

Ref: 04 /2016/QĐ-HĐQT

Hanoi, 23rd March 2016

**DECISION OF THE BOARD OF MANAGEMENT**  
**4<sup>TH</sup> MEETING OF 3<sup>RD</sup> TERM**

**THE BOARD OF MANAGEMENT**

- Pursuant to the Enterprise Law, the Insurance Business Law and the implementation guiding documents;
- Pursuant to Licence of Establishment and Operation 28GP/KDBH dated 15/11/2004, Amended Licence 28/GPDC4/KDBH dated 12/8/2014 of the Ministry of Finance;
- Pursuant to the Charter of Organization and Operation of Vietnam National Reinsurance Corporation;
- Based on the discussions and voting results at the 4<sup>th</sup> meeting of the Board of Management, 3<sup>rd</sup> term, on March 23<sup>rd</sup>, 2016;

**DECIDES**

**Article 1:** To approve the audited financial statements 2015 and submit to the GSM for approval.

**1. To approve the unconsolidated financial statements 2015, which was audited by Deloitte Vietnam.** Some key figures:

- Total assets: VND6,372,268,111,284
- Owner's equity: VND2,561,432,135,350
- Technical reserves:

*Outward reinsurance technical reserves: VND1,940,659,038,257*

*Inward reinsurance technical reserves: VND2,759,084,582,826*

Items	2014 VND	2015 VND	2015 Plan VND	2015/ Plan	2015/14
<b>1. Gross written premium</b>	<b>1,592,758,773,958</b>	<b>1,618,441,954,053</b>	<b>1,610,000,000,000</b>	<b>100.52%</b>	
- Exclusive of Pilot Agro	1,512,456,200,118	1,617,142,212,907	1,610,000,000,000	100.44%	106.92%
- From Pilot Agro	80,302,573,840	1,299,741,146			
<b>2. Net written premium</b>	<b>564,559,749,975</b>	<b>613,958,172,788</b>			<b>108.75%</b>
- Exclusive of Pilot Agro	558,246,487,399	613,443,959,092	572,000,000,000	107.24%	109.89%

- From Pilot Agro	6,313,262,576	514,213,696			
<b>3. Profit from financial investment and other activities</b>	<b>394,801,276,132</b>	<b>241,630,760,995</b>	<b>211,000,000,000</b>	<b>114.52%</b>	<b>61.20%</b>
<b>4. Pre-tax profit</b>	<b>446,351,702,627</b>	<b>274,741,182,954</b>	<b>250,000,000,000</b>	<b>109.89%</b>	<b>61.55%</b>
In which: Foreign currency gain (undistributable profit)	1,843,715,573	20,451,990,986			

**2. To approve consolidated financial statements 2015, which was audited by Deloitte Vietnam.**

Some key figures :

- Total assets: VND6,465,306,881,448
- Owner's equity: VND2,653,234,576,141
- Technical reserves:  
*Outward reinsurance technical reserves: VND1,940,659,038,257*  
*Inward reinsurance technical reserves: VND2,759,084,582,826*

**Article 2:** To approve the allocation of profit 2015 and submit to the GSM for approval:

**1. Profit:**

- Undistributed profit as at 1/1/2015: VND250,468,691,627  
*In which:* Distributable profit: VND202,979,161,594  
Undistributable profit (foreign exchange gain): VND47,489,530,033
- Profit after tax realized in 2015: VND225,033,568,563  
*In which:* Distributable profit: VND204,581,577,577  
Undistributable profit (foreign exchange gain): VND20,451,990,986
- Accumulated profit after tax as at 31/12/2015: VND475,502,260,190  
*In which:* Distributable profit: VND407,560,739,171  
Undistributable profit (foreign exchange gain): VND67,941,521,019

**2. Allocation of profit after tax 2015 submitted to BOM, GMS for approval:**

- Allocation of Compulsory Reserve Fund (5% of after-tax profit): VND10,229,078,879
- Allocation to Business Development Fund (2% of after-tax profit) : VND4,091,631,552
- Bonus Fund (1.5% of after-tax profit): VND3,068,723,664
- Corporate Welfare Fund (one-month salary): VND3,363,989,005
- Dividend payment in 2015 (15%): VND196,613,905,500
- Retained profit: VND258,134,931,590  
*In which :* Distributable profit: VND190,193,410,571  
Undistributable profit (foreign exchange gain): VND67,941,521,019

**Article 3:** To approve the Remuneration (including tax) for BOM, BOC and secretaries in 2015 (Rate and amount have been approved by BOM /GMS): **VND3,326,824,990**.

**Article 4:** To approve the Business plan for 2016 with key targets as follows:

*Unit: VND million*

Items	2016	2015	Growth
Gross written premium	1,730,000	1,617,142	7.0%
Net written premium	669,000	613,444	9.1%
Profit before tax ( <i>not including foreign exchange gain at year-end</i> )	260,000	254,289	2.4%
Projected dividend (%)	12%	15%	

**Article 5:** To approve the Related Party Transactions in 2015.

**Article 6:** To approve the Report of the Board of Management 2015 and 1<sup>st</sup> Quarter 2016.

**Article 7:**

1. To re-appoint Mr. Mai Xuan Dzung as Deputy Chief Executive Officer of VINARE for three years as from 1<sup>st</sup> April 2016;
2. Mr. Mai Xuan Dzung is to receive salary at level II/IV of the position of Deputy Chief Executive and other benefits according to the current compensation framework of VINARE.

**Article 8:** To agree with and submit to the GSM to approve the proposal of the BOC:

1. To approve the list of auditing companies for 2016 as follows:
  - KPMG Vietnam Ltd
  - Deloitte Vietnam Ltd
  - Ernst & Young Vietnam Ltd (E & Y)
  - Pricewaterhouse Coopers Vietnam Ltd ( PWC )
2. To delegate to the BOM to select one of the above-mentioned auditing companies to audit 2016 financial statements.

**Article 9:** The BOM delegate to the BOM Chairman to approve the documents to submit to the General Meeting of Shareholders and to decide on arising issues relating to the convention of 2016 Annual General Meeting of Shareholders.

**Article 10:** This decision is of full force and effect from the date of signing. The Chief Executive Officer and the relating personnel are responsible for the implementation of this decision./.

*For and on behalf of* **BOARD OF MANAGEMENT**

**Receivers::**

- BOM , BOC, BOD
- Filing: BOM secretaries  
General Affairs, Investment

**CHAIRMAN**

**Le Song Lai**