and the Bank’s Charter in the administration and management of the Bank; and be responsible to law and the General Meeting of Shareholders for the performance of their assigned duties and authorities.</p> <p><del>18. Devise the Regulations on the organization and operations of the Board of Supervisors, and submit to the General Meeting of Shareholders for ratification.</del></p> <p><del>19. Issue the internal regulations and code of conduct of the Board of Supervisors, and annually review the same as well as major policies on accounting and reporting for proper amendment and supplementation.</del></p>	<p><b>Article 8. <i>Tasks and powers of the Board of Supervisors</i></b></p> <p><i>1. Supervise the compliance with provisions of law, internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors in the administration and management of the Bank; and be responsible to law and the General Meeting of Shareholders for the performance of their assigned tasks and powers according to the Law on Credit Institutions and the Bank’s Charter.</i></p> <p><i>2. Issue internal regulations of the Board of Supervisors; and review, on annual basis, internal regulations of the Board of Supervisors and regulations of the Bank on accounting and reporting.</i></p>	<p>Adjusted to align with Article 52 of the Law on CIs 2024 and consistency with Article 65 of Eximbank Charter, specifically: Amended against Article 52.1 of the Law on CIs 2024, in line with the provisions on rights and obligations of the BoS defined in Article 170.1 of the Enterprise Law 2020, Article 288.3 of Decree 155/2020/NĐ-CP and consistency with Article 65.1 of Eximbank Charter Amended to align with Article 52.2 of the Law on CIs 2024 and consistency with Article 65.2 of Eximbank Charter</p>





No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p>21. Perform the internal audit functions; and be responsible for issues relating to the internal audit section and internal inspection and control system as required by the State Bank of Vietnam. Have the right to employ independent advisors and access to and provision of sufficient, accurate and timely information and documents with connection to the Bank's management and administration activities to carry out their assigned duties and authorities.</p> <p><del>2. Giám sát tình hình tài chính Ngân hàng, việc tuân thủ pháp luật của thành viên Hội đồng quản trị, Tổng Giám đốc, người quản lý khác trong các hoạt động.</del></p> <p><del>3. Appraise the interim and annual financial statements of the Bank, including those audited by an independent audit organization. Make report to the General Meeting of Shareholders on the appraisal result of the financial statements; assess the reasonableness, lawfulness, honesty and prudence level of the accounting, statistics and preparation of financial statements. The Board of Supervisors may consult with the Board of Directors before submitting the statements and proposal to the General Meeting of Shareholders.</del></p> <p><del>5. Review the contracts and transactions with related persons within the approving authority of the Board of Directors and General Meeting of Shareholders, and make recommendation on those requiring approval of the Board of Directors or General Meeting of Shareholders</del></p>	<p>3. <i>Organize</i> the execution of internal audit, have access to and be sufficiently, accurately and timely provided with information and documents relating to the Bank's <i>management and administration</i>. Make use of <i>the Bank's resources</i> to carry out its assigned tasks and powers; <i>and hire specialists, independent consultants and external organizations to perform its duties while staying responsible for the performance of tasks of the Board of Supervisors.</i></p> <p>4. Supervise the <i>current</i> financial conditions, and examine the interim (half-year) and annual financial statements of the Bank. Make report to the General Meeting of Shareholders on the appraisal result thereof, assess the reasonableness, legitimacy, honesty and prudence of the accounting, statistics and preparation of the financial statements. The Board of Supervisors may consult opinions of the Board of Directors before submitting their reports and recommendations to the General Meeting of Shareholders.</p> <p>Deleted</p> <p>5. <i>Supervise the approval and execution of investment projects, purchase and sale of fixed assets, and other contracts or transactions of the Bank within the decision-making authority of the General Meeting of Shareholders and Board of Directors. Each and every year, make and send reports on the supervisory results to the General Meeting of Shareholders and Board of Directors.</i></p>	<p>Amended and added to align with Article 52.3 of the Law on CIs 2024 and consistency with Article 65.3 of Eximbank Charter</p> <p>Amended and added to align with Article 52.4 of the Law on CIs 2024 and consistency with Article 65.4 of Eximbank Charter</p> <p>Amended and added to align with clause 5 Article 52 of the Law on CIs 2024 and consistency with Article 65.5 of Eximbank Charter</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p>4. Examine accounting records and other documents as well as the Bank's management and administration activities as necessary or <del>as decided or resolved by the General Meeting of Shareholders, or as requested by shareholders or shareholder groups holding 05% or more of total common shares.</del> The Board of Supervisors shall carry out the examination within 07 (seven) working days from the receipt of such request. 15 (fifteen) days from the end of the examination, the Board of Supervisors shall report and make explanation on the examined issues to the Board of Directors and shareholders or shareholder groups who raise such request.</p> <p>6. <del>Give timely notice in writing to the Board of Directors within 48 hours upon detection of any acts of violation of law or the Bank's Charter by members of the Board of Directors, General Manager, and other executives of the Bank, and require the violator to stop his/her violation acts and take remedies to mitigate the consequence (if any).</del></p> <p>13. Recommend the Board of Directors or General Meeting of Shareholders to take measures to change, supplement or innovate the organization structure for managing, supervising and administering the Bank's business activities.</p>	<p>6. <i>Oversee the obedience with provisions in Chapter VII of the Law on Credit Institutions with regard to restrictions to ensure safe operations of the Bank.</i></p> <p>7. Examine accounting records and other documents, as well as management and administration activities of the Bank as deemed necessary or <i>in the following cases:</i></p> <p style="padding-left: 40px;">a) <i>At the resolution or decision of the General Meeting of Shareholders;</i></p> <p style="padding-left: 40px;">b) <i>At the request of <b>the State Bank</b> or of major shareholders or shareholder groups in conformity with law.</i> The examination shall be carried out within <i>seven (7)</i> business days upon receipt of such request. Within 15 (fifteen) days from the completion of the examination, the Board of Supervisors shall be required to make report and explanation on the requested issues to <i>the organizations or individuals so requesting.</i></p> <p>8. <i>Timely notify the General Meeting of Shareholders and Board of Directors in writing upon detecting any acts of breaching law, the Charter, internal regulations of Eximbank, resolutions and decisions of the General Meeting of Shareholders and Board of Directors committed by executives and managers of the Bank; and require the violator to immediately stop such acts and take remedies to mitigate the consequence (if any). The Board of Supervisors shall send a written notice to the Board of Directors within 48 hours after detection of any violations against laws or the Charter by any executive or manager of the Bank.</i></p> <p>9. Recommend the Board of Directors or General Meeting of Shareholders to take measures to change, supplement or innovate the organization structure for managing, supervising and administering the Bank's business activities.</p>	<p>Added to align with clause 6 Article 52 of the Law on CIs 2024 and consistency with Article 65.6 of Eximbank Charter</p> <p>Amended and added to align with clause 7 Article 52 of the Law on CIs 2024 and consistency with Article 65.7 of Eximbank Charter</p> <p>Amended and supplemented to align with Article 52.8 of the Law on CIs 2024, Article 288.5 Decree 155/2020/NĐ-CP, and consistency with Article 65.8 of of Eximbank Charter - Added "written" to make it clearer According to Article 170.7 of the Enterprise Law 2020</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	7. <del>Draw a list of major shareholders, founding shareholders and related person of members of the Board of Directors, Board of Supervisors, General Manager, founding shareholders, and major shareholders of the Bank, which should be kept and updated any changes thereto.</del>	10. <i>Prepare the list of shareholders owning 1% or more of the charter capital and related persons of members of the Board of Directors, Board of Supervisors, and General Manager of the Bank, and shareholders owning at least 1% of the charter capital; retain and update changes thereto.</i>	Adjusted to align with Article 52.9 of the Law on CIs 2024
	8. <del>Propose the Board Chairman to convene meetings of the Board of Directors.</del>	11. <i>Propose the Board of Directors to hold irregular meetings or to convene extraordinary general meetings of shareholders in accordance with law and the Charter.</i>	Adjusted to align with Article 52.10 of the Law on CIs 2024 and consistency with Article 65.10 of Eximbank Charter
	9. <i>Propose the Board of Directors to convene extraordinary general meetings of shareholders in accordance with the Bank's Charter and law.</i>		
	10. <del>Convene extraordinary general meetings of shareholders in case the Board of Directors makes a decision which seriously violates the Bank's Charter, or is beyond their assigned powers, and otherwise as stipulated by law.</del>	12. <i>Convene extraordinary general meetings of shareholders in case the Board of Directors makes a decision which seriously violates the Law on Credit Institutions, or is beyond their assigned authorities or other cases as stipulated in the Bank's Charter.</i>	Adjusted to align with Article 52.11 of the Law on CIs 2024 and consistency with Article 65.11 of Eximbank Charter
	20. <i>Decide the organization structure, duties and authorities of the internal audit section. Provide for the criteria applicable to internal auditors. Appoint, discharge, punish, suspend and determine the salary and other benefits of the titles within the internal audit section corresponding to relevant law stipulations, Regulations on the organization and operations of the Board of Supervisors and other internal regulations of the Bank.</i>	13. <i>Decide on the organization structure, tasks and powers of the internal audit section and the consulting, advising and assisting section under the Board of Supervisors. Provide for the criteria applicable to titles under the Internal audit section and the consulting, advising and assisting section under the Board of Supervisors. Appoint, discharge, punish, suspend and determine the compensation and other benefits of the titles under the Internal audit section and the consulting, advising and assisting section under the Board of Supervisors corresponding to relevant laws, Regulations on the organization and operations of the Board of Supervisors and other internal regulations of the Bank.</i>	Amended and supplemented to align with Article 52.12 of the Law on CIs 2024 and Article 64.6 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	12. Propose and recommend the General Meeting of Shareholders to approve the independent audit organization to audit the Bank's financial statements and <del>the audit organizations approved to examine the Bank's activities, and discharge the accepted auditors if deemed necessary.</del>	14. Propose <i>and recommend</i> the General Meeting of Shareholders to <i>decide on the selection of</i> an independent audit organization to audit the financial statements and <i>carry out internal control assurance upon preparation and presentation of financial statements of the Bank in the following fiscal year.</i>	Amended and supplemented to align with Article 59 of the Law on CIs 2024, Circular 51/2024/TT-NHNN prescribing independent audit of commercial banks and Articles 65.14 and 80 of Eximbank Charter
	<del>11. Take place of the Board of Directors to convene extraordinary general meetings of shareholders within 30 days in case the Board of Directors fails to make such convocation in accordance with the Charter and law.</del>	Deleted	
	<del>14. Ensure the coordination in operation between the Board of Supervisors and the Board of Directors, General Manager and shareholders.</del>	Deleted	
	<del>15. Review, extract, and make a copy of a part or whole of the declared list of related persons and interests in accordance with clauses 1 and 2 Article 164 of the Enterprise Law.</del>	Deleted	
	<del>16. Witness the Board of Directors' organization of vote counting and preparation of vote counting minutes if requested by the Board of Directors in case of consulting shareholders' opinions in writing to pass resolutions of the General Meeting of Shareholders.</del>	Deleted	
		15. Promptly report to the State Bank on violations against provisions of clauses 6, 8 and 11 of this Article and those on holding of shares/stakes and related persons according to the Law on Credit Institutions.	Added to align with Article 52.13 of the Law on CIs 2024 and Article 65.13 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	17. Attend and discuss at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.	16. Participate in and discuss at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.	According to clause 9 Article 170 of the Enterprise Law 2020
	<del>22. Take responsibility in internal audit, including: a. Directly directing, administering and supervising the activities of the Internal audit section, from the preparation of its action plan, execution of regular audits, audits by subjects, and on-demand audits, to oversight and assessment of audit quality. b. Approve and revise the annual internal audit plans as suggested by the Chief Internal Auditor upon consultation with the Board of Directors and General Manager.</del>	17. <i>Perform senior management oversight for internal audit in correspondence with law and the Bank's regulations, including:</i>  <i>a) Oversee and assess the implementation of work ethics by members of the Board of Supervisors and internal auditors;</i>  <i>b) Oversee the internal audit section in:</i>  <i>(i) Formulating and adjusting internal audit plans, and carrying out internal audit; monitoring and evaluating internal audit quality.</i>  <i>(ii) Reviewing and assessing the effectiveness of internal audit and task results of the Chief Internal Auditor;</i>  <i>(iii) Rectifying and correcting problems and limitations in internal audit at the order or request of the State Bank, independent audit organizations and other regulatory agencies.</i>	Amended and supplemented to align with Articles 13 and 70 of Circular 13/2018/TT-NHNN
	23. Review, examine and evaluate the effect and efficiency of the internal control system, internal audit, risk management and early alert systems of the Bank.	18. Review, examine and evaluate the effect and efficiency of the internal control system, internal audit, risk management and early alert systems of the Bank.	Clause 4 Article 170 of the Enterprise Law 2020
	Not regulated	19. <i>Use the Bank's seal to perform the tasks and powers of the Board of Supervisors.</i>	Added to align with Article 51.6 of Eximbank Charter
	24. Others as stipulated by law.	20. Others in correspondence with law and the Bank's Charter.	
9.	<b>Article 8. Rights and obligations of the Chief Supervisor</b>	<b>Article 9. Tasks and powers of the Chief Supervisor</b>	Amended and supplemented to align with Article 53 of the Law on CIs 2024 and Article 66 of Eximbank Charter





No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	1. Organize the implementation of the duties and authorities of the Board of Supervisors set out in <del>Article 7</del> hereof.	1. Organize the implementation of tasks and powers of the Board of Supervisors specified in <i>Article 8 hereof, and be held liable for the performance of his/her rights and obligations corresponding to law, the Charter and internal regulations of Eximbank.</i>	Amended and supplemented to align with Article 53.1 of the Law on CIs 2024, and Article 66.1 of Eximbank Charter
	2. Prepare agenda <del>for the meetings of the Board of Supervisors upon the suggestions of members of the Board of Supervisors which are related to its duties and authorities</del> ; convene and chair the meetings of the Board of Supervisors.	2. Convene and chair meetings of the Board of Supervisors <i>or organize written opinion collection for execution of tasks and decisions of the Board of Supervisors. Prepare agenda, contents and documents for meetings of the Board of Supervisors, consult written opinions to carry out tasks and decisions of the Board of Supervisors; and supervise or organize supervision of the implementation of decisions of the Board of Supervisors.</i>	Amended and supplemented to align with Article 53.2 of the Law on CIs 2024, and Articles 66.2 and 66.3 of Eximbank Charter
	3. Sign documents within competence of the Board of Supervisors on its behalf.	3. Execute on behalf of the Board of Supervisors documents within competence of the Board of Supervisors.	Adjusted to align with Article 53.3 of the Law on CIs 2024, and Article 66.4 of Eximbank Charter
	4. Convene on behalf of the Board of Supervisors extraordinary general meetings of shareholders in accordance with <del>Article 7</del> hereof or request the Board of Directors for irregular meetings.	4. Convene on behalf of the Board of Supervisors extraordinary general meetings of shareholders <i>or propose the Board of Directors to hold irregular meeting according to the Charter, Regulations on internal management and this Regulation.</i>	Re-arranged to align with Article 53.4 of the Law on CIs 2024, and Article 66.5 of Eximbank Charter
	5. Attend meetings of the Board of Directors, state opinions but have no right to vote.	5. Attend meetings of the Board of Directors, and express his/her opinions but not be permitted to vote.	Added to align with Article 53.5 of the Law on CIs 2024, and Article 66.6 of Eximbank Charter
	6. Request their opinions to be noted down in the minutes of meetings of the Board of Directors if such opinions are different from the decisions or resolutions of the Board of Directors, and report to the General Meeting of Shareholders.	6. Request his/her opinions be recorded in the minutes of meeting of the Board of Directors if such opinions differ from the resolution or decision of the Board of Directors, and report the same to the General Meeting of Shareholders.	Adjusted to align with Article 53.6 of the Law on CIs 2024, and Article 66.7 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	7. Prepare the working plan and assign tasks to members of the Board of Supervisors.	7. Prepare the working plan of the Board of Supervisors and assign <i>specific</i> tasks to its members.	Added to align with Article 53.7 of the Law on CIs 2024, and Article 66.8 of Eximbank Charter
	8. Make sure that members of the Board of Supervisors are provided with full, objective and accurate information, and have enough time to discuss the matters to be considered by the Board of Supervisors.	8. Make sure that members of the Board of Supervisors are provided with full, objective and accurate information, and have enough time to discuss the problems which need consideration by the Board of Supervisors.	
	9. Supervise and give guidance on the performance of the assigned duties as well as the rights and obligations of members of the Board of Supervisors.	9. Supervise and guide the implementation of the assigned tasks, rights and obligations of members of the Board of Supervisors.	
	10. Authorize another member of the Board of Supervisors to undertake his/her duties during his/her absence.	10. <i>Only</i> authorize one (1) member of the Board of Supervisors to undertake the <i>rights and obligations of the Chief Supervisor</i> during his/her absence <i>or inability to perform duties</i> .	Adjusted to align with Article 53.10 of the Law on CIs 2024, and Article 66.11 of Eximbank Charter
	<del>11. Take control for the General Meeting of Shareholders to elect the chairman of the meeting in case of absence of temporary loss of work capacity of the Board Chairman while the other Board members are unable to elect a person as the chairman.</del>	Deleted	
	12. Others as specified in the Bank's Charter.	11. Others in accordance with <i>law</i> , the Charter <i>and other regulations</i> of the Bank.	Added and re-arranged to align with Article 66.12 of Eximbank Charter
10.	<b>Article 9. Rights and obligations of members of the Board of Supervisors</b>  <del>1. Perform, on an honest and prudent basis, the duties and authorities of a member of the Board of Supervisors in compliance with law, the Bank's Charter, code of conduct and this Regulation for the benefit of the Bank and shareholders.</del>	<b>Article 10. Tasks and powers of members of the Board of Supervisors</b>  <i>1. Comply with law, the Bank's Charter, internal regulations of the Board of Supervisors, and professional ethics, and perform duties assigned by the Chief Supervisor to honestly and cautiously carry out the tasks and powers of the Board of Supervisors for benefits of</i>	Amended and supplemented to align with Article 54 of the Law on CIs 2024, Articles 157.7 and



