EXIMBANK

THE SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

Ho Chi Minh City, 15 November 2022

No.: 436/2022/EIB/TB-HĐQT
Re: Announcement of nomination of personnel to be added to the Board of Directors of Vietnam Export Import Commercial Joint Stock Bank for the VII term (2020-2025)

TO: EXIMBANK SHAREHOLDERS

Pursuant to:

- Law on Enterprises 2020, as amended and supplemented in 2022 and relevant legitimate documents;
- Law on Credit Institutions 2010 and the Law amending and supplementing a number of articles of Law on Credit Institutions 2017 ("Law on CIs") and relevant legitimate documents;
- Law on Securities 2019 ("Law on Securities") and relevant legitimate documents;
- Decree No. 155/2020/ND-CP dated 31 December 2020 detailing the implementation of a number of articles of Law on Securities;
- Circular No. 96/2020/TT-BTC dated 16 November 2020 providing guidelines on public disclosure on the stock market;
- Circular No. 22/2018/TT-NHNN dated 05 September 2018 of State Bank of Vietnam ("SBV") on guidelines for procedures and application for approval of the provisional lists of personnel of commercial banks, non-bank credit institutions and foreign bank' branches and Circulars amending and supplementing Circular No. 22/2018/TT-NHNN ("Circular 22");
- Charter of Vietnam Export Import Commercial Joint Stock Bank ("Eximbank");
- Regulations on internal management of Eximbank;
- Letter of resignation from being a member of the Board of Directors ("BOD") dated 24 October 2022 of Mrs. Le Hong Anh;
- Letter of resignation from being an independent member of BOD dated 24 October 2022 of Mr. Dao Phong Truc Dai;
- Resolution No. 421/2022/EIB/NQ-HDQT dated 28 October 2022 of Eximbank's BOD;
- Resolution No. 435/2022/EIB/NQ-HDQT dated 14 November 2022 of Eximbank's BOD.

Pursuant to the provisions of law and Eximbank's Charter, the BOD hereby informs Eximbank shareholders of the nomination of personnel expected to be added to the BOD of Eximbank for the VII term (2020-2025) as below.

1. Persons to be nominated

The shareholder and group of shareholders that holds at least 10% *(ten percent)* of total ordinary shares of Eximbank is entitled to nominate candidates for the Eximbank's BOD for the VII term (2020-2025) under the provisions of Eximbank's Charter and the law.

2. Record date for shareholders to exercise their right of nomination: *11 November 2022.*

3. Number and term of office of BOD's members expected to be additionally elected:

3.1 The number of the BOD's members for the VII term (2020 – 2025) expected to be additionally elected: up to 03 *(three) members,* including 01 *(one)* independend member.

3.2 The election of the BOD's members for the VII term (2020 – 2025) must ensure that at least 1/2 (*half*) of the total BOD's members shall be independent memebers or members other than executives of Bank, and at least 01 *(one)* of them should be the independent member.

3.3 Individuals and his/her affiliated persons or representatives of contributed capital of an institutional shareholder and their affiliated persons are entitled to participate in the BOD, but not more than 1/3 *(one-third)* of total members of the BOD, except for representatives of State capital.

3.4 Term of office of the added or replaced BOD's members is the remaining term of BOD.

4. Qualifications of the BOD's members:

4.1 BOD's members shall fully meet the following qualifications:

a) Having full civil act capacity and not being the following subjects:

(i) Minors and those with restricted civil act capacity or having lost civil act capacity;

(ii) People who are 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, is not able to control his/her own behaviors, is banned by the court from holding certain positions or doing certain works; other cases prescribed by the Law on Bankruptcy and the Anti-corruption Law.

(iii) Convicts of serious or more serious crimes:

(iv) Convicts of crimes of infringement upon ownership whose criminal records have not been written off;

(v) State employees and officials, and managers at the divisional or higher level in enterprises in which 50% or more of the charter capital is held by the State, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(vi) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and non-commissioned officers of bodies and units of the Vietnamese People's Public Security, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(vii) People within the category not permitted to participate in management or executive operation pursuant to the law on State employees and officials and the law on anti-corruption;

(viii) A person who was once the owner of a private enterprise, partner of a partnership, General Director (Director), member of the board of directors or members' council or board of controllers of an enterprise, or the chairman and members of the committee of management of a co-operative at the time when such enterpise or co-operative was declared bankrupts, except for the case where the enterprise or co-operative was declared bankrupt due to an event of force majeure;

(ix) A person who was the legal representative of an enterprise when its operation was suspended or the enterprise was compulsorily dissolved as a result a serious breach of the law, except where such person acted as the representative upon request of the competent State body in order to restructure and strengthen such enterprise;

