

Ref: 01/NQ-HDQT/2009

Hanoi, February 27th, 2009

**DECISION OF VIETNAM NATIONAL REINSURANCE CORPORATION
BOARD OF MANAGEMENT, 15TH MEETING OF 1ST TERM**

BOARD OF MANAGEMENT

- Pursuant to the Enterprise Law, the Insurance Business Law and the implementation guiding documents;
- Pursuant to License of Establishment and Operation 28GP/KDBH dated 15/11/2004, Amended License 28/GPĐC1/KDBH dated 10/12/2007 and Amended License 28/GPĐC2/KDBH dated 18/2/2008 of the Ministry of Finance;
- Pursuant to the Charter of Organization and Operation of Vietnam National Reinsurance Corporation;
- Having discussed the reports and proposals of the Chief Executive Officer at the 15th meeting of the Board of Management, 1st term, on February 27th, 2009;

DECIDES

Article 1: Approve 2008 business results and 2009 business plan:

1.1 2007 business results: detailed figures in the (audited) Balance Sheet and Statement of Income attached.

- Gross Written Premiums: VND1,088,145,548,089
- Financial Activities Returns: VND216,591,956,293 (including differences in exchange rate)
- Pre-tax profit: VND205,188,058,191

Performance of the profit target: If the influence of net claims paid was to be left out, 2008 profit would equal to 115% of the target set by the BOM at the beginning of the year. The Corporation can use the assessment of performance of the profit target to allocate funds assigned by the BOM under conditions linked to the performance of 2008 profit target.

1.2 2008 business plan: detailed figures to be provided for in the CEO's submission

1.2.1 2009 business indicators:

- Gross Written Premium: VND1,000 bn
- Financial Activities Return: VND190 bn
- Pre-tax Profit: VND215 bn
- Proposed dividend: 18%. Phase1: 3rd quarter of 2009: 10%; Phase 2: 2nd quarter 2010: 8%

Criteria used to assess the performance of profit target 2009: Net claims paid (consisting of net claims payment and allocation to claim reserve): VND168 bn, equivalent to 50.98% of net written premiums.

This criteria will be used to assess the performance of profit target 2009 and to allocate funds related to the performance of profit target. In case VINARE does not fulfill the profit target after having left out the impact of this indicator, these funds will also be deducted accordingly.

1.2.2 Fixed-asset purchase plan: Purchase one four-seated car, (Toyota Camry 3.5 or the equivalent) at market price. The CEO can decide on other fixed-asset purchase as per delegation.

Article 2: Approve the allocation of profit after tax and dividend payment for 2008, remuneration for BOM, BOC and secretaries in 2008 as follows:

2.1 Allocation of profit after tax and dividend payment of 2008:

- Previous period's undistributed profit carried forward: **VND32,623,938,589**, in which:
 - Distributable profit: VND28,900,008,457
 - Undistributable profit as result of difference in foreign exchange rate in the period: VND3,723,930,132
- 2008 profit: **VND205,094,138,191**
 - Profit before tax: VND205,094,138,191
 - Profit after tax: VND159,550,950,283
 - in which
 - Distributable profit (*): VND154,841,738,611
 - Undistributable profit (Difference in foreign exchange rates in the period): VND4,709,211,672
- Profit allocation:

Unit: VND

- Allocation to Financial Provision Fund 10% (*)	15.484.173.861
- Allocation to Compulsory Reserve Fund 5% (*)	7.742.086.931
- Allocation to Business Development Fund 2% (*)	3.096.834.772
- Payment of 2007 dividend 2 nd time (4%)	20.165.532.000
- Advanced payment of 2008 dividend 1 st time (10%)	67.218.440.000
- Expected payment of 2008 dividend 2 nd time (8%)	53.774.752.000
- Bonus fund for persons outside VINARE (0.6% of profit before tax)	1.230.000.000 (rounded figure)
- CEO bonus fund (10% of one month salary)	136.633.333
- Corporate welfare fund (01 realized salary month)	1.366.333.333
- Bonus to the BOD, BOM, BOC, Chief Accountant (0.25 % of profit before tax)	513.000.000 (rounded figure)

(NB: * The rates for allocation of the above-mentioned funds has been approved by the GSM)

- Retained profit: **VND21,447,102,642, including:**
 - Distributable profit: VND13,013,960,838
 - Undistributable profit as result of difference in foreign exchange rates in the period:

2.2 Approve remunerations (including tax) to the Board of Management, Board of Control, and Assistant Team in 2007:

- Remunerations to the Board of Management: VND615,282,415
(Maximum allocation under GSM Resolution: VND616,000,000)
- Remunerations to the Board of Control: VND307,641,207
- (Maximum allocation under GSM Resolution: VND308,000,000)
Remuneration to the Assistant Team (under GSM Resolution): VND 52,800,000.

Article 3: Approve the plan to put VINARE Invest into operation and the business plan of VINARE Invest as submitted by the Board of Directors.

Article 4: Approve the BOM and BOC's 2008 Operation Report, the Report on Strategic Cooperation between VINARE - Swiss Re.

Article 5: Nominate Mr. Martin Zingg following the proposal of Swiss Re to participate in the Board of Management of VINARE in replacement of Mr. Peter Gujer at 2009 Annual General Meeting of Shareholders.

Decide to maintain the number of BOM members until the end of the 2005 -2009 term at six members.

Article 6:

Unanimously agree that Mr. Trinh Quang Tuyen withdraw from the position of Chief Executive Officer of VINARE.

Unanimously agree to appoint Mr. Pham Cong Tu, currently BOM member and First Deputy CEO to hold the position of Chief Executive Officer of VINARE. Basic salary coefficient: 7,78 (level 2/2 of Chief Executive Officer). Business salary coefficient: 9,19 (level 2/4 of Chief Executive Officer). Other benefits (if any) will comply with the corporate regulation.

Request the 2009 Annual General Meeting of Shareholders and the Ministry of Finance to approve the resignation and appointment of Chief Executive Officer.

Article 7: Selection of independent auditor

Unanimously agree and submit to the General Meeting of Shareholders to approve the list of possible independent auditing companies which can be selected to audit 2009 financial statements as follows:

The Chairman of the BOM is authorized to select one among the auditing companies in the above-mentioned list to audit 2009 financial statements.

Article 8: Agree with the timing and venue of the 4th Annual General Meeting of Shareholders:

- Time : 24/4/2008

- Agenda:

- + 2008 business results, allocation of 2008 profit, remuneration for BOM, BOC, secretaries and 2009 business plan
- + Report of BOM
- + Report of BOC
- + Approving the list of auditing companies to audit 2008 financial reports
- + Election of BOM member, approval of new CEO

Article 9: 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
CHAIRMAN**

Receivers::

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

Trinh Quang Tuyen