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<i>the Bank and shareholders; and be held responsible for the performance of their own rights and obligations.</i>	173 of the Enterprise Law 2020, Article 3 of the model regulations on the BoS under Circular 116/2020/TT-BTC, and Article 67 of Eximbank Charter
	2. Adhere to the benefit of the Bank and shareholders; not to abuse their position and title nor employ the information, know-hows, business opportunities and other assets of the Bank for their own interests or for the interests of other entities and individuals.	2. Be loyal to interests of the Bank and shareholders; and not abuse the position or title and use information, know-hows, business opportunities and other assets of the Bank for their self-seeking purposes or for interests of other organizations or individuals.	
	3. Elect one member of the Board of Supervisors as the Chief Supervisor.	3. Elect <i>one (1)</i> member of the Board of Supervisors as Chief Supervisor. <i>All members of the Board of Supervisors are entitled to elect and vote to dismiss or discharge the Chief Supervisor without having their votes removed (including voting for themselves).</i>	
	4. Attend meetings of the Board of Directors, engage in discussion but have no right to vote.	4. Attend meetings of the Board of Directors, and express his/her opinions but not be permitted to vote.	
	5. Control business activities, examine accounting books, assets and financial statements, and recommend <del>to make rectification of mistakes, if any.</del>	5. Control business activities, examine accounting books, properties, and financial statements <i>of the Bank</i> , and recommend <i>remedies of breaches.</i>	
	<del>6. Request the Bank's staff to provide data and make explanations on business activities in order to implement the assigned duties.</del>	6. <i>Require the Bank's managers to report and explain the financial conditions and business results of its subsidiaries, plans, projects, and programs of investment and development, and other decisions in the administration and management of the Bank.</i>	
		7. <i>Demand Eximbank's managers, executives and employees to provide figures and make explanation on business activities in order to carry out their assigned duties.</i>	
	7. Make report to the Chief Supervisor on unusual financial <del>events</del> and take responsibility <del>to the General Meeting of Shareholders</del> in their own assessments and conclusions.	8. Report to the Chief Supervisor on unusual financial <i>activities of the Bank</i> and take personal responsibilities for their own assessment and conclusions.	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	8. Request the Chief Supervisor to convene irregular meetings of the Board of Supervisors.	9. Request the Chief Supervisor to convene irregular meetings of the Board of Supervisors.	
	9. Attend meetings of the Board of Supervisors, <del>give opinions</del> and vote on the issues within the duties and authorities of the Board of Supervisors, except for issues of interest conflict with respective members.	10. Attend meetings of the Board of Supervisors, <i>discuss</i> and cast votes on issues within the tasks and powers of the Board of Supervisors, except for issues of interest conflict with concerned members.	
	10. Others in accordance with law and the Bank's Charter.	11. Others in correspondence with law, the Charter <i>and other regulations of the Bank</i> .	
	11. In case any member of the Board of Supervisors commits violations of law and the Charter causing damages to the Bank or others, such member shall be jointly or severally responsible for making compensation thereof. Any income or other interests earned by virtue of such violations must be returned to the Bank.	12. In case any member of the Board of Supervisors commits violations of law and the Charter causing damages to the Bank or others, such member shall be jointly or severally responsible for compensation thereof. Any income or other interests earned by virtue of such violations must be returned to the Bank.	
	12. Any violations committed by members of the Board of Supervisors during the performance of their assigned rights and obligations shall be informed in writing to the Board of Supervisors upon detection, and the violator shall be requested for termination of such violations and remedy of the consequences.	13. Any violation committed by members of the Board of Supervisors during the performance of their assigned rights and obligations shall be informed in writing to the Board of Supervisors, <i>and the violator</i> shall be requested for termination of such violation and remedy of the consequences.	
11.	<b>Article 10. Rights to information of the Board of Supervisors</b>	<b>Article 11. Rights to information of the Board of Supervisors</b>	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p>1. Information and documents must be sent to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors, including:</p> <p>a) Meeting invitations, opinion collection sheets to consult opinions of members of the Board of Directors, and supporting documents;</p> <p>b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;</p> <p>c) Reports submitted by the General Manager to the Board of Directors or other documents issued by the Bank<sup>1</sup>.</p> <p>2. Members of the Board of Supervisors shall have access to all records and documents of the Bank which are kept at the head office, branches and other locations; and have the right to come to the working locations of the Bank's managers and employees during business hours.</p> <p>3. Board of Directors and its members, the General Manager and <del>other</del> managers must fully, accurately and timely provide information and documents on the administration, management and business operations of the Bank as requested by the Board of Supervisors or its members.</p>	<p>1. Information and documents must be sent to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors, including:</p> <p>a. Meeting invitations, opinion collection sheets to consult opinions of members of the Board of Directors, and supporting documents;</p> <p>b. Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;</p> <p>c. Reports submitted by the General Manager to the Board of Directors or other documents issued by the Bank.</p> <p>2. Members of the Board of Supervisors shall have access to all records and documents of the Bank which are kept at the head office, branches and other locations; and have the right to arrive at working locations of the Bank's managers, <i>executives</i> and employees during business hours.</p> <p>3. Board of Directors and its members, General Manager, managers and <i>executives</i> of the Bank must provide adequate, accurate and timely information and documents on the administration, management and business operations of the Bank as requested by the Board of Supervisors or its members.</p>	<p>Added "<i>executives</i>"</p>
12.	<p><b>Article 11. Information confidentiality</b></p> <p><del>1. Members of the Board of Supervisors shall not disclose, divulge or otherwise provide to third parties confidentiality information, documents and materials of Eximbank, and other information related to the Bank's operations or information not publicly announced by Eximbank.</del></p> <p><del>2. The information confidentiality shall serve the expiry of the tenure of members of the Board of Supervisors.</del></p>	<p><b>Article 12. Information confidentiality</b></p> <p><i>Members of the Board of Supervisors are bound to information confidentiality obligations as set out in law regulations, the Charter and internal regulations of the Bank, even when their term of office has expired or they have naturally lost capacity or been discharged from duty or dismissed from position.</i></p>	<p>Amended to align with Article 13.1 of the Law on CIs 2024, and Articles 67.12 and 67.13 of Eximbank Charter</p>





No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<del>3. Members of the Board of Supervisors are bound to information confidentiality obligations in accordance with Eximbank Charter, this Regulation and relevant law.</del>		
13.	<p><b>Article 12. Criteria and conditions to become members of the Board of Supervisors</b></p> <p>1. The criteria and conditions to become members of the Board of Supervisors are defined in the Bank's Charter and relevant laws.</p> <p><del>2. The Chief Supervisor shall have undergraduate degree or higher in one the majors of economics, finance, accounting, auditing, law, business administration, or majors relating to the Bank's business activities, and work full time at the Bank.</del></p>	<p><b>Article 13. Criteria and requirements applicable to members of the Board of Supervisors</b></p> <p><i>1. Not prohibited from holding a certain position as stated in clause 1 Article 14 hereof;</i></p> <p><i>2. Possess professional ethics according to regulations of the State Bank;</i></p> <p><i>3. Have a bachelor's degree or higher degree in one of such majors as banking, finance, economics, business administration, law, accounting or audit;</i></p> <p><i>4. Have at least 3 (three) years' experience of working directly in banking, finance, accounting or audit field;</i></p> <p><i>5. Not a related person or a family relative of a manager of Eximbank;</i></p> <p><i>6. The Chief of the Board of Supervisors shall reside in Viet Nam during his/her term of office;</i></p> <p><i>7. Not a member or employee of the audit company approved to audit the financial statements of Eximbank in 3 preceding years;</i></p> <p><i>8. Not the representative of state's investment or enterprise's investment in Eximbank;</i></p> <p><i>9. Others according to relevant laws (if any).</i></p>	<p>Added to align with Article 41 of the Law on CIs 2024, and Article 25 of Eximbank Charter</p>
14.	<p><b>Article 13. Cases not allowed to hold positions</b></p> <p>Persons being the subjects defined in clause 2 Article 63 of the Bank's Charter and relevant law shall not be members of the Board of Supervisors.</p>	<p><b>Article 14. Cases of being prohibited from holding certain positions or concurrently holding different positions</b></p> <p><i>1. Any of the below persons must not be a member of the Board of Supervisors of Eximbank:</i></p>	<p>Added to align with Articles 42 and 43 of the Law on CIs 2024, and Articles 28 and 29 of Eximbank Charter</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
15.	<p><b>Article 14. Cases not allowed to concurrently undertake different positions</b></p> <p>Regulations on non-concurrent undertaking of different positions by members of the Board of Supervisors are subject to clause 2 Article 64 of the Bank's Charter and relevant law.</p>	<p><i>a) Minor, or a person with limited cognition and behavior control; or a person with limited or lost legal capacity;</i></p> <p><i>b) A person who is facing criminal prosecution or serving imprisonment sentence; serving an administrative penalty in a correctional institution or rehabilitation center, or is prohibited by the court from holding certain positions or doing certain works;</i></p> <p><i>c) A person who has been sentenced for any serious crime or worse;</i></p> <p><i>d) A person who has been sentenced for possession charge without having their criminal record expunged;</i></p> <p><i>e) An official, public employee or manager of department or higher level of an enterprise in which the State holds 50% or more of the charter capital, except for any person appointed to act as the representative of the State's stakes or stakes of the enterprise in which the State holds 50% or more of the charter capital in Eximbank or appointed or assigned to participate in management, administration or control of Eximbank according to task requirements;</i></p> <p><i>f) An officer, non-commissioned officer, professional army man or defense worker/public employee of an agency or unit under the Vietnam People's Army; officer, professional non-commissioned officer, worker/police officer of an agency and unit under the Vietnam People's Police, except for any person appointed to act as the representative of the State's stakes or stakes of the enterprise in which the State holds 50% or more of the charter capital in Eximbank;</i></p>	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<p>g) <i>A person prohibited from participating in the management and administration of an enterprise or cooperative in correspondence with the law on officials and public employees and the law on anti-corruption;</i></p> <p>h) <i>A person who used to be the owner of a private enterprise or partner of a partnership, Director General (Director), member of the Board of Directors, Board of Members or a supervisor or member of the Board of Supervisors of an enterprise, member of the Board of Directors and Director General (Director) of a cooperative at the time when the enterprise or cooperative is declared bankrupt, except for case where he/she is assigned or appointed to participate in the management, administration or control of the enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;</i></p> <p>i) <i>A person who had their title of Chairperson or member of the Board of Directors, Chairperson or member of the Board of Members, Chief or member of the Board of Supervisors, Director General (Director) of a credit institution terminated under Article 47 of the Law on Credit Institutions or has committed violations, causing the revocation of the credit institution's license as determined by a competent agency;</i></p> <p>j) <i>A related person of a member of the Board of Directors or General Manager of Eximbank, except for cases specified in clause 3 Article 69 of the Law on Credit Institutions;</i></p> <p>k) <i>A person responsible for any violation against regulations on licensing, administration, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety</i></p>	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<p><i>ratios that results a fine in the maximum bracket imposed on the credit institution or foreign bank branch according to the law on penalties for administrative violations in monetary and banking sector under inspection conclusion;</i></p> <p><i>l) Other cases according to law (if any).</i></p> <p><i>2. Members of the Board of Supervisors of Eximbank must not concurrently hold either of the following positions, except for acting as a manager or executive or employee of a credit institution that receives mandatory transfer according to an approved mandatory transfer plan:</i></p> <p><i>a) Manager or executive of Eximbank, another credit institution or enterprise; or employee of Eximbank or its subsidiary;</i></p> <p><i>b) Employee of an enterprise whose member of the Board of Directors, executive or major shareholder is a member of the Board of Directors of Eximbank.</i></p>	
16.	<p><b>Article 15. Natural loss of capacity, discharge and removal of members of the Board of Supervisors</b></p> <p>Cases of natural loss of capacity, discharge, and removal of members of the Board of Supervisors and relevant stipulations are provided in Article 61 of the Bank's Charter and relevant laws.</p>	<p><b>Article 15. Natural loss of capacity, dismissal or discharge of members of the Board of Supervisors</b></p> <p><i>1. A member of the Board of Supervisors shall naturally lose his/her capacity if falling under one of the following circumstances:</i></p> <p><i>a) He/She is prohibited from holding certain positions as specified in the Bank's Charter and Article 14 hereof;</i></p> <p><i>b) He/She is expelled from the territory of the Socialist Republic of Vietnam;</i></p> <p><i>c) Eximbank has its License revoked;</i></p> <p><i>d) He/She is dead;</i></p> <p><i>e) Others as defined by law and the Bank's Charter.</i></p>	Adjusted to align with Articles 45 and 46 of the Law on CIs 2024, Articles 30 and 31 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<p>2. <i>Except for cases of natural loss of capacity specified in clause 1 of this Article, the Chief Supervisor and other members of the Board of Supervisors shall be dismissed from his/her position or discharged from duty in one of the following cases:</i></p> <p><i>a) Discharge from duty if he/she hands in a resignation letter to the Board of Supervisors and Board of Directors of the Bank;</i></p> <p><i>b) Dismissal if he/she fails to join activities of the Board of Supervisors for six (6) consecutive months, except for force majeure events;</i></p> <p><i>c) Dismissal if he/she fails to meet the criteria and requirements set out in the Charter and relevant laws;</i></p> <p><i>d) Dismissal if he/she commits serious violation of law regulations or the Charter during the performance of his/her powers or duties as assigned;</i></p> <p><i>e) At full discretion of the General Meeting of Shareholders other than the cases specified in points (a) to (d) of this clause (applicable to members of the Board of Supervisors);</i></p> <p><i>f) At the decision of the Board of Supervisors other than the cases specified in points (a), (b), (c), (d) and (e) of this clause (applicable to the Chief Supervisor);</i></p> <p><i>g) Other cases in observance with the Securities Law, Enterprise Law, other laws and the Bank's Charter.</i></p> <p>3. <i>After natural loss of capacity, dismissal or discharge from duty, the Chief Supervisor and other members of the Board of Supervisors shall still be liable for the decisions made during their term of office.</i></p>	





No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
17.	<p><b>Article 16. Replacement of members of the Board of Supervisors</b></p> <p>1. Within no more than 15 (fifteen) working days from the date the Chief Supervisor naturally loses his capacity, other members of the Board of Supervisors shall organize a meeting to elect one among them as the Chief Supervisor.</p> <p>2. In need of resignation, the Chief Supervisor must send the application to the Board of Directors and Board of Supervisors. No more than 60 (sixty) days upon such receipt without losing the capacity of members of the Board of Supervisors, the Board of Supervisors shall hold meeting to consider, decide and carry out the procedures of discharge, and elect a substitute Chief Supervisor in correspondence with current regulations.</p> <p>3. In need of resignation, members of the Board of Supervisors shall send the application to the Board of Directors and Board of Supervisors. The Board of Directors may organize an extraordinary general meeting of shareholders or lay down to the nearest general meeting of shareholders for determination.</p> <p>4. <del>Where the number of members of the Board of Supervisors is less than 2/3 (two thirds) of the total members of the tenure or less than the minimum number specified in the Bank's Charter, within no more than 60 (sixty) days from the date of such shortage, the Board of Supervisors shall request the Board of Directors to convene a general meeting of shareholders to elect additional members up to the required number.</del></p> <p>5. In other circumstances, the nearest meeting of the General Meeting of Shareholders shall elect new members of the Board of Supervisors to take place of those being discharged or removed, or fill the vacancies.</p>	<p><b>Article 16. Substitution of members of the Board of Supervisors</b></p> <p>1. Within no more than 15 (fifteen) working days from the date the Chief Supervisor naturally loses his/her capacity or <i>is dismissed or discharged</i>, the other members of the Board of Supervisors shall organize a meeting <i>or a written poll</i> to elect one among them as the Chief Supervisor.</p> <p>2. In need of resignation, the Chief Supervisor must send the application to the Board of Supervisors and Board of Directors. No more than 60 (sixty) days upon such receipt without losing the capacity of member of the Board of Supervisors, the Board of Supervisors shall hold a meeting to consider, decide and carry out discharge procedures, and elect a substitute Chief Supervisor in correspondence with current regulations.</p> <p>3. Members of the Board of Supervisors in need of resignation shall send the application to the Board of Supervisors and Board of Directors. The Board of Directors may organize an extraordinary general meeting of shareholders or lay down to the nearest general meeting of shareholders for determination.</p> <p>4. <i>Where the Board of Supervisors has less members than the minimum number of members required in clause 1 Article 5 hereof and the Bank's Charter, Eximbank shall, within 90 (ninety) days from the date on which the minimum number of members fails to be reached, elect and add members up to such minimum number, except for cases specified in clause 5 Article 166 of the Law on Credit Institutions.</i></p> <p>5. In other circumstances, the nearest meeting of the General Meeting of Shareholders shall elect new members of the Board of Supervisors to take place of those being discharged or removed, or fill the vacancies.</p>	<p>- Added the case of dismissed or discharged”</p> <p>- For conformity with Article 51.6 of the Law on CIs 2024, and Article 64.5 of Eximbank Charter</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
18.	<p><b>Article 17. Assisting apparatus of the Board of Supervisors</b></p> <p>The Board of Supervisors has <del>an assisting section</del> being the internal audit which is allowed to use the Bank's resources, and employ external specialists and organizations to carry out <del>their</del> duties.</p>	<p><b>Article 17. Assisting apparatus of the Board of Supervisors</b></p> <p>The Board of Supervisors has the <i>Internal Audit and a consulting, advising and assisting section directly under it</i>, which are allowed to use the Bank's resources <i>to perform the tasks and powers as assigned</i>, and hire specialists, independent consultants and external organizations to carry out duties of the Board of Supervisors.</p>	Adjusted to align with Article 64.6 and Article 65.3 of Eximbank Charter
19.	Not regulated	<p><b>Article 18. Responsibility of the Board of Supervisors in convening extraordinary general meetings of shareholders</b></p> <p><i>1. The Board of Supervisors shall take place of If the Board of Directors fails to convene general meetings of shareholders after the specified time, the Board of Supervisors shall take its place to do so within 30 (thirty) days in the following cases:</i></p> <ul style="list-style-type: none"> <li><i>a) The remaining number of members of the Board of Directors or Board of Supervisors is lower than the minimum number prescribed by law;</i></li> <li><i>b) At the order of a shareholder or group of shareholders according to point c clause 3 Article 42 of the Charter;</i></li> <li><i>c) An extraordinary meeting of the General Meeting of Shareholders is requested by the Board of Supervisors but not convened by the Board of Directors; or</i></li> <li><i>d) Others as provided in the Bank's Charter.</i></li> </ul> <p><i>2. If not convening general meetings of shareholders as per regulations, the Board of Supervisors shall pay damages incurred by the Bank.</i></p> <p><i>3. Sequence, procedures, costs and otherwise relating to the convocation of general meetings of shareholders shall follow regulations of the Charter and relevant laws.</i></p>	Added to align with Article 13 of the model regulations on the BoS under Circular 116/2020/TT-BTC, and Article 42 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
20.	<p><b>Article 18. Meetings of the Board of Supervisors</b></p> <p>1. The first meeting of the Board of Supervisors must be held within 07 (seven) days after the Board of Supervisors is elected. Such meeting shall be convened by the member with the highest votes. If there is more than one member having the same highest votes, the members shall elect 01 (one) among them in majority principle to be the convener of the meeting of the Board of Supervisors.</p> <p>2. The Board of Supervisors shall meet <del>at least twice (02) a year</del> and may convene irregular meetings to timely address sudden tasks. Regular meetings of the Board of Supervisors shall be held under the convocation of the Chief Supervisor or the person temporarily holding the post of Chief Supervisor.</p> <p>3. The Board of Supervisors has the right to request members of the Board of Directors, General Manager and representative of the approved audit organization to attend meetings and respond to issues that need justification.</p> <p>4. Irregular meetings of the Board of Supervisors shall be conducted at the request of either of the followings:</p> <ul style="list-style-type: none"> <li>a. Chairman of the Board of Directors;</li> <li>b. <del>Two</del> or more members of the Board of Directors;</li> <li>c. Chief Supervisor;</li> <li>d. <del>Two</del> or more members of the Board of Supervisors;</li> <li>e. General Manager;</li> <li>f. <del>State Bank of Vietnam</del>.</li> </ul> <p>The request must be made in writing, specifying the purpose of meeting and issues to be discussed and decided within the competence of the Board of Supervisors.</p>	<p><b>Article 19. Meetings of the Board of Supervisors</b></p> <p>1. The first meeting in the term of office of the Board of Supervisors must be held within 07 (seven) business days after the election date thereof <i>to elect the Chief Supervisor</i>. Such meeting shall be convened by the member with the highest number of votes. If there is more than <i>1 (one)</i> member having the same highest votes, the members shall elect 01 (one) among them in majority principle to be the convener of the meeting of the Board of Supervisors.</p> <p>2. The Board of Supervisors shall meet <i>at least every quarter</i> and may convene irregular meetings to timely address sudden tasks. Regular meetings of the Board of Supervisors shall be held under the convocation of the Chief Supervisor or <i>the member authorized by the Chief Supervisor to so convene</i>.</p> <p>3. The Board of Supervisors has the right to request members of the Board of Directors, General Manager and representative of the approved audit organization to attend meetings and respond to issues that need justification.</p> <p>4. Irregular meetings of the Board of Supervisors shall be conducted at the request of either of the followings:</p> <ul style="list-style-type: none"> <li>a. Chairman of the Board of Directors;</li> <li>b. <i>At least two-thirds (2/3)</i> members of the Board of Directors;</li> <li>c. Chief Supervisor;</li> <li>d. <i>At least two-thirds (2/3)</i> members of the Board of Supervisors;</li> <li>e. General Manager;</li> <li>f. <i>Other cases according to law</i>.</li> </ul> <p>The request must be made in writing, specifying the purpose of meeting and issues to be discussed and decided within the competence of the Board of Supervisors.</p>	<p>- For conformity with Article 68.1 of Eximbank Charter</p> <p>- For conformity with Article 68.2 of Eximbank Charter</p>