(x) A person who was once suspended from the position of chairman or member of the board of management, chairman or member of the members' council, chairman or member of the board of controllers or general director of a credit institution pursuant to Article 37 of the Law on Credit Institutions, or a person whom a competent body determined to have committed a breach resulting in revocation of the license of a credit institution;

(xi) Persons responsible for the violations, as stated in inspectorate conclusions, against regulations on licensing, administration, shares, capital contribution, share purchase, credit extension, purchase of corporate bonds, safety ratios that results in a fine in the maximum bracket to the credit institution or foreign bank's branch;

(xii) Leaders or managers of operations in State enterprises, except for any person appointed to act as representative managing the capital contribution portion of the State in Eximbank;

(xiii) Those defined in clause 2 Article 17 of the Law on Enterprises 2020.

b) Cases not permitted to hold concurrent positions:

(i) The BOD's member shall not simulateneously be:

- Member of the Board of Supervisors of Eximbank;
- Manager of other credit institutions, unless these entities are subsidiaries of Eximbank;
- Member of the BOD of more than five *(05)* companies.

(ii) Chairman of the BOD shall not simulateneously be:

- Manager of Eximbank and other credit institutions; Manager of other credit institutions, unless these entities are subsidiaries of Eximbank.
- Chairman or member of the BOD, Chairman or member of the Members' Council, Chairman of the company, General Director (Director), General Deputy Director (Deputy Director) or equivalent titles at other enterprises.

c) Having professional ethics;

d) Having university bachelor's degrees or higher;

e) Having at least 03 *(three)* years working as managers or executives of a credit institution or at least 05 *(five)* years working as managers or executives of an enterprise dealing in such industries as finance, banking, accounting audit; or other enterprises whose owners' equity is at least equal to the legal capital required for commercial joint stock banks, or at least 05 *(five)* years directly working at operational units of finance, banking, accounting or audit;

f) Having professional knowledge and experience in business administration or the Bank's business fields, area, or industry, and not necessarily being a shareholder of the Bank.

4.2 The independent member of the BOD shall fully meet the following qualifications:

a) The standards and conditions specified in clause 4.1 above;

b) Not a person who is currently working for Eximbank or its subsidiary(-ies) or used to work for Eximbank or its subsidiary(-ies) in 3 (*three*) previous years;

c) Not a person who receives regular compensation and remuneration from the credit insitution out of the allowances and benefits entitled by BOD's members according to regulations;

d) Not having spouse, parent, child(ren), siblings and their respective spouse who are major shareholders of the credit institution, managers or members of the Board of Supervisors of the credit institution or its subsidiay(-ies);

e) Not directly or indirectly owning or acting as representative to own 1% and more of the charter captial or voting shares of Eximbank; and not, together with their related persons, holding 5% or more of the charter capital or voting shares of Eximbank;

f) Not being a manager or member of the Board of Supervisors of the credit institution at any time in 05 *(five)* years right before that.

5. Regulations on nomination:

5.1 Common shareholders gathering into groups as stated in Section 1 hereof to nominate persons to the BOD shall announce the group meeting to respective shareholders before the opening of the General meeting of shareholders.

5.2 Shareholders or shareholder groups mentioned in Section 1 are entitled to nominate one or some persons as candidates to be elected to the BOD in the principles:

(i) A shareholder or group of shareholders holding from 10% to less than 20% of total voting shares is entitled to nominate 01 *(one)* candidate;

(ii) A shareholder or group of shareholders holding from 20% to less than 30% of total voting shares is entitled to nominate up to 02 *(two)* candidates;

(iii) A shareholder or group of shareholders holding from 30% to less than 40% of total voting shares is entitled to nominate up to 03 *(three)* candidates;

(iv) A shareholder or group of shareholders holding from 40% to less than 50% of total voting shares is entitled to nominate up to 04 (*four*) candidates;

(v) A shareholder or group of shareholders holding from 50% to less than 60% of total voting shares is entitled to nominate up to 05 *(five)* candidates;

(vi) A shareholder or group of shareholders holding from 60% to less than 70% of total voting shares is entitled to nominate up to 06 *(six)* candidates;

(vii) A shareholder or group of shareholders holding from 70% to less than 80% of total voting shares is entitled to nominate up to 07 *(seven)* candidates;

(viii) A shareholder or group of shareholders holding from 80% to less than 90% of total voting shares is entitled to nominate up to 08 *(eight)* candidates.

Note: Candidates nominated by shareholders or group of shareholders for election as a member of the BOD can be BOD's member(s) or BOD's independent member(s), depending on the nomination by such shareholders or shareholder groups, and not exceeding the eligible number stated in the above principles.

5.3 In case the candidates nominated to the BoD are insufficient, the incumbent BOD may introduce candidates or hold voting session in accordance with Eximbank's

Charter and Regulations on internal management. Such introduction shall be publicly announced before the General Meeting of Shareholders votes for election of BOD's members in accordance with law.

