

No.: 06/2013/TTr-HDQT-VINGROUP

Hanoi, 29 March 2013

PROPOSAL OF THE BOARD OF MANAGEMENT

Re.: Electing additional member of the Board of Management for the term of office of 2012-2017

Respectfully submitted to:

THE GENERAL SHAREHOLDERS' MEETING OF VINGROUP JOINT STOCK COMPANY

The Board of Management would like to submit to the General Shareholders' Meeting ("GSM") for consideration and approval on electing additional members of the Board of Management ("BOM") of Vingroup Joint Stock Company ("Vingroup") for the term of office of 2012-2017, as follows:

1. Background:

- a. Based on reality and the actual demand of expanding Vingroup's business activities, it is necessary for Vingroup to elect additional qualified BoM members with suitable experience to ensure effective business management of Vingroup.
 - b. Based on Circular No. 121/2012/TT-BTC dated 26 July 2012 regarding corporate management in public company ("**Circular 121**"), in order to ensure the ratio of the non-executive BoM members to the executive BoM members, in particular, in a listed company, at least one third of the BoM members are independent members. Circular 121 also provides new conditions to be considered as independent member of the BoM. Therefore, in order to comply with the new requirements of Circular 121, Vingroup needs to elect 01 additional independent BoM member.
2. Number of additional members, conditions and form of the election:
- a. Number of additional BoM member to be elected: 01 member
 - b. Candidates are required to satisfied all conditions to become independent BOM member as regulated in the provisions of Circular 121, as follows:
 - Being non-executive BOM member and not being the related person of the General Director, Deputy General Director, Chief Accountant and other managers designated by the BOM;
 - Not being the BOM member, General Director, Deputy General Director of any subsidiary, associated company or other company controlled by Vingroup;
 - Not being the major shareholder or the representative of major shareholder or the related person of major shareholder of Vingroup;
 - Not working at the organization which supplies legal consultancy or auditing service for Vingroup in the recent two (02) years;

- Not being the partners or the related persons of the partners of whom the value of transaction with Vingroup accounts for 30% or more of the total revenue, or of the total value of goods and services purchased by Vingroup within the recent two (02) years.
- c. The nomination for BoM members shall be executed in compliance to the Regulations on electing BoM members, which will be approved at the GSM. The proposal of BoM members electing regulations is enclosed herewith. .

2. Dossier for nomination to the position of BOM member includes the followings:

- Nomination of candidate application form (in required form);
- A filled-out resume completed by the candidate;
- Copies of identity card/passport and diploma and/or educational certificates;
- Valid power of attorney for the nomination (in case shareholder authorises another person to make the nomination)
- Document certifying the number of shares held by the shareholder or group of shareholders for the last six (06) consecutive months or equivalent paper from the Securities Company where the depository account is maintained or of Vietnam Securities Depository (as at 27 February 2013 - the Record Date for this 2013 Annual General Shareholders' Meeting of Vingroup).
- The dossier for the nomination must be delivered to the Organizing Committee before 5:00 p.m of 12 April 2013 at the following address:

The Organizing Committee of the 2013 Annual General Shareholders' Meeting of Vingroup

Address: No. 7, Bang Lang 1 Road, Vincom Village Ecology Urban Zone, Viet Hung Ward, Long Bien District, Hanoi

- For those nominations at the General Shareholders' Meeting, shareholder/group of shareholders who conduct the nominations must immediately provide nomination dossiers to the Chairperson before the opening of the General Shareholders' Meeting for consideration.
- Only those dossiers that satisfy eligibility requirements for nomination and those candidates who satisfy corresponding eligibility requirements of the members of the Board of Management shall be included in the list of eligible candidates to be released at the General Shareholders' Meeting.

We would like to propose the above issues for the General Shareholder Meeting's consideration and approval.

Thank you!

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

To:

- *As mentioned above;*
- *Office of Vingroup for record*

(signed)

Pham Nhat Vuong

Note: This document may be further amended or supplemented and prior to the submission to the General Shareholder Meeting for final consideration, approval at the Meeting.