	<p>5. Within 15 (fifteen) days from the date of receiving the request for irregular meetings of the Board of Supervisors from any of the subjects mentioned in <del>points a, b, d, e and f</del> <del>clause 3</del> of this Article, the Chief Supervisor shall convene and conduct the same.</p> <p>If the Chief Supervisor fails to convene the meeting of the Board of Supervisors after two consecutive requests, <del>the Board of Directors</del> and members of the Board of Supervisors shall immediately report to <del>the branch of the State Bank in the province or municipal city where the Bank's head office locates</del> and conduct the meeting of the Board of Supervisors to handle the tasks, and decide the discharge or removal of the Chief Supervisor and elect another qualified member of the Board of Supervisors to take his/her place in correspondence with current regulations, or decide the organization of an extraordinary general meeting of shareholders to address the outstanding problems or obstacles (if any).</p> <p>6. Meetings of the Board of Supervisors shall be conducted at the Bank's head office.</p>	<p>5. Within 15 (fifteen) days from the date of receiving the request for irregular meeting of the Board of Supervisors from any of the subjects mentioned in <i>clause 4</i> of this Article, the Chief Supervisor shall convene (or authorize another member of the Board of Supervisors to do so) and conduct the same.</p> <p>If the Chief Supervisor fails to convene the meeting of the Board of Supervisors after 2 (<i>two</i>) consecutive requests, <i>members of the Board of Supervisors</i> shall <i>inform the Board of Directors</i> in writing and conduct a meeting of the Board of Supervisors to handle tasks; and decide on the discharge or dismissal of the Chief Supervisor, elect another member of the Board of Supervisors (as qualified for the defined criteria and requirements) to take his/her place in correspondence with current regulations (if necessary), or request the Board of Directors to organize an extraordinary general meeting of shareholders to report/submit to the General Meeting of Shareholders for consideration of issues within its competence (if any)</p> <p>6. Meetings of the Board of Supervisors shall be conducted at the Bank's head office <i>or otherwise as may be decided by the Chief Supervisor or the member authorized by the Chief Supervisor to convene the meeting.</i></p> <p>7. <i>Meetings of the Board of Supervisors may be held in form of teleconference among its members providing that each attending member may:</i></p> <ul style="list-style-type: none"><li><i>a) Listen to other members of the Board of Supervisors speaking thereat;</i></li><li><i>b) Speak to, if desired, all other attending members at the same time;</i></li><li><i>c) The discussion among members may be directly conducted by phone or other means of communication or the combination thereof;</i></li><li><i>d) Members of the Board of Supervisors attending the meeting as mentioned above shall be deemed as having been present thereat. The venue of such meeting shall be the place where the largest group of members of the Board of Supervisors gathers, or otherwise, the place where the chairman of the meeting is present;</i></li></ul>	<p>- Amended for the sake of suitability</p> <p>- Added for the sake of suitability</p>
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No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
		<p><i>e) Decisions passed in a meeting in which the members attend by electronic means shall take effect right upon its ending, but should be re-affirmed by signatures in the meeting minutes or upon consent to the meeting minutes sent by email or in hard copy of all members of the Board of Supervisors attending such meeting.</i></p> <p><i>If members of the Board of Supervisors do not re-confirm their attendance/opinions at the meeting or sign the meeting minutes as stated in this clause, the minutes of meeting which truly and accurately reflects the meeting's contents with full name and signature of the chairman and minutes preparer shall still be effective.</i></p>	
21.	<p><b>Article 19. Procedures for organizing and conducting meetings of the Board of Supervisors</b></p> <p>1. The Chief Supervisor or the convener of meetings of the Board of Supervisors must send invitations to members of the Board of Supervisors no later than 03 (three) working days prior to the meeting date, except for some emergencies to deal with important issues. Invitations to meetings of the Board of Supervisors should be prepared in Vietnamese, specifying the agenda, time and venue of the meeting and enclosed with required documents on the matters to be discussed and voted therein, and voting slips for those member swho can't attend the meeting.</p> <p>2. Meetings of the Board of Supervisors shall be conducted if attended by 2/3 (two-thirds) ore more of the members of the Board of Supervisors, whether in person or <del>by proxy</del> which is one of the members of the Board of Supervisors <del>as authorized</del>.</p>	<p><b>Article 20. Sequence for organizing and conducting meetings of the Board of Supervisors</b></p> <p>1. The Chief Supervisor or the convener of meetings of the Board of Supervisors must send invitations to members of the Board of Supervisors no later than 03 (three) working days prior to the meeting date, except for some emergencies to deal with important issues. Invitations to meetings of the Board of Supervisors should be prepared in Vietnamese, specifying the agenda, time and venue of the meeting and enclosed with required materials on the matters to be discussed and voted therein, and voting slips for those members who are unable to attend the meeting.</p> <p>2. Meetings of the Board of Supervisors shall be conducted if attended by at least 2/3 (two-thirds) of the members of the Board of Supervisors, whether in person or <i>by proxy</i> who is <i>another</i> member of the Board of Supervisors as authorized.</p>	<p>Adjusted some words/phrases to make it clearer</p>





No.	Existing regulations (Regulations 11/2022/EIB/QD-BKS)	Proposed amendment	Reason
	<p>3. In case the quorum at the first convened meeting of Board of Supervisors is not met, the Chief Supervisor must convene the same for the second time in not more than 15 (fifteen) days thereafter. If the quorum thereof is still not met, the Chief Supervisor shall inform the <del>Board of Directors and request for convocation of an extraordinary general meeting of shareholders in no later than 30 (thirty) days subsequently so as for shareholders to review the capacity of the members of the Board of Supervisors.</del></p>	<p>3. In case the quorum at the first convened meeting of Board of Supervisors is not met, the Chief Supervisor must convene the same for the second time in not more than 15 (fifteen) days <i>from the intended date of the first one</i>. If the quorum fails to satisfy after two times of convocation, the Chief Supervisor shall keep the Board of Directors notified and request for convening an extraordinary general meeting of shareholders within no more than 30 (thirty) days for shareholders to review the qualifications of the members of the Board of Supervisors.</p>	
22.	<p><b>Article 20. Ratification of decisions of the Board of Supervisors</b></p> <p>1. Each member attending meetings of the Board of Supervisors shall have one vote. If unable to attend, members of the Board of Supervisors may in writing authorize their voting right to another member of the Board of Directors (who are allowed to participate in voting) to vote on their behalf.</p> <p>2. Members of the Board of Supervisors having related interests in the issues raised to the Board of Directors for decision shall not have the right to vote on such issues nor be counted into the quorum, and they shall not be entitled to receive authorization from other members of the Board of Supervisors to vote on such issues, unless otherwise specified in <del>clause 3 Article 9</del> hereof.</p>	<p><b>Article 21. Ratification of decisions of the Board of Supervisors</b></p> <p>1. Each member attending meetings of the Board of Supervisors shall have one vote thereat. If unable to attend, members of the Board of Supervisors may authorize their voting right in writing or <i>by email</i> to another member of the Board of Directors (who are allowed to participate in voting) to vote on their behalf.</p> <p>2. Members of the Board of Supervisors having interest conflict or related interests with respect to the issues raised to the Board of Supervisors for decision shall not have the right to vote on such issues nor be counted into the quorum, and they shall not be entitled to authorize/receive authorization from other members of the Board of Supervisors to vote on such issues, unless otherwise specified in <i>clause 3 Article 10</i> hereof.</p> <p>3. <i>In case of suspicion arisen at a meeting in connection with the interests or voting right of any member of the Board of Supervisors which has not been voluntarily resolved by such member by agreeing to waive his/her voting right, the suspicion shall be escalated to the chairman of the meeting whose judgment shall be final and conclusive unless the nature or level of interests of the concerned member is clearly known.</i></p>	<p>Added clause 3 to be more specific and stringent in identifying related interests of BoS members</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p>3. Decisions of the Board of Supervisors shall be passed upon approval of the majority of the attending members of the Board of Supervisors with voting rights. The final decision shall be on the side with opinions of the Chief Supervisor or the member of the Board of Supervisors authorized to chair the meeting by the Chief Supervisor (in case of his/her absence).</p> <p>4. The Chief Supervisor shall decide the collection of written opinions from members of the Board of Supervisors if deemed necessary.</p> <p>Decisions passed in form of written polls shall have the same value as those passed at normal meetings of the Board of Supervisors, if:</p> <p>a. Concurred in writing by the majority of members of the Board of Supervisors having the right to vote on the consulted matters.</p> <p><del>b. The quorum required for conducting meetings of the Board of Supervisors should be met.</del></p>	<p>4. Decisions of the Board of Supervisors shall be passed upon approval of the majority of the attending members of the Board of Supervisors with voting rights. The final decision shall be on the side with opinions of the Chief Supervisor or the member authorized by the Chief Supervisor to chair the meeting (in case of his/her absence).</p> <p>5. The Chief Supervisor shall decide on the collection of written opinions from members of the Board of Supervisors if deemed necessary. <i>Sequence and procedures for collecting written opinions from members of the Board of Supervisors are subject to internal regulations of the Board of Supervisors.</i> Decisions passed in form of written polls shall have the same value as those passed at normal meetings of the Board of Supervisors, <i>if concurred in writing by the majority of members of the Board of Supervisors having the right to vote on the consulted matters. In case of equal votes, the final decision shall be on the side with opinions of the Chief Supervisor or the member authorized by the Chief Supervisor to preside over the written opinion collection.</i></p>	<p>- Added the mechanism for approval of decisions of the BoS in case of equal votes in a written poll</p>
23.	<p><b>Article 24. Minutes of meetings of the Board of Supervisors</b></p> <p>1. Minutes of meetings of the Board of Supervisors must be made in Vietnamese, and signed by the preparer and all members of the Board of Supervisors attending the meeting who shall be jointly responsible for the accuracy and honesty thereof.</p> <p>2. The meeting chairman shall organize the preparation and delivery of the meeting minutes to members of the Board of Supervisors and such meeting minutes shall be considered the conclusive evidence of the work conducted at the meeting, unless there are claims against the contents of the minutes of meetings of the Board of Supervisors filed within 10 days from the date of delivering the minutes.</p>	<p><b>Article 22. Minutes of meetings of the Board of Supervisors</b></p> <p><i>1. Meetings of the Board of Supervisors must be made in minutes and may be recorded, noted and kept in other electronic forms. Minutes of meetings must have the main contents as below:</i></p> <p><i>a) Name, head office address, and company number of Eximbank;</i></p> <p><i>b) Purpose, agenda and contents of the meeting;</i></p> <p><i>c) Time and venue of the meeting;</i></p> <p><i>d) Full name of each attending member or their proxies; and name of those not attending and reasons; name of the secretary/minutes preparer and other persons invited to the meeting;</i></p> <p><i>e) Issues discussed and voted at the meeting;</i></p> <p><i>f) Voting results, specifying the number of approval, disapproval and no comment votes;</i></p> <p><i>g) Issues ratified and their respective ratio of affirmative votes;</i></p>	<p>- Added for the sake of suitability</p>



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	3. Meeting minutes shall be kept at the Board of Supervisors for the purpose of identifying the responsibility of each of its members.	<p><i>h) Full name and signature of the chairman, all members or proxies attending the meeting and secretary (minutes preparer).</i></p> <p><i>2. The meeting chairman, secretary (minutes prepare) and all members of the Board of Supervisors attending the meeting shall sign and be jointly responsible for the truthfulness and accuracy of the minutes of meeting of the Board of Supervisors.</i></p> <p><i>3. Minutes of meetings of the Board of Supervisors shall be valid only if signed by the chairman, secretary and all of its members attending the meeting. In case of meeting in form of a teleconference, the minutes of meeting shall be valid if having the signatures of the chairman and secretary (its preparer). Other members of the Board of Supervisors attending such teleconference shall sign the meeting minutes in the soonest possible time.</i></p> <p><i>4. Minutes of meetings of the Board of Supervisors must be made in Vietnamese. The meeting chairman shall arrange the preparation of its minutes, and send the same to members of the Board of Supervisors, and such minutes of meeting shall be considered the conclusive evidence of the work conducted at the meeting.</i></p> <p><i>5. Meeting minutes shall be kept at the Bank's head office for identification of the responsibility of each of the members of the board of Supervisors.</i></p>	
24.	<p><b>Article 22. Annual reports</b></p> <p>Reports of the Board of Supervisors to annual general meetings of shareholders shall follow provisions of law, the Charter and internal regulations of the Bank.</p>	<p><b>Article 23. Annual submission of reports</b></p> <p>Reports of the Board of Supervisors to annual general meetings of shareholders shall follow provisions of law, the Charter and internal regulations of the Bank.</p>	
25.	<p><b>Article 23. Compensation and other benefits</b></p> <p>Compensation, remunerations, bonuses and other benefits of members of the Board of Supervisors are subject to provisions of the Bank's Charter and relevant laws.</p>	<p><b>Article 24. Remuneration and other benefits of members of the Board of Supervisors</b></p> <p><i>Remunerations and other benefits</i> of members of the Board of Supervisors are subject to provisions of the Bank's Charter and relevant laws.</p>	For conformity with Article 69 of Eximbank Charter



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
26.	<b>Article 24. Rewards and disciplines</b> <del>1. Rewards and disciplines to members of the Board of Supervisors shall be subject to the Regulations on rewards and disciplines of Eximbank from time to time.</del> <del>2. Every year, the Chief Supervisor shall organize the assessment of the performance of members of the Board of Supervisors, and propose the forms of rewards or disciplines to the Board of Directors for approval and submit to the General Meeting of Shareholders for consideration and decision.</del> <del>3. The Chief Supervisor shall evaluate the performance of officers of the internal audit section and assisting officers of the Board of Supervisors in correspondence with Eximbank regulations.</del>	Deleted	
27.	<b>Article 25. Disclosure of related interests</b> Việc công khai các lợi ích liên quan của thành viên Ban kiểm soát được thực hiện theo quy định tại Article lệ Ngân hàng và các quy định của pháp luật có liên quan.	<b>Article 25. Disclosure of related interests</b> The disclosure of related interests of members of the Board of Supervisors is subject to regulations of the Bank's Charter and relevant laws.	
28.	<b>Article 26. Trách nhiệm tuân thủ quy định về công khai lợi ích liên quan, tuân thủ nghĩa vụ của thành viên Ban kiểm soát</b> Thành viên Ban kiểm soát phải tuân thủ các quy định về công khai lợi ích liên quan, tuân thủ các quy định về nghĩa vụ của thành viên Ban kiểm soát theo quy định của Quy chế này, Article lệ Ngân hàng và các quy định của pháp luật có liên quan.	<b>Article 26. Compliance with the requirements for disclosure of related interests and obligations of members of the Board of Supervisors</b> Members of the Board of Supervisors shall observe the regulations on disclosure of related interests, and obligations of members of the Board of Supervisors set out in this Regulation, the Bank's Charter and relevant laws.	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
29.	<p><b>Article 27. Responsibility in non-compliance with the requirements for disclosure of related interests and obligations of members of the Board of Supervisors</b></p> <p>1. Members of the Board of Supervisors violating the regulations on disclosure of related interests and their obligations shall be, other than being discharged or removed as specified in <del>Article 15</del> hereof, held liable for the damages incurred by the Bank due to their acts of violation. All income and other benefits obtained, directly or indirectly, by members of the Board of Supervisors due to breach of their obligations shall be of the Bank's ownership.</p> <p>2. The principles for compensation and determination of damages shall be subject to the provisions of relevant law.</p> <p>3. Apart from the damage compensation provided in this Article, members of the Board of Supervisors are likely exposed to other liabilities in accordance with this Regulation, the Bank's Charter, Regulations on internal management and relevant law with respect to the violations of the requirements for disclosure of related interests and regulations on obligations of members of the Board of Supervisors.</p>	<p><b>Article 27. Responsibility in case of non-compliance with the requirements for disclosure of related interests and obligations of members of the Board of Supervisors</b></p> <p>1. Members of the Board of Supervisors violating the regulations on disclosure of related interests and their obligations shall be, other than being discharged or dismissed as specified in <i>this Regulation and the Charter</i>, held responsible or jointly responsible for the damages incurred by the Bank as a consequence of their acts of violation. <i>Unless otherwise provided by law</i>, all income and other benefits obtained, directly or indirectly, by members of the Board of Supervisors due to breach of their obligations shall be of the Bank's ownership.</p> <p>2. The principles for compensation and determination of damages shall be subject to provisions of relevant laws.</p> <p>3. Apart from the damage compensation provided in this Article, members of the Board of Supervisors are likely exposed to other liabilities in accordance with this Regulation, the Bank's Charter, Regulations on internal management and relevant laws with respect to the acts of violating the requirements for disclosure of related interests and regulations on obligations of members of the Board of Supervisors.</p>	Added to make it clearer
30.	<p><b>Article 28. Relationship among members of the Board of Supervisors</b></p> <p>The relationship among members of the Board of Supervisors is independent from one another but upon coordination and collaboration in common tasks for better performance of the responsibilities, rights and duties of the Board of Supervisors in</p>	<p><b>Article 28. Relationship among members of the Board of Supervisors</b></p> <p>Members of the Board of Supervisors are independent from one another but shall cooperate and collaborate in common tasks for better performance of the responsibilities, rights and duties of the Board of Supervisors in accordance with law and the Bank's Charter.</p>	





No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	accordance with law and the Bank's Charter. The Chief Supervisor shall coordinate the general work of the Board of Supervisors but has to controlling right to the members of the Board of Supervisors.	The Chief Supervisor shall coordinate general work of the Board of Supervisors but has no controlling right over members of the Board of Supervisors.	
31.	<p><b>Article 29. Relationship with the Board of Directors</b></p> <p>1. The Board of Supervisors works closely and assists the Board of Directors to fulfill the duties in accordance with law and Eximbank Charter. The Board of Directors shall make available favourable conditions and mechanism for the Board of Supervisors to deploy its roles and effects of the inspection and supervision. The Board of Directors shall also furnish information, documents and resolutions of its meetings for the Board of Supervisors to perform supervision.</p> <p>2. The Board of Supervisors shall conduct supervision and annual internal audit as planned and upon request of the Board of Directors and shareholders, and report the results thereof as per regulations. Upon receipt of the supervision and audit results together with recommendations and proposals from the Board of Supervisors, the Board of Directors shall consider to come up with conclusions. The Board of Supervisors shall keep track of the execution of the conclusions by the Board of Directors.</p> <p>3. The Board of Directors shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the Board of Directors.</p>	<p><b>Article 29. Relationship with the Board of Directors</b></p> <p>1. <i>The Board of Supervisors is independent from the Board of Directors of the Bank, performing supervisory function over activities of the Board of Directors.</i> The Board of Supervisors works closely and assists the Board of Directors to fulfill the duties in accordance with law and Eximbank Charter. The Board of Directors shall make available favourable conditions and mechanism for the Board of Supervisors to deploy its roles and effects of the inspection and supervision. The Board of Directors shall also furnish information, documents and resolutions of its meetings for the Board of Supervisors to perform supervision.</p> <p>5. The Board of Supervisors shall conduct supervision and yearly internal audit as planned and upon request of the Board of Directors and shareholders, and report the results thereof as per regulations. Upon receipt of the supervision and audit results together with recommendations and proposals from the Board of Supervisors, the Board of Directors shall consider to come up with conclusions. The Board of Supervisors shall keep track of the execution of the Board of Directors' conclusions.</p> <p>6. The Board of Directors shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the Board of Directors.</p>	Added to align with Article 21 of the model regulations on the BoS under Circular 116/2020/TT-BTC.