6. Regulations on the application for nomination and related procedures

6.1 List of required documentations:

- **Documents concerning the nominating/self-nominating shareholders/ shareholder groups:**

  Document nominating the candidates as members of the BOD of Eximbank of the VII term (2020 - 2025) by the shareholders/shareholder groups *(see Form 01 for reference).*

- **Documents concerning the candidate:**

  (i) Résumé of the candidate (*see Form 02*);

  (ii) Judicial record of the candidate according to clause 5 Article 2 of Circular 13/2019/TT-NHNN;

  (iii) Copies of: Citizen ID/ID card or passport of the candidate; diplomas and certificates proving professional qualifications of the candidate, of which those issued to a Vietnamese national by a foreign educational institution shall be recognized by the Ministry of Education and Training in accordance with relevant laws;

  (iv) List of related persons of the candidate as required in clause 28 Article 4 of the Law on CIs *(see Form 03)*;

  (v) Documentary evidences for fulfillment of the standards and conditions required for expected Board members as prescribed in clause 7 Article 6 of Circular 22, and point d clause 1 Article 50 of the Law on CIs.

  Note: *Three (03) above-mentioned Forms are posted on Eximbank website at:* https://eximbank.com.vn/daihoidongcodong.

6.2 Principles of preparing the application:

Candidate's application must ensure the following principles:

(i) The application must be made in Vietnamese language. Documents issued, notarized or certified by a foreign competent agency or organization shall be consularized according to Vietnamese laws *(except for cases where consularization is exempted in correspondence with law regulations on consularization)* and translated into Vietnamese;

(ii) Translations from a foreign language into Vietnamese must be notarized or have the translator's signature certified in accordance with the law;

(iii) Copies of the documents or profiles of the candidate must be copies from the master register or certified true copies as regulated by the law;

(iv) Documents prepared by the candidate must have his/her signature certified in accordance with the law.

6.3 Location and time for receiving nomination applications:

Shareholder(s)/Candidate(s) shall send 02 *(two)* sets of application either by hand delivery or by registered post to:

(i) Eximbank BOD's Office, Floor 8, Vincom Center, No. 72 Le Thanh Ton, Ben Nghe Ward, District 1, HCMC; Tel: (028) 3821 0056 (Ext: 505, 133);

(ii) Duration: from 30 November 2022 to 17:00 p.m. on 02 December 2022.

(iii) Those sent to Eximbank after 17:00 p.m. on 02 December 2022 shall be deemed invalid and not be taken into consideration. In such case, it is regarded that the shareholders/shareholder groups have waived their right of nomination *(except for applications sent for supplementation or completion at the request of SBV or Sub-committee for profile screening or Eximbank's BOD).*

The time of application receipt shall be counted based on the actual time that Eximbank receives directly from hand or post delivery.

Profiles of the candidates to be BOD's members which are in conformity with contents hereof, laws and Eximbank's Charter shall be submitted to SBV for their consideration and approval as per regulations.

Yours sincerely,

ON BEHALF OF THE BOD
CHAIRWOMAN

(signed and stamped)

Luong Thi Cam Tu

Form 01

EXIMBANK

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NOMINATION OF CANDIDATES AS MEMBERS OF THE BOARD OF DIRECTORS OF VIETNAM EXPORT IMPORT COMMERCIAL JOINT-STOCK BANK OF THE VII TERM (2020 - 2025)

To: Vietnam Export Import Commercial JS Bank

- Pursuant to prevailing law;
- Pursuant to the Charter of Vietnam Export Import Commercial JS Bank;
- Based on Notice 436/2022/EIB/TB-HDQT dated 15/11/2022 of the Board of Directors of Vietnam Export Import Commercial JS Bank ("Eximbank") about the nomination of expected persons to be elected as members of the Board of Directors (BoD) of Eximbank of the VII term (2020 – 2025),

Today, ……, I/we am/are the shareholder/shareholders voluntarily gathering as a shareholder group together owning …… shares (in words ……..…) which account for ……% of total common shares of Eximbank as at 11/11/2022 as listed below:

No.	Shareholder	Passport / Citizen ID/ID card / Business registration number	Address	No. of Eximbank shares owned	Signature and full name[i]
Total					

Upon agreement, I/we would like to inform to Eximbank that:

1. The undernamed person(s) are nominated to be added to the BoD of Eximbank of the VII term (2020-2025):

No.	Name	Citizen ID /ID / Passport number, issue date and place	Address	No. of Eximbank shares owned	Nominated title[ii]	Signature and full name
1						
2						

2. I/We would like to enclose herewith documents evidencing the consecutive ownership of Eximbank shares as regulated and relevant profiles of the candidates prepared in accordance with law and the Notice of Eximbank BoD about the nomination of persons to the BoD and BoS of the VII term (2020 – 2025) as aforementioned.

