No 2

VINGROUP JOINT STOCK COMPANY	**THE SOCIALIST REPUBLIC OF VIETNAM**
-----------☙ ❁ ❧----------	Independence - Freedom - Happiness
	-----------☙ ❁ ❧----------

No.: …./2016/TTr-HDQT-VINGROUP

Hanoi, 5 April, 2016

PROPOSAL FROM THE BOARD OF DIRECTORS

Re.: Electing members of the Board of Directors for the 2016-2021 Term

Respectfully submitted to: THE GENERAL MEETING OF SHAREHOLDERS OF VINGROUP JOINT STOCK COMPANY

The Board of Directors ("BOD") would like to submit to the General Meeting of Shareholders' ("GMS") for consideration and approval as follows:

1. Background:

- The current term for the incumbent BOD expired on 26 Feb 2016.
- Vingroup's Charter provides that the election of BOD members be approved by the General Meeting of Shareholders

2. Number of members elected, requisite and methodology of election:

2.1 Number of members elected: In accordance with the Charter, The BoD shall consist of no less than 3 members and a maximum of 11 members. Thus, the BOD respectfully request the AGM to approve the number of BOD members for the new term as 9 members.

2.2 Election requirements and methodology

a. Candidates are required to satisfy all requirements to become BOD members set forth in Article 151 of the Enterprise Law as follows:
   - Are legally competent and not specifically prohibited from managing an Enterprise pursuant to Article 18.
   - Possess professional expertise and experience in general business management or specifically in Vingroup's core business segments.
   - No requirement of share ownership or Vietnamese residency or citizenship

b. The AGM shall elect BOD members in compliance with the Election Regulations (attached) which is approved at this AGM.

3. Dossier for nominated and self-nominated candidates includes:

- Nomination/self-nomination application form (in required form);
- Resumé filled out by the candidate;
- Share certificate owned by the self-nominated shareholder or group of shareholders (in case of nomination) proving ownership in the last six consecutive months or equivalent thereof issued by the Vietnam Securities Depository Center or the securities company where such shareholders have accounts (as of 23 March 2016 – Record date of the List of shareholders for the 2016 Annual General Meeting of Shareholder);
- Valid power of attorney (in case the shareholder has a proxy);
- Copies of Identity Card/Passport and Diplomas and/or certificates of educational qualifications of the candidate.

Shareholders are kindly requested to send the aforementioned documents before **17:00 of 15 April 2016** to:

The Organizing Committee of the 2016 Annual General Meeting of Shareholders
Address: Nº 7, Bằng Lăng 1 Street, Vinhomes Riverside Ecological Area, Phuc Loi Ward, Long Bien District, Hanoi, Vietnam

For cases of nomination/self-nomination at the AGM, the shareholder/group of shareholders are requested to provide the required documents to the Chairman of the Presiding Committee before the opening of the AGM for consideration.

Only candidates and nomination/self-nomination that meet with requirements set forth shall be included in the list of candidates announced at the AGM.

We would like to propose the above issues for the AGM's consideration and approval.

Thank you!

ON BEHALF OF
THE BOARD OF DIRECTORS

(signed)

Pham Nhat Vuong
CHAIRMAN

To:
- *As stated above;*
- *Vingroup Archives*

Note: This document can be modified and revised as necessary to submit to the AGM for approval