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	4. The Board of Supervisors shall examine the reports submitted by the Board of Directors to the General Meeting of Shareholders in annual meetings in accordance with the Charter. The Board of Supervisors shall consult with the Board of Directors on the issues raised in the reports of the Board of Supervisors before submitting to the General Meeting of Shareholders.	7. The Board of Supervisors shall examine the reports submitted by the Board of Directors to the General Meeting of Shareholders in annual meetings in accordance with the Charter. The Board of Supervisors shall consult with the Board of Directors on the issues raised in their reports before submitting to the General Meeting of Shareholders.	
32.	<b>Article 30. Relationship with the General Manager</b> 1. The General Manager shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the General Manager. 2. The General Manager shall direct risk management and relevant sections to provide adequate risk-related information to the Board of Supervisors/Internal Audit to serve the preparation of internal audit plans. 3. The General Manager shall ensure the information supply to the Board of Supervisors as required in this Regulation, the Bank's Charter and relevant provisions. 4. During the work, the Board of Supervisors and General Manager shall closely cooperate with and not obstruct each other while performing their respective duties and authorities. 5. The General Manager and other managerial titles shall be subject to the inspection and supervision by the Board of Supervisors in the execution of their management duties. The General Manager and managers shall directly report or provide information and reports concerning Eximbank's activities to members of the Board of Supervisors as may be requested.	<b>Article 30. Relationship with the General Manager</b> 1. <i>The Board of Supervisors is independent from the Board of Management of the Bank, performing supervision over activities of the Board of Management.</i> The General Manager shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the General Manager. 2. The General Manager shall direct risk management and relevant sections to provide adequate risk-related information to the Board of Supervisors/Internal Audit to serve the preparation of internal audit plans. 3. The General Manager shall ensure information supply to the Board of Supervisors as required in this Regulation, the Bank's Charter and relevant stipulations. 4. During the work, the Board of Supervisors and General Manager shall closely work with and not obstruct each other while performing their respective tasks and powers. 5. The General Manager and other managerial titles shall be subject to the inspection and supervision of the Board of Supervisors in the execution of their management duties. The General Manager	Added to align with Article 20 of the model regulations on the BoS under Circular 116/2020/TT-BTC



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	<p>6. The General Manager shall timely and sufficiently furnish the Board of Supervisors with documents on Eximbank's policies, rules and regulations, guidelines of the State Bank of Vietnam and relevant legitimate documents.</p> <p>7. The Board of Supervisors shall conduct inspections, supervision and internal audit, and report the results thereof in accordance with regulations. The General Manager shall receive the internal reports on internal audit, organize the execution of the recommendations of the Board of Supervisors against the General Manager as stated therein (if any), and report the results of such execution to the Board of Supervisors.</p> <p>8. While executing the inspection and control duties, members of the Board of Supervisors need to inform the General Manager in advance of the written working schedule of the Chief Supervisor to avoid influences on the Bank's business activities. In necessary cases, for the sake of confidentiality, the Board of Supervisors is entitled not to make such prior notice.</p>	<p>and managers shall directly report or provide information and reports concerning Eximbank's activities to members of the Board of Supervisors as may be requested.</p> <p>6. The General Manager shall timely and sufficiently furnish the Board of Supervisors with documents on Eximbank's policies, rules and regulations, guidelines of the State Bank of Vietnam and relevant legitimate documents.</p> <p>7. The Board of Supervisors shall conduct inspection, supervision and internal audit, and report the results thereof in accordance with regulations. The General Manager shall receive the internal reports on internal audit, organize the execution of the recommendations of the Board of Supervisors against the General Manager as stated therein (if any), and report the results of such execution to the Board of Supervisors.</p> <p>8. While executing the inspection and control duties, members of the Board of Supervisors need to inform the General Manager in advance of the written working schedule of the Chief Supervisor to avoid influences on the Bank's business activities. In some necessary cases, for the sake of confidentiality, the Board of Supervisors is entitled not to make such prior notice.</p>	
33.	<p><b>Article 34. Relationship with units belonging to Eximbank</b></p> <p>1. Units in Eximbank network shall cooperate with the Board of Supervisors as regulated, and provide sufficient information and documents for the execution of inspection, supervision and internal audit at the request of the Board of Supervisors.</p> <p>2. Leaders of the inspected and audited Units shall be responsible for the sufficiency, honesty and lawfulness of the information and</p>	<p><b>Article 31. Working relationship with units belonging to Eximbank</b></p> <p>1. Units in Eximbank network shall cooperate with the Board of Supervisors as required, and provide sufficient information and documents for the execution of inspection, supervision and internal audit at the request of the Board of Supervisors.</p>	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	documents provided to the Board of Supervisors and its inspection and auditing teams; accommodate the recommendations made by the Board of Supervisors with respect to the issues mentioned in their reports under the instruction of the Board of Directors and Board of Management; and respond to the Board of Supervisors about the accommodation of such recommendations in correspondence with regulations.	2. Leaders of the inspected and audited units shall be responsible for the sufficiency, honesty and lawfulness of the information and documents provided to the Board of Supervisors and its inspection and auditing teams; accommodate the recommendations made by the Board of Supervisors with respect to the issues mentioned in their reports under the instruction of the Board of Directors and Board of Management; and respond to the Board of Supervisors about the execution thereof according to regulations.	
34.	<b>Article 32. Relationship with State regulatory authorities</b> The Board of Supervisors shall make reports to State regulatory authorities in conformity with current regulations.	<b>Article 32. Working relationship with State regulatory authorities</b> The Board of Supervisors shall make reports to State regulatory authorities in conformity with current regulations.	
35.	<b>Article 33. Relationship with the shareholders</b> 1. The Board of Supervisors shall report to shareholders the results of supervising Eximbank's operations in annual general meetings of shareholders as stipulated in Eximbank Charter. 2. The Board of Supervisors shall perform ad-hoc inspection upon request of major shareholders or major shareholder groups, and send reports in correspondence with this Regulation and Eximbank Charter.	<b>Article 33. Working relationship with shareholders</b> 1. The Board of Supervisors shall report to shareholders the results of supervising Eximbank's operations in annual general meetings of shareholders as stipulated in its Charter. 2. The Board of Supervisors shall perform ad-hoc inspection upon request of major shareholders or major shareholder groups, and send reports in correspondence with this Regulation and Eximbank Charter.	
36.	<b>Chapter III</b> <b>IMPLEMENTATION PROVISIONS</b> <b>Article 34. Implementation</b> ± ÷	<b>Chapter III</b> <b>IMPLEMENTATION PROVISIONS</b> <b>Article 34. Implementation</b> <i>1. Members of the Board of Supervisors, Board of Directors and Board of Management, Chief Accountant, and relevant units and individuals are responsible for implementing this Decision.</i>	



No.	Existing regulations (Regulations 11/2022/EIB/QĐ-BKS)	Proposed amendment	Reason
	2. All amendment, supplementation or replacement hereof shall be considered, proposed and submitted to the General Meeting of Shareholders for ratification.	2. All amendment, supplementation or replacement hereof shall be considered, proposed and submitted to the General Meeting of Shareholders for ratification.	





**DRAFT**

**REGULATIONS  
ON THE ORGANIZATION AND OPERATIONS  
OF THE BOARD OF SUPERVISORS OF VIETNAM EXPORT  
IMPORT COMMERCIAL JOINT STOCK BANK**



SOCIALIST REPUBLIC OF VIETNAM  
Independence - Freedom - Happiness

-----  
HCMC, ....., 2025

No.: ...../2025/EIB/QĐ-BKS

## DECISION

**Re: Issuance of the Regulations on the organization and operations of the Board of Supervisors of Vietnam Export Import Commercial J.S. Bank**

-----  
**BOARD OF SUPERVISORS  
VIETNAM EXPORT IMPORT COMMERCIAL J.S. BANK**

Pursuant to:

Law on Enterprises dated 17/06/2020;

Law on Credit Institutions dated 18/01/2024;

Decree No. 155/2020/NĐ-CP dated 31/12/2020 of the Government detailing the implementation of a number of articles of the Securities Law and guidelines on implementation;

Circular No. 13/2018/TT-NHNN dated 18/05/2018 of the State Bank of Vietnam proving for the internal control system of commercial banks and foreign bank branches (as amended or supplemented);

Charter of Vietnam Export Import Commercial J.S. Bank;

Resolution of the General meeting of shareholders of Vietnam Export Import Commercial J.S. Bank dated [...],

**hereby DECIDES:**

**Article 1.** To issue in conjunction herewith the *“Regulations on the organization and operations of the Board of Supervisors Vietnam Export Import Commercial J.S. Bank”*.

**Article 2.** This Decision takes effect from its issuance date and supersedes Decision No. 11/2022/EIB/QĐ-BKS dated 25/02/2022 of the Board of Supervisors of Vietnam Export Import Commercial J.S. Bank.

**Article 3.** Members of the Board of Supervisors, Board of Directors and Board of Management, Chief Accountant, and relevant units and individuals are responsible for implementing this Decision.

**FOR BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**



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# **REGULATIONS ON THE ORGANIZATION AND OPERATIONS OF THE BOARD OF SUPERVISORS OF VIETNAM EXPORT IMPORT COMMERCIAL J.S. BANK**

*(Issued in conjunction with Decision No. ..../...../EIB/QĐ-BKS dated ..../...../..... of  
the Board of Supervisors of Vietnam Export Import Commercial J.S. Bank)*

## **CHAPTER I GENERAL PROVISIONS**

### **Article 1. Scope of governance and subject of application**

1. Scope of governance: This Regulation provides for the organization structure, criteria, conditions, rights and obligations of the Board of Supervisors and its members of Vietnam Export Import Commercial Joint Stock Bank (“Bank” or “Eximbank”) in correspondence with law and the Bank’s Charter.

2. Subject of application: this Regulation applies to Eximbank’s Board of Supervisors and its members, and other relevant units and individuals across its network.

### **Article 2. Roles of the Board of Supervisors**

1. The Board of Supervisors conducts supervision and assessment of the observance with law, internal regulations, Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors.

2. The objectives of the Board of Supervisors are to detect and prevent acts of violation of law and internal regulations so as to enhance the effectiveness in the Bank’s management and administration; and to make suggestion and proposal on the Bank’s management and administration to ensure safety, efficiency and law compliance.

### **Article 3. Principle of operation of the Board of Supervisors**

1. The Board of Supervisors works in collective principle. Members of the Board of Supervisors take personal responsibility in their own tasks, and are together responsible to the General Meeting of Shareholders and law for the tasks and decisions of the Board of Supervisors.

2. Members of the Board of Supervisors perform inspection and supervision over the Bank’s operations under the assignment of the Chief Supervisor, and carry out rights and obligations of members of the Board of Supervisors as defined by law, in the Charter, Regulations on internal management of Eximbank and this Regulation.

3. The Board of Supervisors shall discuss and vote to decide on tasks within its tasks and powers by means of:

- a) Meetings; or
- b) Written opinion collection; or
- c) Others as determined by the Board of Supervisors from time to time.





#### **Article 4. Principles of application**

1. Issues not provided herein shall be subject to the Charter, Regulations on internal management, and relevant laws.
2. If there are changes to the Charter and/or law regulations, causing the provisions hereof different from the Charter and/or such law regulations, the updated provisions of the Charter and/or laws shall prevail.
3. In case of conflict between the provisions of this Regulation and the Charter/laws with respect to the same matter, the provisions of laws or the Charter shall prevail.
4. The terms and wordings used herein shall be construed in accordance with the Bank's Charter and relevant laws.

## **CHAPTER II**

### **SPECIFIC PROVISION**

#### **Section 1**

### **BOARD OF SUPERVISOR**

#### **Article 5. Composition of the Board of Supervisors**

1. The Board of Supervisors of Eximbank shall have at least 5 (five) members. Specific number of members for each term of office shall be decided by the General Meeting of Shareholders, of which, more than half of the members shall permanently reside in Viet Nam.
2. Members of the Board of Supervisors are not necessarily shareholders of the Bank. They shall elect one of them as the Chief Supervisor in majority principle.
3. The list of expected persons to be elected as members of the Board of Supervisors shall be approved in writing by the State Bank of Vietnam (SBV) before election. Those elected as members of the Board of Supervisors must be within the list approved by SBV.

#### **Article 6. Candidacy and nomination of members to the Board of Supervisors**

1. The nomination or candidacy of members to the Board of Supervisors follows the provisions of law and the Bank's Charter.
2. In case the candidates standing for or nominated as members of the Board of Supervisors are not up to the required number (including the case where the candidates are considered not qualified for the criteria and requirements), the incumbent Board of Supervisors shall introduce/nominate additional candidates or organize the nomination which shall be carried out as follows:
  - a) Sequence or procedures for introduction/nomination or organization of nomination: as decided by the Board of Supervisors upon observance with relevant laws;



b) The Board of Supervisors shall approve the list of candidates introduced/nominated by the Board of Supervisors in majority principle. If having equal votes, the final decision shall be on the side with opinion of the Chief Supervisor.

3. Once the candidates as members of the Board of Supervisors have been approved by the State Bank, the Bank shall publish their information on its website before the opening of the general meeting of shareholders so that shareholders may learn about them before voting as per law regulations. Candidates as members of the Board of Supervisors shall execute a written commitment stating that the personal information being published is true and correct and they shall perform duties in an honest and cautious manner for the highest benefit of the Bank if elected. Publication of candidate information shall be proceeded in the same method as to candidates as members of the Board of Directors.

#### **Article 7. Tenure of the Board of Supervisors and its members**

The term of office of the Board of Supervisors shall not be longer than 5 (five) years. The tenure of members of the Board of Supervisors shall be subject to that of the Board of Supervisors, and they may be re-elected for an unlimited number of terms. The tenure of the added or replaced members shall be the remaining period of the underlying term. The Board of Supervisors of the just ended tenure shall continue its operation until the Board of Supervisors of the new tenure takes over the jobs.

#### **Article 8. Tasks and powers of the Board of Supervisors**

1. Supervise the compliance with provisions of law, internal regulations, the Charter, resolutions and decisions of the General Meeting of Shareholders and Board of Directors in the administration and management of the Bank; and be responsible to law and the General Meeting of Shareholders for the performance of their assigned tasks and powers according to the Law on Credit Institutions and the Bank's Charter.

2. Issue internal regulations of the Board of Supervisors; and review, on annual basis, internal regulations of the Board of Supervisors and regulations of the Bank on accounting and reporting.

3. Organize the execution of internal audit, have access to and be sufficiently, accurately and timely provided with information and documents relating to the Bank's management and administration. Make use of the Bank's resources to carry out its assigned tasks and powers; and hire specialists, independent consultants and external organizations to perform its duties while staying responsible for the performance of tasks of the Board of Supervisors.

4. Supervise the current financial conditions, and examine the interim (half-year) and annual financial statements of the Bank. Make report to the General Meeting of Shareholders on the appraisal result thereof, assess the reasonableness, legitimacy, honesty and prudence of the accounting, statistics and preparation of the financial statements. The Board of Supervisors may consult opinions of the Board of Directors before submitting their reports and recommendations to the General Meeting of Shareholders.

5. Supervise the approval and execution of investment projects, purchase and sale of fixed assets, and other contracts or transactions of the Bank within the decision-making authority of the General Meeting of Shareholders and Board of Directors. Each and every



year, make and send reports on the supervisory results to the General Meeting of Shareholders and Board of Directors.

6. Oversee the obedience with provisions in Chapter VII of the Law on Credit Institutions with regard to restrictions to ensure safe operations of the Bank.

7. Examine accounting records and other documents, as well as management and administration activities of the Bank as deemed necessary or in the following cases:

a. At the resolution or decision of the General Meeting of Shareholders;

b. At the request of the State Bank or of major shareholders or shareholder groups in conformity with law. The examination shall be carried out within 7 (seven) business days upon receipt of such request. Within 15 (fifteen) days from the completion of the examination, the Board of Supervisors shall be required to make report and explanation on the requested issues to the organizations or individuals so requesting.

8. Timely notify the General Meeting of Shareholders and Board of Directors in writing upon detecting any acts of breaching law, the Charter, internal regulations of Eximbank, resolutions and decisions of the General Meeting of Shareholders and Board of Directors committed by executives and managers of the Bank; and require the violator to immediately stop such acts and take remedies to mitigate the consequence (if any). The Board of Supervisors shall send a written notice to the Board of Directors within 48 hours after detection of any violations against laws or the Charter by any executive or manager of the Bank.

9. Recommend the Board of Directors or General Meeting of Shareholders to take measures to change, supplement or innovate the organization structure for managing, supervising and administering the Bank's business activities.

10. Prepare the list of shareholders owning 1% or more of the charter capital and related persons of members of the Board of Directors, Board of Supervisors, and General Manager of the Bank, and shareholders owning at least 1% of the charter capital; retain and update changes thereto.

11. Propose the Board of Directors to hold irregular meetings or to convene extraordinary general meetings of shareholders in accordance with law and the Charter.

12. Convene extraordinary general meetings of shareholders in case the Board of Directors makes a decision which seriously violates the Law on Credit Institutions, or is beyond their assigned authorities or other cases as stipulated in the Bank's Charter.

13. Decide on the organization structure, tasks and powers of the internal audit section and the consulting, advising and assisting section under the Board of Supervisors. Provide for the criteria applicable to titles under the Internal audit section and the consulting, advising and assisting section under the Board of Supervisors. Appoint, discharge, punish, suspend and determine the compensation and other benefits of the titles under the Internal audit section and the consulting, advising and assisting section under the Board of Supervisors corresponding to relevant laws, Regulations on the organization and operations of the Board of Supervisors and other internal regulations of the Bank.



14. Propose and recommend the General Meeting of Shareholders to decide on the selection of an independent audit organization to audit the financial statements and carry out internal control assurance upon preparation and presentation of financial statements of the Bank in the following fiscal year.

15. Promptly report to the State Bank on violations against provisions of clauses 6, 8 and 11 of this Article and those on holding of shares/stakes and related persons according to the Law on Credit Institutions.

16. Participate in and discuss at meetings of the General Meeting of Shareholders, Board of Directors and other meetings of the Bank.

17. Perform senior management oversight for internal audit in correspondence with law and the Bank's regulations, including:

a. Oversee and assess the implementation of work ethics by members of the Board of Supervisors and internal auditors;

b. Oversee the internal audit section in:

(i) Formulating and adjusting internal audit plans, and carrying out internal audit; monitoring and evaluating internal audit quality;

(ii) Reviewing and assessing the effectiveness of internal audit and task results of the Chief Internal Auditor;

(iii) Rectifying and correcting problems and limitations in internal audit at the order or request of the State Banki, independent audit organizations and other regulatory agencies.

