

VINGROUP JOINT STOCK COMPANY**THE SOCIALIST REPUBLIC OF VIETNAM**

Independence - Freedom - Happiness



No:/2016/TTr-HĐQT-BKS-VINGROUP

Hanoi, 5 April 2016

**PROPOSAL OF THE BOARD OF DIRECTORS
AND THE SUPERVISORY BOARD**

Re: Remuneration for the Board of Directors and the Supervisory Board

Respectfully submitted to: THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to relevant laws and the Charter of Vingroup Joint Stock Company.

Pursuant to the Resolution of the Annual General Meeting of Shareholders No. 01/2014/NQ-DHDCD-VINGROUP dated 23 April 2015.

The Board of Directors (the “**BOD**”) and the Supervisory Board (the “**SB**”) hereby request the Annual General Meeting of Shareholders (“**AGM**”) approve the 2015 remuneration and the plan for 2016 remuneration for the members of the Board of Directors and the Supervisory Board as follows:

1. Actual remuneration for 2015:

- In 2015, the BOD consisted of 10 members and the SB 4 members (1 member resigned in April 2015);
- Remuneration for the BOD was VND5.5 billion – equivalent to 0.37% of the 2015 profit after tax;
- Remuneration for the SB was VND1.5 billion – equivalent to 0.1% of the 2015 profit after tax;
- The total remuneration for the BOD and the SB complies with the Resolution passed at the 2015 AGM.

2. Remuneration Plan for 2016:

- Based on the 2016 business plan, the BOD and the SB request the AGM’s approval of the 2016 remuneration plan for the BOD and the SB as follows (equivalent to the proposed remuneration plan in 2015):
 - + Remuneration for the BOD is limited to a maximum of 0.4% of 2016 profit after tax;
 - + Remuneration for the SB is limited to a maximum of 0.1% of 2016 profit after tax.
- The BOD and the SB request AGM authorization for the Chairman of the BOD and the Head of the SB to set specific remuneration for the members of the BOD and the SB within the limits above.

The BOD and the SB respectfully submit these proposals to the AGM for consideration and approval.

ON BEHALF OF THE SUPERVISORY BOARD (signed) Nguyen The Anh HEAD OF THE SB	ON BEHALF OF THE BOARD OF DIRECTORS (signed) Pham Nhat Vuong CHAIRMAN
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Note: This document can be modified and revised as necessary to submit to the AGM for approval