3. The following person is authorized to act on our behalf to contact and deal with Eximbank, as well as to carry out procedures concerning the nomination of persons to Eximbank BoD:

   Mr./Ms.: .....

   ID/Citizen ID/Passport No.: ....., issued on: ..... by: .....

   Address: .....

   Tel No.: .....

   Signature: .....

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[i] Shareholders as legal persons must include the signature and full name of the legal representative and stamp of such legal person. In case a capital representative (authorized representative) is designated, the legal representative of the legal person shall sign, stamp and enclose with documents designating such capital representative as per regulations.

[ii] Specify whether he/she is nominated to be Board member or independent member

Form 02

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RÉSUMÉ[1]

Passport photo (4 x 6cm)

1. Personal identification

- Full name:
- Regular name:
- Alias:
- Date of birth:
- Place of birth:
- Nationality(-ties) (*if any*):
- Permanent address as shown in the family registration book, ID/citizen ID card and current residential address:
- No. of ID/citizen ID card (or passport/other equivalent legal identification papers); date and place of issuance of the ID/citizen ID card (or passport/other equivalent identification papers as legitimate):
- Name and address of the legal entity which he/she represents, and the representing capital paid-up ratio (in case the capital representative of shareholders or capital contributing members is a legal entity or a person appointed to represent the State capital at credit institutions):

2. Education

- General education;
- Qualifications and degrees (specifying the name and address of the school; major; duration; and degrees (to list in full)).

3. Working duration:

- Jobs, companies and positions from 18 years old to date [2]

No.	Duration (from mmyy to mmyy) [3]	Company	Position[4]	Business areas of the companies and responsible duties	Remark[5]

- Rewards, disciplines, or responsibilities as concluded by inspectors which cause the credit institutions or foreign banks' branches to be subject to administrative penalties[6]

4. Civil act capacity[7]

4a.Prohibition from holding certain positions, incorporation and management of enterprises and cooperatives (criminal records or equivalent instruments issued by foreign competent authorities shall have no such information)

5. Undertakings to law

I hereby undertake:

- To meet the standards and conditions on holding the office of … at the credit institution or foreign bank's branch;
- Not to violate law regulations in monetary and banking areas;

- To inform the credit institution or foreign bank's branch of any changes hereto while SBV is considering the request of ... (name of the credit institution or foreign bank's branch);

- That the information provided by me to the credit institution or foreign bank's branch for submission to SBV for consideration and approval of the provisional personnel is true and correct. I shall be responsible to law for the adequacy, honesty and accuracy of the declared information herein.

...., date.....

Signature and full name of the declarer

(*Certification of the declarer's signature*)

Notes:

1. Declarer must complete all required information and bear responsibility to law and the credit institution or foreign bank's branch about the adequacy, accuracy and honesty of the profile; if it is not the case, specify as Not applicable.

2. Declarer shall fill in all information about the jobs, companies and positions used to be and currently held.

3. The continuity in time shall be ensured.

4. To be specified if the person is the manager or executive according to law and charter of the credit insitution or company.

5. Note if the company falls in one of the following cases:

a) Subsidiary of the credit institution;

b) Company where the State owns 50% stake and more;

c) Company as defined in point e clause 2 Article 33 of the Law on Credit Institutions;

d) Company as defined in points c and d clause 1 Article 33 of the Law on Credit Institutions;

6. To be specified if the person is the subject stated in points dd and h clause 1 Article 33 of the Law on Credit Institutions.

7. To specify whether the civil act capacity is adequate/restricted/lost.

(Other than the basic details required above, declarer may fill in other information as deemed necessary)

Form 03

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List of related persons

No.	Declarer and his/her "related persons"	Relationship with the declarer	No. and date of ID/Citizen ID card or passport	Position at the proposing credit institution	Position at the subsidiary of the proposing credit institution	Ownership or capital representing ratio at the proposing credit institution (%)	…
(1)	(2)	(3)	(4)	(5)	(6)	(7)	…
1	Nguyen Van A	Declarer					
2	Nguyen Thi B	Wife					
…							

I hereby undertake that the information provided herein is true and correct, and shall take full responsibility to law for the sufficiency, honesty and accuracy of the declared information.

……, date ….. ……. ……
Declarer
(signature and full name)

(Certification of the declarer's signature)

Note:

- For the information about the related person in Column (3): based on the actual relationship of the related person in Column (2) as may be specified in clause 28 Article 4 and clause 2 Article 63 of the Law on Credit Institutions and relevant regulations.

(Other than the minimum details required above, declarer may fill in other information as deemed necessary)