18. Review, examine and evaluate the effect and efficiency of the internal control system, internal audit, risk management and early alert systems of the Bank.

19. Use the Bank's seal to perform the tasks and powers of the Board of Supervisors.

20. Others in correspondence with law and the Bank's Charter.

## **Article 9. Tasks and powers of the Chief Supervisor**

1. Organize the implementation of tasks and powers of the Board of Supervisors specified in Article 8 hereof, and be held liable for the performance of his/her rights and obligations corresponding to law, the Charter and internal regulations of Eximbank.

2. Convene and chair meetings of the Board of Supervisors or organize written opinion collection for execution of tasks and decisions of the Board of Supervisors. Prepare agenda, contents and documents for meetings of the Board of Supervisors, consult written opinions to carry out tasks and decisions of the Board of Supervisors; and supervise or organize supervision of the implementation of decisions of the Board of Supervisors.

3. Execute on behalf of the Board of Supervisors documents within competence of the Board of Supervisors.

4. Convene on behalf of the Board of Supervisors extraordinary general meetings of shareholders or propose the Board of Directors to hold irregular meeting according to the Charter, Regulations on internal management and this Regulation.



5. Attend meetings of the Board of Directors, and express his/her opinions but not be permitted to vote.

6. Request his/her opinions be recorded in the minutes of meeting of the Board of Directors if such opinions differ from the resolution or decision of the Board of Directors, and report the same to the General Meeting of Shareholders.

7. Prepare the working plan of the Board of Supervisors and assign specific tasks to its members.

8. Make sure that members of the Board of Supervisors are provided with full, objective and accurate information, and have enough time to discuss the problems which need consideration by the Board of Supervisors.

9. Supervise and guide the implementation of the assigned tasks, rights and obligations of members of the Board of Supervisors.

10. Only authorize 1 (one) member of the Board of Supervisors to undertake the rights and obligations of the Chief Supervisor during his/her absence or inability to perform duties.

11. Others in accordance with law, the Charter and other regulations of the Bank.

#### **Article 10. Tasks and powers of members of the Board of Supervisors**

1. Comply with law, the Bank's Charter, internal regulations of the Board of Supervisors, and professional ethics, and perform duties assigned by the Chief Supervisor to honestly and cautiously carry out the tasks and powers of the Board of Supervisors for benefits of the Bank and shareholders; and be held responsible for the performance of their own rights and obligations.

2. Be loyal to interests of the Bank and shareholders; and not abuse the position or title and use information, know-hows, business opportunities and other assets of the Bank for their self-seeking purposes or for interests of other organizations or individuals.

3. Elect one (1) member of the Board of Supervisors as Chief Supervisor. All members of the Board of Supervisors are entitled to elect and vote to dismiss or discharge the Chief Supervisor without having their votes removed (including voting for themselves).

4. Attend meetings of the Board of Directors, and express his/her opinions but not be permitted to vote.

5. Control business activities, examine accounting books, properties, and financial statements of the Bank, and recommend remedies of breaches.

6. Require the Bank's managers to report and explain the financial conditions and business results of its subsidiaries, plans, projects, and programs of investment and development, and other decisions in the administration and management of the Bank.

7. Demand Eximbank's managers, executives and employees to provide figures and make explanation on business activities in order to carry out their assigned duties.



8. Report to the Chief Supervisor on unusual financial activities of the Bank and take personal responsibilities for their own assessment and conclusions.

9. Request the Chief Supervisor to convene irregular meetings of the Board of Supervisors.

10. Attend meetings of the Board of Supervisors, discuss and cast votes on issues within the tasks and powers of the Board of Supervisors, except for issues of interest conflict with concerned members.

11. Others in correspondence with law, the Charter and other regulations of the Bank.

12. In case any member of the Board of Supervisors commits violations of law and the Charter causing damages to the Bank or others, such member shall be jointly or severally responsible for compensation thereof. Any income or other interests earned by virtue of such violations must be returned to the Bank.

13. Any violation committed by members of the Board of Supervisors during the performance of their assigned rights and obligations shall be informed in writing to the Board of Supervisors, and the violator shall be requested for termination of such violation and remedy of the consequences.

#### **Article 11. Rights to information of the Board of Supervisors**

1. Information and documents must be sent to members of the Board of Supervisors at the same time and in the same way as to members of the Board of Directors, including:

a) Meeting invitations, opinion collection sheets to consult opinions of members of the Board of Directors, and supporting documents;

b) Resolutions, decisions and minutes of meetings of the General Meeting of Shareholders and Board of Directors;

c) Reports submitted by the General Manager to the Board of Directors or other documents issued by the Bank.

2. Members of the Board of Supervisors shall have access to all records and documents of the Bank which are kept at the head office, branches and other locations; and have the right to arrive at working locations of the Bank's managers, executives and employees during business hours.

3. Board of Directors and its members, General Manager, managers and executives of the Bank must provide adequate, accurate and timely information and documents on the administration, management and business operations of the Bank as requested by the Board of Supervisors or its members.

#### **Article 12. Information confidentiality**

Members of the Board of Supervisors are bound to information confidentiality obligations as set out in law regulations, the Charter and internal regulations of the Bank, even when their term of office has expired or they have naturally lost capacity or been discharged from duty or dismissed from position.





### **Article 13. Criteria and requirements applicable to members of the Board of Supervisors**

1. Not prohibited from holding a certain position as stated in clause 1 Article 14 hereof.
2. Possess professional ethics according to regulations of the State Bank;
3. Have a bachelor's degree or higher degree in one of such majors as banking, finance, economics, business administration, law, accounting or audit;
4. Have at least 3 (three) years' experience of working directly in banking, finance, accounting or audit field;
5. Not a related person or a family relative of a manager of Eximbank;
6. The Chief of the Board of Supervisors shall reside in Viet Nam during his/her term of office;
7. Not a member or employee of the audit company approved to audit the financial statements of Eximbank in 3 preceding years;
8. Not the representative of state's investment or enterprise's investment in Eximbank;
9. Others according to relevant laws (if any).

### **Article 14. Cases of being prohibited from holding certain positions or concurrently holding different positions**

1. Any of the below persons must not be a member of the Board of Supervisors of Eximbank:
  - a) Minor, or a person with limited cognition and behavior control; or a person with limited or lost legal capacity;
  - b) A person who is facing criminal prosecution or serving imprisonment sentence; serving an administrative penalty in a correctional institution or rehabilitation center, or is prohibited by the court from holding certain positions or doing certain works;
  - c) A person who has been sentenced for any serious crime or worse;
  - d) A person who has been sentenced for possession charge without having their criminal record expunged;
  - e) An official, public employee or manager of department or higher level of an enterprise in which the State holds 50% or more of the charter capital, except for any person appointed to act as the representative of the State's stakes or stakes of the enterprise in which the State holds 50% or more of the charter capital in Eximbank or appointed or assigned to participate in management, administration or control of Eximbank according to task requirements;
  - f) An officer, non-commissioned officer, professional army man or defense worker/public employee of an agency or unit under the Vietnam People's Army; officer, professional non-commissioned officer, worker/police officer of an agency and unit under the Vietnam People's Police, except for any person appointed to act as the representative of



the State's stakes or stakes of the enterprise in which the State holds 50% or more of the charter capital in Eximbank;

g) A person prohibited from participating in the management and administration of an enterprise or cooperative in correspondence with the law on officials and public employees and the law on anti-corruption;

h) A person who used to be the owner of a private enterprise or partner of a partnership, Director General (Director), member of the Board of Directors, Board of Members or a supervisor or member of the Board of Supervisors of an enterprise, member of the Board of Directors and Director General (Director) of a cooperative at the time when the enterprise or cooperative is declared bankrupt, except for case where he/she is assigned or appointed to participate in the management, administration or control of the enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

i) A person who had their title of Chairperson or member of the Board of Directors, Chairperson or member of the Board of Members, Chief or member of the Board of Supervisors, Director General (Director) of a credit institution terminated under Article 47 of the Law on Credit Institutions or has committed violations, causing the revocation of the credit institution's license as determined by a competent agency;

j) A related person of a member of the Board of Directors or General Manager of Eximbank, except for cases specified in clause 3 Article 69 of the Law on Credit Institutions;

k) A person responsible for any violation against regulations on licensing, administration, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety ratios that results a fine in the maximum bracket imposed on the credit institution or foreign bank branch according to the law on penalties for administrative violations in monetary and banking sector under inspection conclusion;

l) Other cases according to law (if any).

2. Members of the Board of Supervisors of Eximbank must not concurrently hold either of the following positions, except for acting as a manager or executive or employee of a credit institution that receives mandatory transfer according to an approved mandatory transfer plan:

a) Manager or executive of Eximbank, another credit institution or enterprise; or employee of Eximbank or its subsidiary;

b) Employee of an enterprise whose member of the Board of Directors, executive or major shareholder is a member of the Board of Directors of Eximbank.

### **Article 15. Natural loss of capacity, dismissal or discharge of members of the Board of Supervisors**

1. A member of the Board of Supervisors shall naturally lose his/her capacity if falling under one of the following circumstances:

a) He/She is prohibited from holding certain positions as specified in the Bank's Charter and Article 14 hereof;



- b) He/She is expelled from the territory of the Socialist Republic of Vietnam;
- c) Eximbank has its License revoked;
- d) He/She is dead;
- e) Others as defined by law and the Bank's Charter.

2. Except for cases of natural loss of capacity specified in clause 1 of this Article, the Chief Supervisor and other members of the Board of Supervisors shall be dismissed from his/her position or discharged from duty in one of the following cases:

- a) Discharge from duty if he/she hands in a resignation letter to the Board of Supervisors and Board of Directors of the Bank;
- b) Dismissal if he/she fails to join activities of the Board of Supervisors for 6 (six) consecutive months, except for force majeure events;
- c) Dismissal if he/she fails to meet the criteria and requirements set out in the Charter and relevant laws;
- d) Dismissal if he/she commits serious violation of law regulations or the Charter during the performance of his/her powers or duties as assigned;
- e) At full discretion of the General Meeting of Shareholders other than the cases specified in points (a) to (d) of this clause (applicable to members of the Board of Supervisors);
- f) At the decision of the Board of Supervisors other than the cases specified in points (a), (b), (c), (d) and (e) of this clause (applicable to the Chief Supervisor);
- g) Other cases in observance with the Securities Law, Enterprise Law, other laws and the Bank's Charter.

3. After natural loss of capacity, dismissal or discharge from duty, the Chief Supervisor and other members of the Board of Supervisors shall still be liable for the decisions made during their term of office.

## **Article 16. Substitution of members of the Board of Supervisors**

1. Within no more than 15 (fifteen) working days from the date the Chief Supervisor naturally loses his/her capacity or is dismissed or discharged, the other members of the Board of Supervisors shall organize a meeting or a written poll to elect one among them as the Chief Supervisor.

2. In need of resignation, the Chief Supervisor must send the application to the Board of Supervisors and Board of Directors. No more than 60 (sixty) days upon such receipt without losing the capacity of member of the Board of Supervisors, the Board of Supervisors shall hold a meeting to consider, decide and carry out discharge procedures, and elect a substitute Chief Supervisor in correspondence with current regulations.

3. Members of the Board of Supervisors in need of resignation shall send the application to the Board of Supervisors and Board of Directors. The Board of Directors may organize an extraordinary general meeting of shareholders or lay down to the nearest general meeting of shareholders for determination.



4. Where the Board of Supervisors has less members than the minimum number of members required in clause 1 Article 5 hereof and the Bank's Charter, Eximbank shall, within 90 (ninety) days from the date on which the minimum number of members fails to be reached, elect and add members up to such minimum number, except for cases specified in clause 5 Article 166 of the Law on Credit Institutions.

5. In other circumstances, the nearest meeting of the General Meeting of Shareholders shall elect new members of the Board of Supervisors to take place of those being discharged or removed, or fill the vacancies.

#### **Article 17. Assisting apparatus of the Board of Supervisors**

The Board of Supervisors has the Internal Audit and a consulting, advising and assisting section directly under it, which are allowed to use the Bank's resources to perform the tasks and powers as assigned, and hire specialists, independent consultants and external organizations to carry out duties of the Board of Supervisors.

#### **Article 18. Responsibility of the Board of Supervisors in convening extraordinary general meetings of shareholders**

1. The Board of Supervisors shall take place of If the Board of Directors fails to convene general meetings of shareholders after the specified time, the Board of Supervisors shall take its place to do so within 30 (thirty) days in the following cases:

- a) The remaining number of members of the Board of Directors or Board of Supervisors is lower than the minimum number prescribed by law;
- b) At the order of a shareholder or group of shareholders according to point c clause 3 Article 42 of the Charter;
- c) An extraordinary meeting of the General Meeting of Shareholders is requested by the Board of Supervisors but not convened by the Board of Directors; or
- d) Others as provided in the Bank's Charter.

2. If not convening general meetings of shareholders as per regulations, the Board of Supervisors shall pay damages incurred by the Bank.

3. Sequence, procedures, costs and otherwise relating to the convocation of general meetings of shareholders shall follow regulations of the Charter and relevant laws.

### **Section 2 MEETINGS OF THE BOARD OF SUPERVISORS**

#### **Article 19. Meetings of the Board of Supervisors**

1. The first meeting in the term of office of the Board of Supervisors must be held within 07 (seven) business days after the election date thereof to elect the Chief Supervisor. Such meeting shall be convened by the member with the highest number of votes. If there is more than 1 (one) member having the same highest votes, the members shall elect 01 (one)



among them in majority principle to be the convener of the meeting of the Board of Supervisors.

2. The Board of Supervisors shall meet at least every quarter and may convene irregular meetings to timely address sudden tasks. Regular meetings of the Board of Supervisors shall be held under the convocation of the Chief Supervisor or the member authorized by the Chief Supervisor to so convene.

3. The Board of Supervisors has the right to request members of the Board of Directors, General Manager and representative of the approved audit organization to attend meetings and respond to issues that need justification.

4. Irregular meetings of the Board of Supervisors shall be conducted at the request of either of the followings:

- a. Chairman of the Board of Directors;
- b. At least two-thirds (2/3) members of the Board of Directors;
- c. Chief Supervisor;
- d. At least two-thirds (2/3) members of the Board of Supervisors;
- e. General Manager;
- f. Other cases according to law.

The request must be made in writing, specifying the purpose of meeting and issues to be discussed and decided within the competence of the Board of Supervisors.

5. Within 15 (fifteen) days from the date of receiving the request for irregular meeting of the Board of Supervisors from any of the subjects mentioned in clause 4 of this Article, the Chief Supervisor shall convene (or authorize another member of the Board of Supervisors to do so) and conduct the same.

If the Chief Supervisor fails to convene the meeting of the Board of Supervisors after 2 (two) consecutive requests, members of the Board of Supervisors shall inform the Board of Directors in writing and conduct a meeting of the Board of Supervisors to handle tasks; and decide on the discharge or dismissal of the Chief Supervisor, elect another member of the Board of Supervisors (as qualified for the defined criteria and requirements) to take his/her place in correspondence with current regulations (if necessary), or request the Board of Directors to organize an extraordinary general meeting of shareholders to report/submit to the General Meeting of Shareholders for consideration of issues within its competence (if any).

6. Meetings of the Board of Supervisors shall be conducted at the Bank's head office or otherwise as may be decided by the Chief Supervisor or the member authorized by the Chief Supervisor to convene the meeting.

7. Meetings of the Board of Supervisors may be held in form of teleconference among its members providing that each attending member may:

- a) Listen to other members of the Board of Supervisors speaking thereat;
- b) Speak to, if desired, all other attending members at the same time;



c) The discussion among members may be directly conducted by phone or other means of communication or the combination thereof;

d) Members of the Board of Supervisors attending the meeting as mentioned above shall be deemed as having been present thereat. The venue of such meeting shall be the place where the largest group of members of the Board of Supervisors gathers, or otherwise, the place where the chairman of the meeting is present;

e) Decisions passed in a meeting in which the members attend by electronic means shall take effect right upon its ending, but should be re-affirmed by signatures in the meeting minutes or upon consent to the meeting minutes sent by email or in hard copy of all members of the Board of Supervisors attending such meeting.

If members of the Board of Supervisors do not re-confirm their attendance/opinions at the meeting or sign the meeting minutes as stated in this clause, the minutes of meeting which truly and accurately reflects the meeting's contents with full name and signature of the chairman and minutes preparer shall still be effective.

## **Article 20. Sequence for organizing and conducting meetings of the Board of Supervisors**

1. The Chief Supervisor or the convener of meetings of the Board of Supervisors must send invitations to members of the Board of Supervisors no later than 03 (three) working days prior to the meeting date except for some emergencies to deal with important issues. Invitations to meetings of the Board of Supervisors should be prepared in Vietnamese, specifying the agenda, time and venue of the meeting and enclosed with required materials on the matters to be discussed and voted therein, and voting slips for those members who are unable to attend the meeting.

2. Meetings of the Board of Supervisors shall be conducted if attended by at least 2/3 (two-thirds) of the members of the Board of Supervisors, whether in person or by proxy who is another member of the Board of Supervisors as authorized.

3. In case the quorum at the first convened meeting of Board of Supervisors is not met, the Chief Supervisor must convene the same for the second time in not more than 15 (fifteen) days from the intended date of the first one. If the quorum fails to satisfy after two times of convocation, the Chief Supervisor shall keep the Board of Directors notified and request for convening an extraordinary general meeting of shareholders within no more than 30 (thirty) days for shareholders to review the qualifications of the members of the Board of Supervisors.

## **Article 21. Ratification of decisions of the Board of Supervisors**

1. Each member attending meetings of the Board of Supervisors shall have one vote thereat. If unable to attend, members of the Board of Supervisors may authorize their voting right in writing or by email to another member of the Board of Directors (who are allowed to participate in voting) to vote on their behalf.

2. Members of the Board of Supervisors having interest conflict or related interests with respect to the issues raised to the Board of Supervisors for decision shall not have the right to vote on such issues nor be counted into the quorum, and they shall not be entitled to





authorize/receive authorization from other members of the Board of Supervisors to vote on such issues, unless otherwise specified in clause 3 Article 10 hereof.

3. In case of suspicion arisen at a meeting in connection with the interests or voting right of any member of the Board of Supervisors which has not been voluntarily resolved by such member by agreeing to waive his/her voting right, the suspicion shall be escalated to the chairman of the meeting whose judgment shall be final and conclusive unless the nature or level of interests of the concerned member is clearly known.

4. Decisions of the Board of Supervisors shall be passed upon approval of the majority of the attending members of the Board of Supervisors with voting rights. The final decision shall be on the side with opinions of the Chief Supervisor or the member authorized by the Chief Supervisor to chair the meeting (in case of his/her absence).

5. The Chief Supervisor shall decide on the collection of written opinions from members of the Board of Supervisors if deemed necessary. Sequence and procedures for collecting written opinions from members of the Board of Supervisors are subject to internal regulations of the Board of Supervisors. Decisions passed in form of written polls shall have the same value as those passed at normal meetings of the Board of Supervisors, if concurred in writing by the majority of members of the Board of Supervisors having the right to vote on the consulted matters. In case of equal votes, the final decision shall be on the side with opinions of the Chief Supervisor or the member authorized by the Chief Supervisor to preside over the written opinion collection.

