

VINGROUP JOINT STOCK COMPANY



No: 09/2017/TTr-HDQT-BKS-VINGROUP

THE SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness



Hanoi, 01 April 2017

**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. 01/2016/NQ-DHDCD-VINGROUP dated 22 April 2016.

The Board of Directors (the “**Board**”) and the Supervisory Board hereby request the Annual General Meeting of Shareholders (“**AGM**”) approve the 2016 remuneration and the plan for 2017 remuneration for the members of the Board and the Supervisory Board as follows:

1. Actual remuneration for 2016:

- In 2016, the Board consisted of 09 members and the Supervisory Board consisted of 04 members;
- Remuneration for the Board was VND 8.5 billion – equivalent to 0.24% of the 2016 profit after tax;
- Remuneration for the Supervisory Board was VND 1.7 billion – equivalent to 0.05% of the 2016 profit after tax;
- The total remuneration for the Board and the Supervisory Board complies with the Resolution passed at the 2016 AGM.

2. Remuneration Plan for 2017:

Based on the 2017 business plan, the Board and the Supervisory Board request the AGM’s approval of the 2017 remuneration plan for the Board and the Supervisory Board as follows (consistent with the proposed remuneration plan in 2016):

- Remuneration for the Board is limited to a maximum of 0.4% of 2017 profit after tax;
- Remuneration for the Supervisory Board is limited to a maximum of 0.1% of 2017 profit after tax.

The Board and the Supervisory Board request the AGM’s authorization for the Chairman of the Board and the Head of the Supervisory Board to set specific remuneration for the members of the Board and the Supervisory Board within the limits above.

The Board and the Supervisory Board respectfully submit these proposals to the AGM for consideration and approval.

ON BEHALF OF THE SUPERVISORY BOARD (signed) NGUYEN THE ANH HEAD OF THE SUPERVISORY BOARD	ON BEHALF OF THE BOARD OF DIRECTORS (signed) PHAM NHAT VUONG CHAIRMAN
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Note: Further amendments and supplements to this document may be proposed to the AGM for approval at the General Meeting of Shareholders.