

No: 04/2013/TTr-HDQT-VINGROUP

Hanoi, 29 March 2013

## PROPOSAL OF THE BOARD OF MANAGEMENT

**Re: Approval on remuneration for members of the Board of Management and the Inspection Committee**

**To: GENERAL SHAREHOLDERS OF VINGROUP JOINT STOCK COMPANY**

Pursuant to provisions of laws and Vingroup JSC's Charter;

Pursuant to Decision of the General Shareholders' Meeting No. 01/2012/BB-DHDCD-VINGROUP, dated 25 April 2012;

The Board of Management hereby submits for the General Shareholders (the "GSM")'s consideration and approval on the 2013 remuneration plan for members of the Board of Management (the "BoM") and the Inspection Committee (the "IC") as follows:

1. Actual remuneration in 2012:

- In 2012, number of BoM's members is 10 persons and number of IC's members is 5 persons
- Remuneration for the BoM was VND6.2 billion – equivalent to 0.34% of the 2012 profit after tax
- Remuneration for the IC was VND1.3 billion – equivalent to 0.07% of the 2012 profit after tax

Thus the total payments for the BoM and IC's remuneration complies with the Resolution of the Annual General Shareholders' Meeting of 2012.

2. Remuneration Plan for 2013:

- Pursuant to tentative Business Plan of year 2013, the BoM proposes the GSM to endorse the remuneration plan for the BoM and the IC as follows:
  - + Maximum remuneration for the BoM is 0.4% of 2013 profit after tax
  - + Maximum remuneration for the IC is 0.1% of 2013 profit after tax
- BoM proposes the GSM to assign Chairman of the BoM to make decision on specific rates of remuneration for members of BoM and IC within the total amount as proposed above.

The BoM would like to submit the Proposal to the GSM for consideration and approval.

To:

- As stated above;
- Office for record.

**ON BEHALF OF THE BOARD OF  
MANAGEMENT  
CHAIRMAN**

**(signed)**

**Pham Nhat Vuong**

*Note: This document is subject to amendments and supplements and shall be submitted to the General Shareholders for their consideration and final decision at the Meeting.*