## **Article 22. Minutes of meetings of the Board of Supervisors**

1. Meetings of the Board of Supervisors must be made in minutes and may be recorded, noted and kept in other electronic forms. Minutes of meetings must have the main contents as below:

- a) Name, head office address, and company number of Eximbank;
- b) Purpose, agenda and contents of the meeting;
- c) Time and venue of the meeting;
- d) Full name of each attending member or their proxies; and name of those not attending and reasons; name of the secretary/minutes preparer and other persons invited to the meeting;
- e) Issues discussed and voted at the meeting;
- f) Voting results, specifying the number of approval, disapproval and no comment votes;
- g) Issues ratified and their respective ratio of affirmative votes;
- h) Full name and signature of the chairman, all members or proxies attending the meeting and secretary (minutes preparer).

2. The meeting chairman, secretary (minutes prepare) and all members of the Board of Supervisors attending the meeting shall sign and be jointly responsible for the truthfulness and accuracy of the minutes of meeting of the Board of Supervisors.



3. Minutes of meetings of the Board of Supervisors shall be valid only if signed by the chairman, secretary and all of its members attending the meeting. In case of meeting in form of a teleconference, the minutes of meeting shall be valid if having the signatures of the chairman and secretary (its preparer). Other members of the Board of Supervisors attending such teleconference shall sign the meeting minutes in the soonest possible time.

4. Minutes of meetings of the Board of Supervisors must be made in Vietnamese. The meeting chairman shall arrange the preparation of its minutes, and send the same to members of the Board of Supervisors, and such minutes of meeting shall be considered the conclusive evidence of the work conducted at the meeting.

5. Meeting minutes shall be kept *at the Bank's head office* for identification of the responsibility of each of the members of the board of Supervisors.

### **Section 3**

## **REPORTING AND DISCLOSURE OF INTERESTS**

### **Article 23. Annual submission of reports**

Reports of the Board of Supervisors to annual general meetings of shareholders shall follow provisions of law, the Charter and internal regulations of the Bank.

### **Article 24. Remuneration and other benefits of members of the Board of Supervisors**

Remunerations and other benefits of members of the Board of Supervisors are subject to provisions of the Bank's Charter and relevant laws.

### **Article 25. Disclosure of related interests**

The disclosure of related interests of members of the Board of Supervisors is subject to regulations of the Bank's Charter and relevant laws.

### **Article 26. Compliance with the requirements for disclosure of related interests and obligations of members of the Board of Supervisors**

Members of the Board of Supervisors shall observe the regulations on disclosure of related interests, and obligations of members of the Board of Supervisors set out in this Regulation, the Bank's Charter and relevant laws.

### **Article 27. Responsibility in case of non-compliance with the requirements for disclosure of related interests and obligations of members of the Board of Supervisors**

1. Members of the Board of Supervisors violating the regulations on disclosure of related interests and their obligations shall be, other than being discharged or dismissed as specified in this Regulation and the Charter, held responsible or jointly responsible for the damages incurred by the Bank as a consequence of their acts of violation. Unless otherwise provided by law, all income and other benefits obtained, directly or indirectly, by members of the Board of Supervisors due to breach of their obligations shall be of the Bank's ownership.



2. The principles for compensation and determination of damages shall be subject to provisions of relevant laws.

3. Apart from the damage compensation provided in this Article, members of the Board of Supervisors are likely exposed to other liabilities in accordance with this Regulation, the Bank's Charter, Regulations on internal management and relevant laws with respect to the acts of violating the requirements for disclosure of related interests and regulations on obligations of members of the Board of Supervisors.

## **Section 4**

### **RELATIONSHIP OF THE BOARD OF SUPERVISORS**

#### **Article 28. Relationship among members of the Board of Supervisors**

Members of the Board of Supervisors are independent from one another but shall cooperate and collaborate in common tasks for better performance of the responsibilities, rights and duties of the Board of Supervisors in accordance with law and the Bank's Charter. The Chief Supervisor shall coordinate general work of the Board of Supervisors but has no controlling right over members of the Board of Supervisors.

#### **Article 29. Relationship with the Board of Directors**

1. The Board of Supervisors is independent from the Board of Directors of the Bank, performing supervisory function over activities of the Board of Directors. The Board of Supervisors works closely and assists the Board of Directors to fulfill the duties in accordance with law and Eximbank Charter. The Board of Directors shall make available favourable conditions and mechanism for the Board of Supervisors to deploy its roles and effects of the inspection and supervision. The Board of Directors shall also furnish information, documents and resolutions of its meetings for the Board of Supervisors to perform supervision.

2. The Board of Supervisors shall conduct supervision and yearly internal audit as planned and upon request of the Board of Directors and shareholders, and report the results thereof as per regulations. Upon receipt of the supervision and audit results together with recommendations and proposals from the Board of Supervisors, the Board of Directors shall consider to come up with conclusions. The Board of Supervisors shall keep track of the execution of the Board of Directors' conclusions.

3. The Board of Directors shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the Board of Directors.

4. The Board of Supervisors shall examine the reports submitted by the Board of Directors to the General Meeting of Shareholders in annual meetings in accordance with the Charter.

5. The Board of Supervisors shall consult with the Board of Directors on the issues raised in their reports before submitting to the General Meeting of Shareholders.



### **Article 30. Relationship with the General Manager**

1. The Board of Supervisors is independent from the Board of Management of the Bank, performing supervision over activities of the Board of Management. The General Manager shall cooperate with the Board of Supervisors/Internal audit section during the internal audit of senior management oversight with respect to the General Manager.

2. The General Manager shall direct risk management and relevant sections to provide adequate risk-related information to the Board of Supervisors/Internal Audit to serve the preparation of internal audit plans.

3. The General Manager shall ensure information supply to the Board of Supervisors as required in this Regulation, the Bank's Charter and relevant stipulations.

4. During the work, the Board of Supervisors and General Manager shall closely work with and not obstruct each other while performing their respective tasks and powers.

5. The General Manager and other managerial titles shall be subject to the inspection and supervision of the Board of Supervisors in the execution of their management duties. The General Manager and managers shall directly report or provide information and reports concerning Eximbank's activities to members of the Board of Supervisors as may be requested.

6. The General Manager shall timely and sufficiently furnish the Board of Supervisors with documents on Eximbank's policies, rules and regulations, guidelines of the State Bank of Vietnam and relevant legitimate documents.

7. The Board of Supervisors shall conduct inspection, supervision and internal audit, and report the results thereof in accordance with regulations. The General Manager shall receive the internal reports on internal audit, organize the execution of the recommendations of the Board of Supervisors against the General Manager as stated therein (if any), and report the results of such execution to the Board of Supervisors.

8. While executing the inspection and control duties, members of the Board of Supervisors need to inform the General Manager in advance of the written working schedule of the Chief Supervisor to avoid influences on the Bank's business activities. In some necessary cases, for the sake of confidentiality, the Board of Supervisors is entitled not to make such prior notice.

### **Article 31. Working relationship with units belonging to Eximbank**

1. Units in Eximbank network shall cooperate with the Board of Supervisors as required, and provide sufficient information and documents for the execution of inspection, supervision and internal audit at the request of the Board of Supervisors.

2. Leaders of the inspected and audited units shall be responsible for the sufficiency, honesty and lawfulness of the information and documents provided to the Board of Supervisors and its inspection and auditing teams; accommodate the recommendations made by the Board of Supervisors with respect to the issues mentioned in their reports under the instruction of the Board of Directors and Board of Management; and respond to the Board of Supervisors about the execution thereof according to regulations.



### **Article 32. Working relationship with State regulatory authorities**

The Board of Supervisors shall make reports to State regulatory authorities in conformity with current regulations.

### **Article 33. Working relationship with shareholders**

1. The Board of Supervisors shall report to shareholders the results of supervising Eximbank's operations in annual general meetings of shareholders as stipulated in its Charter.

2. The Board of Supervisors shall perform ad-hoc inspection upon request of major shareholders or major shareholder groups, and send reports in correspondence with this Regulation and Eximbank Charter

## **Chapter III**

### **IMPLEMENTATION PROVISIONS**

### **Article 34. Implementation**

1. Members of the Board of Supervisors, Board of Directors and Board of Management, Chief Accountant, and relevant units and individuals are responsible for implementing this Decision.

2. All amendment, supplementation or replacement hereof shall be considered, proposed and submitted to the General Meeting of Shareholders for ratification.

**FOR BOARD OF SUPERVISORS  
CHIEF SUPERVISOR**



Ho Chi Minh City, date 08 month 4 year 2025

**To: General Meeting of Shareholders**

*Re: Tentative remedial plan in case of early intervention*

- ***Based on Law on Credit Institutions No. 32/2024/QH15 dated 18/01/2024, as effective from 01/7/2024 (“Law on CIs 2024”);***
- ***Based on the Charter of Vietnam Export Import Commercial JS Bank (“Eximbank”).***

The Board of Directors would like to submit to the General Meeting of Shareholders for consideration and ratification of the tentative Remedial plan in case of early intervention as below.

**I. BASES OF PROPOSAL**

- According to the Law on CIs 2024, a commercial bank having accumulated losses larger than 15% of its charter capital, being ranked below average as per SBV regulations, violating solvency ratio or minimum capital adequacy ratio, or experiencing bank runs, etc. shall be subject to early intervention by SBV.
- Early intervention is the application by SBV of requirements or restrictions to a bank which shall be obliged to carry out a remedial plan under the supervision of SBV to fix the situation in correspondence with law.
- Construction: the bank shall develop a tentative remedial plan in case of early intervention to devise measures for fixing the situation triggering the early intervention.
- Approving authority: the tentative remedial plan shall be passed by the General Meeting of Shareholders and sent to SBV within 10 days thereafter.
- Deadline for execution: the tentative remedial plan shall be prepared by the Bank and ratified by 01/7/2025.

**II. PROPOSAL**

For observance with law and in preparation of a backup plan to ensure resumption of normal operations of the Bank, ensuring interests of shareholders, customers and stakeholders, the Board of Directors would like to submit to the General Meeting of Shareholders for consideration and approval:

1. Tentative Remedial plan in case of early intervention as enclosed herewith.
2. To assign the BoD to update and revise the same as may be deemed necessary or requested by competent state authorities.





3. Such update or revision by the BoD shall ensure to contain the main contents of the tentative Remedial plan and measures of execution for correction and compliance with the Law on CIs 2024. *ph*

**ON BEHALF OF BOARD OF DIRECTORS**

**CHAIRPERSON** *ph*



**Nguyễn Cảnh Anh**

**Attached Document:**

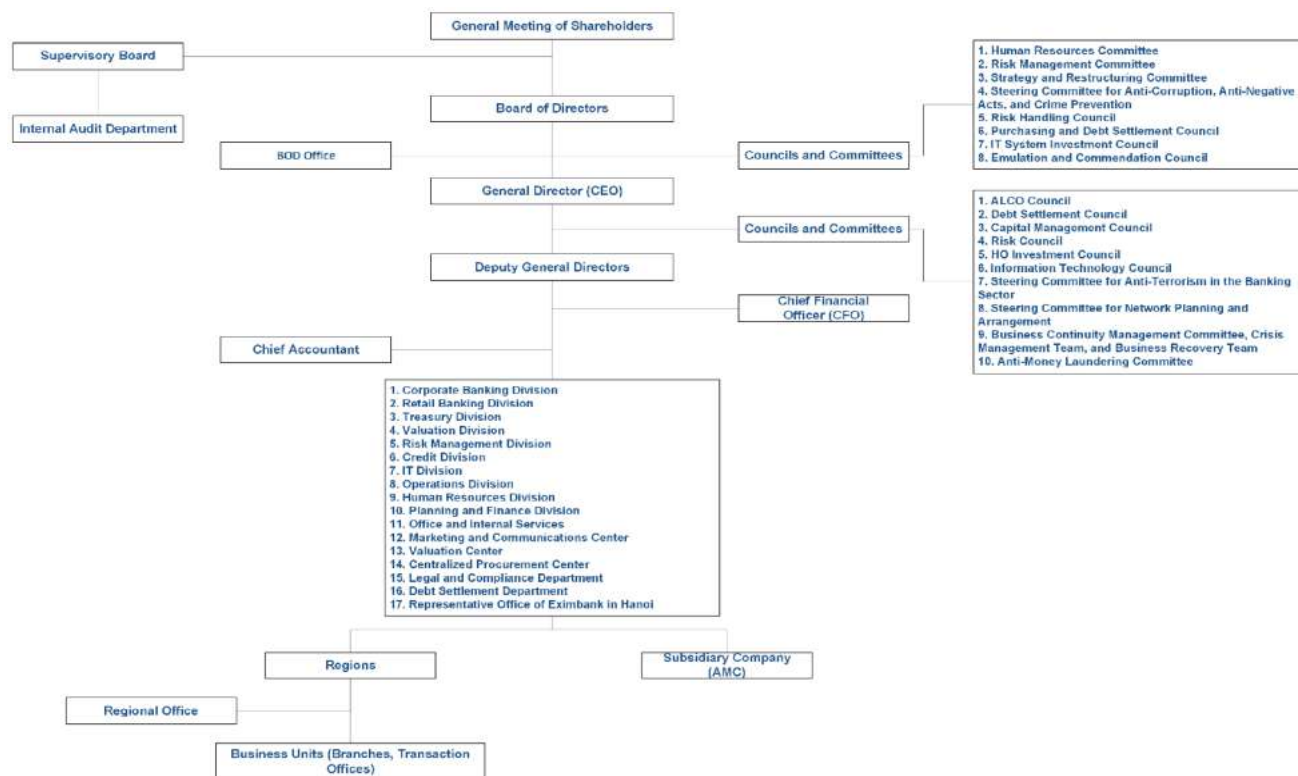
- *Proposed remedial plan in the event of early intervention for Eximbank.*



## PROPOSED REMEDIAL PLAN IN CASE OF EARLY INTERVENTION

### 1. Information and assessment of organization structure, and business activities

#### a) Organization structure:



*The above organization is subject to change from time to time at the decision of Eximbank's competent authorities in correspondence with relevant laws*

- Scope of operation:
  - Head Office
  - 215 business units (48 branches and 167 transaction offices)
  - 1 subsidiary: Debt Management and Asset Exploitation One-member Limited Liability Company – Vietnam Export Import Commercial JS Bank
  - No. of employees: 6,164 (as of 31/12/2024)
- Assessment of Eximbank's organization structure:
  - In 2024, the BoD supervised and instructed the Management on various business aspects of Eximbank in line with the orientations and strategic goals. The solutions have been actively and simultaneously implemented, aligning with the roadmap and objectives as proposed, and plan criteria have fundamentally completed. The Management has seriously observed provisions of the Law on Credit Institutions, Eximbank Charter, and resolutions of the General Meeting of Shareholders and



Board of Directors in the management, direction and administration of the Bank's operations.

- The coordination between the BoS and BoD, BoM and other managers of Eximbank is thoroughly performed, corresponding to law, the Charter and internal regulations of Eximbank.

b) Business activities:

- Some business indicators of Eximbank in the last 4 years:

*Unit: VND million*

Item	2021		2022		2023		2024	
	Value	+/- from 2020	Value	+/- from 2021	Value	+/- from 2022	Value	+/- from 2023
Total assets	165,831,996	3.36%	185,056,051	11.59%	201,416,835	8.84%	239,767,994	19.04%
Capital funding	145,018,834	3.38%	160,531,858	10.70%	174,712,907	8.83%	210,061,987	20.23%
Customer loans	114,674,630	13.80%	130,505,614	13.81%	140,448,924	7.62%	165,154,897	17.59%
Total operating income	4,709,349	5.93%	7,288,065	54.76%	6,554,833	-10.06%	8,557,635	30.55%
Profit before tax	1,205,066	-10.00%	3,709,066	207.79%	2,719,626	-26.68%	4,188,417	54.01%
Profit after tax	965,437	-9.79%	2,945,752	205.12%	2,165,099	-26.50%	3,326,804	53.66%

*Source: Audited consolidated financial statements of Eximbank in 2021, 2022, 2023 and 2024*

- Income structure of Eximbank in the last 4 years:

*Unit: VND million*

Item	2021		2022		2023		2024	
	Value	%	Value	%	Value	%	Value	%
Net interest income	3,524,302	74.84%	5,591,971	76.73%	4,597,104	70.13%	5,923,525	69.22%
Net service income	432,865	9.19%	513,815	7.05%	514,300	7.85%	1,080,300	12.62%
Net gains from FX trading activities	394,214	8.37%	606,104	8.32%	485,920	7.41%	673,796	7.87%
Net gains from trading of investment securities	99,397	2.11%	87,550	1.20%	121,282	1.85%	-68,479	-0.80%
Income from capital contribution and share purchase	4,739	0.10%	5,643	0.08%	1,148	0.02%	1,385	0.02%
Net other income	253,832	5.39%	482,982	6.63%	835,079	12.74%	947,108	11.07%
<b>Total operating income</b>	<b>4,709,349</b>	<b>100%</b>	<b>7,288,065</b>	<b>100%</b>	<b>6,554,833</b>	<b>100%</b>	<b>8,557,635</b>	<b>100%</b>



Source: Audited consolidated financial statements of Eximbank in 2021, 2022, 2023 and 2024

- **Business Performance Assessment:** In 2024, Eximbank achieved strong business results, marking the third consecutive year of high growth and significant improvements in operational efficiency.

## 2. Actual situation of Eximbank's finance and operations

- Some key financial indicators

Unit: VND million

No.	Item	2021	2022	2023	2024
<b>1</b>	<b>Owners' equity</b>	<b>17,784,908</b>	<b>20,479,900</b>	<b>22,444,999</b>	<b>25,099,406</b>
1.1	Charter capital	12,355,229	12,355,229	17,469,561	18,688,106
1.2	Investments in basic construction and fixed asset purchase	15,396	15,396	15,396	15,396
1.3	Share premium	156,322	156,322	156,322	156,322
1.4	Treasury stocks	-78,273	-78,273	-78,273	-78,273
1.5	Reserve funds	2,130,576	2,572,222	2,896,986	3,229,530
1.6	Exchange rate differences	0	0	0	0
1.7	Differences upon asset revaluation	0	0	0	0
1.8	Undistributed profit	3,205,658	5,459,004	1,985,007	3,088,325
<b>2</b>	<b>Total liabilities</b>	<b>148,047,088</b>	<b>164,576,151</b>	<b>178,971,836</b>	<b>214,668,588</b>
2.1	Borrowings from the Government and State Bank of Vietnam	29,184	24,261	19,870	2,079,510
2.2	Placements with and borrowings from other CIs	7,615,859	11,893,026	16,363,869	29,670,330
2.3	Deposits from customers	137,373,791	148,614,571	156,329,168	167,447,644
2.4	Derivative and other financial liabilities	0	0	230,822	0
2.5	Grants, entrusted funds and loans exposed to risks	0	0	0	0
2.6	Valuable papers issued	0	0	2,000,000	10,864,503
2.7	Other liabilities	3,028,254	4,044,293	4,028,107	4,606,601
<b>3</b>	<b>Capital structure</b>				
3.1	Debt to asset ratio (times)	0.89	0.89	0.89	0.90
3.2	Debt to equity ratio (times)	8.32	8.04	7.97	8.55
<b>4</b>	<b>Liquidity</b>				
4.1	Current ratio (current assets/current liabilities)	Not applicable			
4.2	Quick ratio ((current assets – inventories)/current liabilities)				
<b>5</b>	<b>Bond outstanding balance/owners' equity (times)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0,15</b>
<b>6</b>	<b>Profit before tax</b>	<b>1,205,066</b>	<b>3,709,066</b>	<b>2,719,626</b>	<b>4,188,417</b>
<b>7</b>	<b>Profit after tax</b>	<b>965,437</b>	<b>2,945,752</b>	<b>2,165,099</b>	<b>3,326,804</b>
<b>8</b>	<b>Return on assets (ROA) (%)</b>	<b>0.58%</b>	<b>1.59%</b>	<b>1.07%</b>	<b>1.39%</b>
<b>9</b>	<b>Return on equity (ROE) (%)</b>	<b>5.43%</b>	<b>14.38%</b>	<b>9.65%</b>	<b>13.25%</b>



No.	Item	2021	2022	2023	2024
<b>10</b>	<b>Prudent ratios</b>				
10.1	Solvency ratio				
	+ Liquidity reserve ratio	12.43%	20.87%	16.82%	14.52%
	+ 30-day solvency ratio (VND)	116.02%	265.84%	-367.62% (Satisfactory)	68.78%
	+ 30-day solvency ratio (currencies)	-251.16% (Satisfactory)	140.27%	93.04%	464.32%
10.2	Capital adequacy ratio (CAR)	12.29%	14.64%	13.43%	12.41%
10.3	Maximum currency and gold positions against own capital:				
	+ Positive currency position	0.01%	0.17%	0.25%	0.03%
	+ Negative currency position	4.61%	0.02%	0.08%	2.26%
	+ Gold position	1.19%	0.65%	0.33%	0.24%
10.4	Ratio of buying or investing in Government bonds or Government-guaranteed bonds	6.08%	4.60%	1.58%	6.22%
10.5	Ratio of short-term funds used for medium and long-term loans	20.74%	18.72%	14.44%	24.22%
10.6	Loans to deposits ratio (LDR)	79.62%	81.40%	80.75%	79.77%

*Source: Audited consolidated financial statements of Eximbank in 2021, 2022, 2023 and 2024*



### 3. Remedial actions in case of violations resulting in early intervention, timeline and duration of execution

No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
1	Accumulated losses exceeding 15% of the charter capital and reserve funds stated in the latest audited financial statements or under inspection and audit conclusions of competent state authority, and violating the minimum capital adequacy ratio provided in	<b>Accumulated losses &gt; 15% of the charter capital and funds</b> Causes of accumulated losses: <ul style="list-style-type: none"> <li>- Non-performing loans not recoverable, requiring loan loss reserves which lower earnings.</li> <li>- Fluctuations of exchange rate, interest rate and financial market take effect on the Bank's profitability.</li> <li>- Unsatisfactory returns from or significant impairment of investments.</li> </ul>	Improving operational efficiency, cutting down on expenses, and terminating ineffective projects and investments;  Reducing funding costs, and appropriately increasing funds in line with credit growth, and searching for longer term fund sources at reasonable costs.	Immediately to improve efficiency and profitability  To be maintained during the early intervention
			Accelerating bad debt settlement and asset disposal to make less risk provisions, and restricting interest removal, creating additional income from debt settlement;  Focusing on loans to customers with good financial capacity and proper cashflow.	Immediately and during the early intervention





No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
	point b clause 1 Article 138 of the Law on CIs	<b>CAR &lt; 8%</b>	Not performing such activities as reducing own capital, utilizing retained earnings for cash dividend payment, or using reserve funds, etc.	Immediately and during the early intervention
			Enhancing management capacity, and improving the loan portfolio quality: controlling credit requirements, decreasing loans with high risk coefficients, and strengthening risk coefficients of loan portfolio, risk management and debt settlement.	Immediately for the goal of improving loan portfolio quality in 3 months.  To be maintained during the early intervention.
			Reinforcing risk management capacity, improving the processes of reporting and internal supervision, and frequently assessing the asset portfolio with high risk weights for its restructuring.	Immediately and during the early intervention



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			Reviewing and evaluating interest rate risk and market risk taking significant effect on the loan portfolio with high risk coefficients to suggest relief solution and implement.	Immediately and during the early intervention
			Raising tier-2 capital by issuing valuable papers with terms of more than 5 years, or issuing valuable papers with terms of more than 5 years which are convertible into owners' equity.	To make the issue upon appropriate market conditions.
			Increasing charter capital (tier-1 capital) by issuing shares to existing shareholders, strategic partners, and mass customers depending on the situation and cost of issuance to the market.	To make the issue if the above remedies turn out not effective enough.
2	<b>Ranked below average under regulations of SBV Governor</b>	Below-average ranking means being ranked Poor (D) or Very poor (E). Detailed as:	Raising capital and strengthening own capital quality: - Eximbank has raised its charter capital to VND18,688 billion, exceeding the threshold	To retain the year's profit for supplementation of owners' equity.



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
		<p>- <i>Poor (D)</i>: failing to maintain either of the followings:</p> <ul style="list-style-type: none"> <li>▪ Solvency ratios in 3 consecutive months; or</li> <li>▪ Capital adequacy ratio (CAR) of 8% in 6 consecutive months;</li> </ul> <p>- <i>Very poor (E)</i> upon threatened loss/loss of solvency.</p> <p>A credit institution may be ranked Poor (D) or Very poor (E) as per the scoring by SBV.</p>	<p>of VND15,000 required for large banks. The Bank shall prioritize retaining its profit for capital supplementation.</p> <ul style="list-style-type: none"> <li>- Minimum CAR is controlled at above 8%, ranging from 11-12%.</li> </ul>	
			<p>Controlling credit quality, lowering bad debts and enhancing asset quality:</p> <ul style="list-style-type: none"> <li>- Diversifying credit extension while limiting risks from such areas of real estate, securities and BOT investment;</li> <li>- Employing measures to support customers, restructuring and categorizing loans, and making full risk provisions;</li> <li>- Reinforcing internal inspection and risk management, and maintaining NPL ratio by below 3%.</li> </ul>	<p>Immediately for the goal of controlling credit quality in 3 months.</p> <p>To be maintained during the early intervention</p>
			<p>Business administration and performance:</p>	<p>Immediately for the goal of improving management in 3</p>



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			<ul style="list-style-type: none"><li>- Optimizing operating expenses, and reducing CIR;</li><li>- Making maximum use of funding and fund utilization, ensuring liquidity safety, and improving NIM;</li><li>- Scaling up operations, diversifying mobilized funds, decreasing funding costs, and removing those profitable assets which are not effective;</li><li>- Increasing interest income, service income, and income from FX, gold and debt settlement.</li></ul>	<p>months and business performance in 6 months.</p> <p>To be maintained during the early intervention</p>
			<p>Liquidity and sensitivity to market risk:</p> <ul style="list-style-type: none"><li>- Monitoring and closely controlling prudent ratios in banking operations;</li><li>- Ensuring the raised funds to be dispersed and diversified, and mitigating risks.</li></ul>	<p>Immediately for the goal of improving liquidity and sensitivity to market risk in 1 month.</p> <p>To be maintained during the early intervention</p>



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
3	Violating the solvency ratio specified in point a clause 1 Article 138 of the Law on CIs in 30 consecutive days	Including: Violation in 30 consecutive days of: (i) minimum liquidity reserve by 10%; Main cause: shortage of liquid assets;	Raising the proportion of liquid assets which can be easily converted to cash in accordance with SBV regulations, including valuable papers dealt with SBV, demand deposits or overnight deposits placed with correspondent banks and credit institutions, placements with SBV, required reserve, and cash in hand.	Immediately for the goal of raising liquid assets in 2 weeks.  To be maintained during the early intervention.
			Restructuring invested assets (CI bonds, corporate bonds) to liquid assets (valuable papers dealt with SBV).	Immediately for the goal of restructuring the invested asset portfolio in 2 weeks.  To be maintained during the early intervention.
			Issuing short-term valuable papers (with or without repurchase option) to raise the amounts of cash-in-hand and placements with SBV.	To prepare for the issue in 1 month.  To make the issue in the following 1 month thereafter.  To prepare for following issues (as necessary).



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			Always complying with the minimum required reserve and maintaining sufficient cash amount in preparation for sudden withdrawals so as to avoid cases of emergency which may cause adverse news.	Immediately and during the early intervention
			Enhancing performance, cutting down on operating expenses, assessing the effectiveness, and reducing costs of underperforming investment projects for improvement of profitability and owners' equity, from which to lower liabilities.	Immediately and during the early intervention
			Heightening risk management capacity, improving the process of reporting and internal supervision, and making alerts upon signs of violating the liquidity reserve ratio.	Immediately and during the early intervention
		Violation in 30 consecutive days of: (ii) minimum 30-day solvency ratio of VND	Increasing more liquid assets which can be easily converted to cash in accordance with SBV regulations, including valuable papers	Immediately for the goal of raising liquid assets in 2 weeks.





No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
		by 50%; and (iii) minimum 30-day solvency ratio of currencies by 10%.  Main causes: <ul style="list-style-type: none"><li>- Shortage of liquid assets;</li><li>- Larger cash outflow than cash inflow.</li></ul>	dealt with SBV, demand deposits or overnight deposits placed with correspondent banks and credit institutions, placements with SBV, required reserve, and cash in hand. Prioritizing short-term valuable papers which may generate cash inflow such as SBV bills, etc.	To be maintained during the early intervention.
			Restructuring invested assets (CI bonds, corporate bonds) to liquid assets (valuable papers dealt with SBV).	Immediately for the goal of restructuring the invested asset portfolio in 2 weeks.  To be maintained during the early intervention
			Issuing short-term valuable papers (with or without repurchase option) to raise the amounts of cash-in-hand and placements with SBV.	To prepare for the issue in 1 month. To make the issue in the following 1 month thereafter.  To prepare for following issues (as necessary).



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			Always complying with the minimum required reserve and maintaining sufficient cash amount in preparation for sudden withdrawals so as to avoid cases of emergency which may cause adverse news.	Immediately and during the early intervention
			Rescheduling short-term payments to longer terms.	Immediately and during the early intervention
			Reinforcing risk management capacity, improving processes of reporting and internal supervision, forecasting cashflow and early identifying payment risks.	Immediately and during the early intervention
4	Violating the solvency ratio specified in point b clause 1	CAR < 8% in 6 consecutive months Reason: own capital is inadequate to meet the	Not performing such activities as reducing own capital, utilizing retained earnings for cash dividend payment, or using reserve funds, etc.	Immediately and during the early intervention



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
	<b>Article 138 of the Law on CIs in 6 consecutive months</b>	Bank's business activities. Specifically: <ul style="list-style-type: none"><li>- Increase of own capital is not on par with the business plan, own capital impairs by virtue of accumulated losses.</li><li>- Risk-weighted assets hike as a result of sharp credit growth or increase in high-risk loans (unsecured loans or loans for real estate trading, etc.).</li><li>- Volatilities of such market factors as property pricing, interest rate, exchange rate and other macro elements give rise to</li></ul>	Enhancing management capacity, and improving the loan portfolio quality: controlling credit requirements, decreasing loans with high risk coefficients, and strengthening risk coefficients of loan portfolio, risk management and debt settlement.	Immediately for the goal of improving the loan portfolio quality in 3 months.  To be maintained during the early intervention.
			Reinforcing risk management capacity, improving the processes of reporting and internal supervision, and frequently assessing the asset portfolio with high risk weights for its restructuring.	Immediately and during the early intervention
			Reviewing and evaluating interest rate risk and market risk taking significant effect on the loan portfolio with high risk coefficients to suggest relief solution and implement.	Immediately and during the early intervention
			Raising tier-2 capital by issuing valuable papers with terms of more than 5 years, or	To make the issue upon appropriate market conditions.



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
		more capital requirements for the sake of market risk.	issuing valuable papers with terms of more than 5 years which are convertible into owners' equity.	
			Increasing charter capital (tier-1 capital) by issuing shares to existing shareholders, strategic partners, and mass customers depending on the situation and cost of issuance to the market.	To make the issue if the above remedies turn out not effective enough.
5	Suffering bank run and making report to SBV	Bank run may lead to threatened loss or loss of solvency.	<p>Performing effective communication activities to elaborate/justify incorrect issues/contents which are being disseminated, and providing official and positive news to improve and maintain customer trust:</p> <ul style="list-style-type: none"><li>- Carrying out internal communication so that all employees are fully aware of the situation, and shall not spread out misleading information, making correction and assisting the Bank to handle adverse news;</li></ul>	Immediately and during the early intervention



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			<ul style="list-style-type: none"><li>- Communicating to outside official and accurate information about the Bank's operations, restricting and settling misleading information;</li><li>- Applying the methods specified in the procedures for managing reputational risk.</li></ul>	
			Reinforcing liquidity buffers to meet customers' needs for withdrawal: <ul style="list-style-type: none"><li>- Accelerating debt recovery and collateral realization;</li><li>- Raising deposits from the primary market and borrowings from other CIs to have sufficient funds to pay to customers.</li></ul>	Immediately and during the early intervention
			Executing operations supported by SBV: OMO loans or refinancing loans from SBV.	Immediately and during the early intervention



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
		<i>Possible loss of solvency:</i> shortage of liquid assets by 20% or more causing failure to maintain one of the solvency ratios in 30 consecutive days.	Increasing more liquid assets which can be easily converted to cash in accordance with SBV regulations, including valuable papers dealt with SBV, demand deposits or overnight deposits placed with correspondent banks and credit institutions, placements with SBV, required reserve, and cash in hand. Prioritizing short-term valuable papers which may generate cash inflow such as SBV bills, etc.	Immediately for the goal of raising liquid assets in 2 weeks.  To be maintained during the early intervention.
			Restructuring invested assets (CI bonds, corporate bonds) to liquid assets (valuable papers dealt with SBV, demand deposits or overnight deposits placed with credit institutions).	Immediately for the goal of restructuring the invested asset portfolio in 2 weeks.  To be maintained during the early intervention
			Issuing short-term valuable papers (with or without repurchase option) to raise the amounts of cash-in-hand and placements with SBV.	To prepare for the issue in 1 month.  To make the issue in the following 1 month thereafter.





No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			Rescheduling short-term payments to longer terms.	Immediately and during the early intervention
		<i>Loss of solvency:</i> inability to settle debt obligations within 1 month from the respective due date.	Increasing more liquid assets which can be easily converted to cash in accordance with SBV regulations, including valuable papers dealt with SBV, demand deposits or overnight deposits placed with correspondent banks and credit institutions, placements with SBV, required reserve, and cash in hand. Prioritizing short-term valuable papers which may generate cash inflow such as SBV bills, etc.	Immediately for the goal of raising liquid assets in 2 weeks.  To be maintained during the early intervention.
			Restructuring invested assets (CI bonds, corporate bonds) to most liquid assets (cash in hand, placements with SBV, demand or overnight deposits at credit institutions, and valuable papers dealt with SBV).	Immediately for the goal of restructuring the invested asset portfolio in 2 weeks.  During the early intervention
			Raising deposits from the primary market and issuing short-term valuable papers (with or without repurchase option) to raise the	To raise deposits in 1 month.  To prepare for the issue in 1 month.



No.	Breaches triggering early intervention according to the Law on CIs	Description	Action	Timeline and duration
			amounts of cash-in-hand and placements with SBV.	To make the issue in the following 1 month thereafter.
			Rescheduling short-term payments to longer terms.	Immediately and during the early intervention
			Executing operations supported by SBV: OMO loans or refinancing loans from SBV.	Immediately and during the early intervention



*Ho Chi Minh City, date 08 month 4 year 2025*

## **PROPOSAL**

**Re: Termination of the Investment Policy for the Construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions 2024 and its relevant guiding documents;
- Pursuant to the Securities Law 2019 and its relevant guiding documents;
- Pursuant to the Enterprise Law 2020 and its amendments, supplements, and relevant guiding documents;
- Pursuant to the Charter of Vietnam Export-Import Commercial Joint Stock Bank (“Eximbank”);
- Based on the actual needs to serve Eximbank's strategic activities,

Regarding the investment policy for the construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, which was approved at the 2022 Annual General Meeting of Shareholders (“AGM”), the Board of Directors (“BOD”) respectfully submits the following specific contents to the AGM:

**I. Report on the Implementation Process of the Investment Policy for Eximbank's Headquarters at No. 07 Le Thi Hong Gam and the Basis for the Proposed Termination:**

1. At the Eximbank AGM held on May 27, 2022, the AGM issued a resolution approving the Proposal on the investment policy for the construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.
2. In implementing this resolution of the AGM, the BOD has issued:
  - 2.1 Resolution No. 254/2022/EIB/NQ-BOD dated June 16<sup>th</sup>, 2022 approving the policy on: (i) Management model and implementation of Headquarters projects; (ii) Establishment of the Investment Council and the Project Management Board to govern and manage the headquarters investment project of Eximbank at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City; and
  - 2.2 Resolution No. 304/2022/EIB/NQ-BOD dated July 19<sup>th</sup>, 2022 on the regulations for investment management of the Eximbank Headquarters



construction project at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, and the establishment of the Investment Council and Project Secretariat for this project.

3. Based on the BOD's resolutions, the Executive Board has directed relevant departments to seek opinions from competent state agencies in Ho Chi Minh City regarding the legal feasibility and the adjustment of the zoning plan for the land plot at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City as a basis for implementing the project. However, due to objective reasons, no specific results have been obtained so far.
4. On November 28, 2024, the Eximbank AGM approved the relocation of Eximbank's Headquarters to No. 27-29 Ly Thai To, Ly Thai To Ward, Hoan Kiem District, Hanoi. Eximbank is currently carrying out the necessary procedures to submit for approval by the State Bank of Vietnam. Therefore, continuing the implementation of the investment policy for the construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City is no longer appropriate.

## II. BOD's Proposal:

Based on the above, the BOD respectfully submits to the AGM for approval of the following:

1. Termination of the investment policy for the construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City, which was approved by the AGM in the 2022 Annual General Meeting of Shareholders Resolution dated May 27, 2022.
2. Authorizing the BOD to implement necessary actions and decide on arising issues related to the termination of the investment policy for the construction of Eximbank's Headquarters at No. 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.

Respectfully submitted./.

ON BEHALF OF THE BOARD OF DIRECTORS  
CHAIRPERSON



Nguyễn Cảnh Anh



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

*Ho Chi Minh City, date 08 month 4 year 2025*

## **PROPOSAL**

**Re: Approval of Amendments and Supplements to the Charter in Accordance with the Change of Eximbank's Headquarters Location**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions 2024 and its relevant guiding documents;
- Pursuant to the Enterprise Law 2020 and its amendments, supplements, and relevant guiding documents;
- Pursuant to the Charter of Vietnam Export-Import Commercial Joint Stock Bank ("Eximbank");
- Pursuant to the Extraordinary General Meeting of Shareholders' Resolution dated November 28, 2024, of Eximbank,

Regarding the amendment and supplementation of the Charter to align with the change of Eximbank's headquarters location, the Board of Directors ("BOD") respectfully submits the following contents to the General Meeting of Shareholders ("GMS"):

**1. Amendment of the "Address" content in Clause 3, Article 2 of the Eximbank Charter as follows:**

- **"Previous content:** *Address: 8th Floor, Office No. L8-01-11+16, Vincom Center Building, No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam."*
- **Amended content:** *"Address: No. 27-29 Ly Thai To, Ly Thai To Ward, Hoan Kiem District, Hanoi, Vietnam."*

(Specific information regarding the address stated in the Charter may be adjusted according to actual circumstances and based on the approval/license issued by the State Bank of Vietnam regarding the change of Eximbank's headquarters location).

**2. Effectiveness of the Amendments and Supplements to the Charter**

The amendments and supplements mentioned above shall take effect after Eximbank receives approval from the State Bank of Vietnam for the change of headquarters location.



**3. Authorization for the BOD to Implement the Following:**

- 3.1. Updating and issuing a new Charter reflecting the change of headquarters location after obtaining approval from the State Bank of Vietnam;
- 3.2. Deciding on other arising matters related to the amendments and supplements to the Charter in accordance with the change of Eximbank's headquarters location.

Respectfully submitted./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**



Nguyễn Cảnh Anh





Ho Chi Minh City, date 08 month 4 year 2025

## PROPOSAL

***Re: regulating of foreign investors' shares ownership ratio and amendment  
and supplement Eximbank Charter***

### TO: GENERAL MEETING OF SHAREHOLDERS

- Pursuant to Law on Credit Institutions No. 32/2024/QH15 was promulgated on January 18<sup>th</sup>, 2024;
- Pursuant to Decree 155/2020/ND-CP issued on December 31<sup>st</sup>, 2020 detailing the implementation of a number of articles of the Securities Law ("Decree 155/2020/ND-CP");
- Pursuant to Decree 01/2014/ND-CP issued on January 3<sup>rd</sup>, 2014 on foreign investors purchasing shares of Vietnamese credit institutions and guiding documents ("Decree 01/2014/ND-CP");
- Pursuant to the Charter of Vietnam Export Import Commercial Joint Stock Bank approved by the General Meeting of Shareholders on February 26<sup>th</sup>, 2025 ("Charter");
- Pursuant to relevant legal documents and actual situation,

The Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval of the Board of Directors' proposals on regulating the share ownership ratio of foreign investors and amending and supplementing the Eximbank Charter as follows:

#### I. REGULATIONS ON SHAREHOLDING RATIO OF FOREIGN INVESTORS

The total shareholding ratio of foreign investors at Vietnam Export Import Commercial Joint Stock Bank ("Eximbank") is implemented according to the following regulations:

- According to the Specific Commitments on Services of Vietnam upon joining the WTO, for foreign investors with commercial presence in the form of purchasing shares: *The total number of shares held by foreign individuals and legal entities in each joint stock commercial bank of Vietnam **must not exceed 30% of the bank's charter capital, unless otherwise provided by Vietnamese law or permitted by a competent authority of Vietnam**.*
- According to Article 7 of Decree 01/2014/ND-CP: *The total share ownership of foreign investors **shall not exceed 30% of the charter capital of a Vietnamese commercial bank**.*
- According to Article 139 of Decree 155/2020/ND-CP, in case a public company decides on a maximum foreign ownership ratio lower than the maximum ratio



prescribed by law, **the specific ratio must be approved by the General Meeting of Shareholders and specified in the Company Charter.**

At present, Eximbank's Charter does not stipulate on the share ownership ratio of foreign investors lower than the mentioned limited ratio according to the above regulations, thus, the total share ownership ratio of foreign investors at Eximbank is **not more than 30% of Eximbank's charter capital.**

## II. PROPOSAL CONTENT

To stabilize the shareholder structure, in line with Eximbank 's long-term development orientation, at the same time, to maintain the share ownership ratio to attract strategic investors to invest in Eximbank, the Board of Directors respectfully submits to the General Meeting of Shareholders for consideration and approval the following proposal:

- 1) Regulation on foreign investors' share ownership at Eximbank shall not exceed: **06% (six percent) of Eximbank's charter capital** at each period.
- 2) Amendment and supplement Article 20 of the Charter (*underlined content*) as follows:
  - Amend Point b, Clause 4, Article 20 of the Charter as follows:

*“2. The provisions of Clause 2 and Clause 3 of this Article do not apply to the following cases:*

    - a) *Owning shares in subsidiaries and affiliated companies that are credit institutions as prescribed in Clause 2 and Clause 3, Article 111 of the Law on Credit Institutions;*
    - b) *Foreign investors' share ownership as prescribed in Clause 6 of this Article”*
  - Add Clause 6 to Article 20 of the Charter with the following content:

*“6. The total shareholding level of foreign investors at Eximbank shall not exceed 06% (six percent) of Eximbank's charter capital at each period.”.*
- 3) Delegate authority to the Chairman of the Board of Directors to sign and issue the Charter incorporated the amended and supplemented contents of the above Charter after being approved by the General Meeting of Shareholders.

Respectfully submit./.

ON BEHALF OF BOARD OF DIRECTORS  
CHAIRPERSON



Nguyễn Cảnh Anh



*Ho Chi Minh, date 08 month 4 year 2025*

## **PROPOSAL**

**Re: Election of Board of Directors Members and Supervisory Board Members of  
Eximbank for Term VIII (2025 - 2030)**

**To: GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Credit Institutions 2024;
- Pursuant to the Enterprise Law 2020;
- Pursuant to the Securities Law 2019;
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020, of the Government detailing the implementation of a number of provisions of the Securities Law;
- Pursuant to Circular No. 22/2018/TT-NHNN dated September 5, 2018, of the State Bank of Vietnam (“SBV”) guiding procedures and dossiers for approval of the anticipated personnel list of commercial banks, non-bank credit institutions, and foreign bank branches, as well as amended and supplemented versions of Circular 22/2018/TT-NHNN (“Circular 22”);
- Pursuant to Circular No. 96/2020/TT-BTC dated November 16, 2020, of the Ministry of Finance guiding information disclosure in the securities market and its amendments and supplements;
- Pursuant to the Charter of Vietnam Export-Import Commercial Joint Stock Bank (“Eximbank”);
- Pursuant to Eximbank’s Internal Governance Regulations
- Pursuant to the Regulations on Organization and Operation of the Eximbank Board of Directors;
- Pursuant to the Regulations on Organization and Operation of the Eximbank Supervisory Board;
- Pursuant to Resolution No. 38/2025/EIB/NQ-HĐQT dated February 6, 2025, of the Eximbank Board of Directors approving the plan for nominating candidates for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030);
- Pursuant to Notice No. 61/2025/EIB/TB-HĐQT dated February 21, 2025, of the Eximbank Board of Directors regarding the criteria, conditions, and procedures for nominating candidates for election to the Board of Directors and Supervisory Board for Term VIII (2025 - 2030),



The term VII (2020 - 2025) of the Eximbank Board of Directors and Supervisory Board will conclude once the General Meeting of Shareholders (“GMS”) elects the Board of Directors and Supervisory Board for Term VIII (2025 - 2030). To ensure a complete organizational structure, maintain the operational framework of the Board of Directors and Supervisory Board, and comply with current legal regulations, the Board of Directors respectfully submits for the approval of the GMS the election of anticipated personnel for the positions of Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030) as follows:

**I. REPORT ON THE NOMINATION AND APPLICATION PROCESS, INCLUDING FINALIZATION OF SHAREHOLDER LISTS FOR NOMINATIONS AND APPLICATIONS:**

- In compliance with legal regulations and the Eximbank Charter, on February 6, 2025, Eximbank issued Resolution No. 38/2025/EIB/NQ-HĐQT of the Board of Directors, approving the final registration date for shareholders to exercise their right to nominate candidates for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030) and approving related implementation steps.
- On February 21, 2025, Eximbank issued a detailed notice to shareholders regarding the nomination of candidates for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030) in Notice No. 61/2025/EIB/TB-HĐQT of the Board of Directors.
- This notice was published on Eximbank’s website on February 21, 2025, at <https://eximbank.com.vn/daihoidongcodong> and sent in hard copy to shareholders at addresses provided by the Vietnam Securities Depository and Clearing Corporation (“VSDC”).
- After reviewing and verifying nomination dossiers, on March 17, 2025, Eximbank issued multiple Board of Directors Resolutions (Nos. 87/2025 to 97/2025) approving the list of anticipated candidates for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030).
- To ensure compliance with Circular No. 22/2018/TT-NHNN and relevant legal regulations, on March 17, 2025, Eximbank submitted Document No. 48/2025/EIB-NĐDPL to the State Bank of Vietnam, requesting approval for the list of anticipated personnel nominated by shareholders/shareholder groups for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030).
- On ... April 2025, the State Bank of Vietnam issued Official Letter No. ... approving the proposed candidates for election as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030).



## II. PROPOSED CONTENT:

The Board of Directors of Eximbank respectfully submits for approval by the General Meeting of Shareholders the election of Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030) in accordance with the list approved by the State Bank of Vietnam, specifically:

1. Approval of the number of Board of Directors Members for Term VIII (2025 - 2030) as **five (05) members**, including **two (02) independent members**.
2. Approval of the number of Supervisory Board Members for Term VIII (2025 - 2030) as **five (05) members**.
3. Election of candidates as Board of Directors Members and Supervisory Board Members for Term VIII (2025 - 2030) in accordance with the list of candidates approved by the State Bank of Vietnam.

With the above content, the Board of Directors respectfully submits this proposal for consideration and approval by the General Meeting of Shareholders.

Sincerely./.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**CHAIRPERSON**



Nguyễn Cảnh Anh



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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 01**

Serial number (Registration number):

Shareholder's full name:

Passport/CCCD/Other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

Content: **Approval the Regulations for conducting the 2025 Annual General Meeting of Shareholders.**

*To exercise voting rights, shareholders please check (X or V) one of the three boxes below:*

- *Agree* ☐
- *Disagree* ☐
- *No comments* ☐





VOTING SLIP NO.

01

VOTING SLIP NO.

01

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VOTING SLIP NO.

01

VOTING SLIP NO.

01



*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 02**

Serial number (Registration number):

Shareholder's full name:

Passport/ID card/other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

**Content: Approval of the Proposal on the Election of Members of the Vote Counting Committee for the 2025 Annual General Meeting of Shareholders.**

*To exercise voting rights, shareholders please check (X or V) one of the three boxes below:*

- *Agree* ☐
- *Disagree* ☐
- *No comments* ☐





VOTING SLIP NO.

02

VOTING SLIP NO.

02

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VOTING SLIP NO.

02

VOTING SLIP NO.

02



SOCIALIST REPUBLIC OF VIETNAM  
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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 03**

Serial number (Registration number):

Shareholder's full name:

Passport/ID card/other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

Content: **Approval of the 2025 Annual General Meeting of Shareholders Agenda.**

*To exercise voting rights, shareholders please check (X or V) one of the three boxes below:*

- *Agree* ☐
- *Disagree* ☐
- *No comments* ☐



VOTING SLIP NO.

03

VOTING SLIP NO.

03

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VOTING SLIP NO.

03

VOTING SLIP NO.

03



**SOCIALIST REPUBLIC OF VIETNAM**  
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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 04**

Serial number (Registration number):

Shareholder's full name:

Passport/ID card/other legal personal identification

documents/Business registration:

Shareholder's address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

*To exercise voting rights, shareholders please check (X or V) one of the three boxes for each content below:*

No.	VOTING CONTENT	AGREE	NOT AGREE	NO COMMENTS
1	Approval of the Board of Directors' Report on business activities in 2024 and business plan in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Approval of the Board of Directors' Report on governance and performance of the Board of Directors, Councils, Committees under the Board of Directors and each member of the Board of Directors in 2024 and orientation for 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of the Board of Supervisors' 2024 Operational Report and 2025 Orientation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the Report on audited separate and consolidated financial statements and profit distribution plan for 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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No.	VOTING CONTENT	AGREE	NOT AGREE	NO COMMENTS
5	Approval of the Board of Directors' Proposal on the total remuneration and operating budget of the Board of Directors in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the Proposal of the Board of Supervisors on operating expenses and remuneration of the Board of Supervisors in 2025	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of the Board of Supervisors' Proposal on selecting of independent auditing companies	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Approval of the Board of Directors' Proposal on the approval of the Internal Governance Regulations (amended)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Approval of the Board of Directors' Proposal on the approval of the Board of Directors' Organization and Operation Regulations (amended)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Approval of the Proposal of the Board of Supervisors on the amendment of and supplementation to the Regulations on the organization and operations of the Board of Supervisors (amended)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Approval of the Board of Directors' Proposal on the proposed remedial plan in case of early intervention	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Approval of the Board of Directors' Proposal on terminating the investment policy to build Eximbank's Head Office at 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Approval of the Board of Directors' Proposal to amend and supplement the Charter in accordance with the content of changing the location of Eximbank's Head Office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	Approval of the Board of Directors' Proposal regulating of foreign investors' shares ownership ratio and amendment and supplement Eximbank Charter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 05**

Serial number (Registration number):

Shareholder name:

Passport/CCCD/Other legal personal identification  
documents/Business registration:

Shareholder address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

Content: **Approval the number of members of the Board of Directors for the VIII term (2025 - 2030) is 05 (Five) members, in which there will be at least 2 independent members.**

*To exercise voting rights, shareholders please check (X or V) one of the three boxes below:*

- |               |   |
|---------------|---|
| - Agree       | — |
| - Disagree    | — |
| - No comments | 7 |



VOTING SLIP NO.

05

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VOTING SLIP NO.

05

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VOTING SLIP NO.

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VOTING SLIP NO.

05



SOCIALIST REPUBLIC OF VIETNAM  
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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**VOTING SLIP NO. 06**

Serial number (Registration number):

Shareholder name:

Passport/CCCD/Other legal personal identification documents/Business registration:

Shareholder address:

Number of voting shares:

Total votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of votes authorized:

Content: **Approval the number of members of the Board of Supervisors for term VIII (2025 - 2030) is 05 (Five) members.**

*To exercise voting rights, shareholders please check (X or V) one of the three boxes below:*

- *Agree* ☐
- *Disagree* ☐
- *No comments* ☐



VOTING SLIP NO.

06

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VOTING SLIP NO.

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VOTING SLIP NO.

06

VOTING SLIP NO.

06



Ha Noi, date 29 month 4 year 2025

DRAFT

**ELECTION BALLOT NO. 07**  
**ELECTION OF MEMBERS OF THE BOARD OF DIRECTORS FOR**  
**TERM VIII (2025-2030)**

Serial number (Registration number):

Shareholder name:

Passport/ID card/other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

No.	CANDIDATE'S NAME	Voting rate (%)
1.		..... %
2.		..... %
3.		..... %
4.		..... %
5.		..... %

**Note:**

- Shareholders please fill in the specific percentage (%) of votes for the candidate and the total percentage of votes must not exceed 100%.
- The above list of candidates is updated upon approval of the State Bank of Vietnam.







ELECTION BALLOT

07

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ELECTION BALLOT

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ELECTION BALLOT

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ELECTION BALLOT

07



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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

**ELECTION BALLOT NO. 08**

**ELECTION OF MEMBERS OF THE BOARD OF SUPERVISORS FOR TERM VIII  
(2025-2030)**

Serial number (Registration number):

Shareholder name:

Passport/ID card/other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:

No.	CANDIDATE'S NAME	Voting rate (%)
1.		..... %
2.		..... %
3.		..... %
4.		..... %
5.		..... %

**Note:**

- Shareholders please fill in the specific percentage (%) of votes for the candidate and the total percentage of votes must not exceed 100%.
- The above list of candidates is updated upon approval of the State Bank of Vietnam.



ELECTION BALLOT

08

ELECTION BALLOT

08

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ELECTION BALLOT

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ELECTION BALLOT

08



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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

## **VOTING CARDS**

Serial number (Registration number):

Shareholder's full name:

Passport/ID card/other legal personal identification  
documents/Business registration:

Shareholder's address:

Number of voting shares:

Total number of votes:

Full name of authorized person:

Number of authorized voting shares:

Total number of authorized votes:



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*Ha Noi, date 29 month 4 year 2025*

**DRAFT**

## **OPINIONS CONTRIBUTION FORM**

- SHAREHOLDER'S NAME: .....
- ID NUMBER/PASSPORT/BUSINESS REGISTRATION NUMBER: .....
- ADDRESS: .....
- PHONE NUMBER: .....

## **CONTENT OF CONTRIBUTIONS**

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**Sign and give full name**

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DRAFT

*Hà Nội, date 29 month 4 year 2025*

## RESOLUTION OF EXIMBANK ANNUAL GENERAL MEETING OF SHAREHOLDERS 2025

Pursuant to:

- Law on Credit Institutions 2024 (“Law on Credit Institutions”);
- Enterprise Law 2020 and related legal regulations;
- Securities Law 2019;
- Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government guiding the implementation of the Law on Securities;
- Charter of Vietnam Export Import Commercial Joint Stock Bank (“Charter”);
- Based on the voting results of the contents submitted to the Annual General Meeting of Shareholders (“AGSM”);
- Pursuant to the Minutes of the 2025 Annual General Meeting of Shareholders dated April 29<sup>th</sup>, 2025 of Eximbank,

### RESOLUTION:

**Article 1.** Approval the Board of Directors' Report on business activities in 2024 and business plan in 2025 with the following targets:

....

**Article 2.** Approval of the Board of Directors' ("BOD") Report on the governance and performance of the Board of Directors, Councils and Committees under the Board of Directors and each member of the Board of Directors in 2024 and orientation for 2025.

**Article 3.** Approval of the Board of Supervisors' ("BOS") performance report for 2024 and orientation for 2025.

**Article 4.** Approval of the Report on audited separate and consolidated financial statements and profit distribution plan for 2024.

....

**Article 5.** Approval of the operating budget of the Board of Directors for 2025 with the amount of ....; and the fixed remuneration for the Board of Directors for 2025 is .....

**Article 6.** Approval the operating budget for 2025 of the Board of Supervisors is ... billion VND, including: business expenses, hiring experts, consultants, costs of seminars, conferences, receptions, celebrations, training costs and other





costs (uniforms, health insurance, liability insurance); and the fixed remuneration for the Board of Supervisors in 2025 is ....

**Article 7.** Approval of the Board of Supervisors' Proposal on the selecting the auditing companies.

**Article 8.** Approval of the Board of Directors' proposal on the approval of the Internal Governance Regulations and the Board of Directors' Organization and Operation Regulations (amended).

**Article 9.** Approval of the Board of Supervisors' proposal on the approval of the Board of Supervisors' Regulations on organization and operation (amended).

**Article 10.** Approval of proposed remedial plan in case of early intervention.

**Article 11.** Approval of the Proposal on terminating the investment policy to build Eximbank's Head Office at 07 Le Thi Hong Gam, Nguyen Thai Binh Ward, District 1, Ho Chi Minh City.

**Article 12.** Approval the Proposal on amending and supplementing the Charter in accordance with the content of changing the location of Eximbank's Head Office.

**Article 13.** Approval of the Board of Directors' Proposal on regulating the share ownership ratio of foreign investors and amending and supplementing the Eximbank Charter.

**Article 14.** Approval of the Board of Directors' Proposal on the election of members of the Board of Directors and Board of Supervisors of Eximbank for the VIII term (2025 - 2030):

1. Approved the number of members of the Board of Directors of Eximbank for the VIII term (2025 - 2030) is 05 (five) members, including 02 (two) independent members.
2. Approved the number of members of Eximbank's Board of Supervisors for the VIII term (2025 - 2030) is 05 (five) members.

**Article 15.** Approval the list of Board of Directors members elected to join the Board of Directors of Eximbank for the VIII term (2025 - 2030) including:

Full Name	Title

**Article 16.** Approval the list of Board of Supervisors members elected to join the Board of Supervisors of Eximbank for the VIII term (2025 - 2030) including:



Full Name	Title

**Article 17.** Terms of implementation:

This Resolution takes effects from April 29th, 2025.

Members of the Board of Directors, Board of Supervisors, and Board of Management are responsible for implementing this Resolution and organizing its implementation according to their functions and tasks in accordance with the provisions of law and Eximbank's Charter./.

***Recipient:***

- As per Article 17;
- Shareholders;
- State Bank (for reporting);
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Saving: VT, Office of the Board of Directors.

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