

PROPOSAL

Re: Approval for Bonus shares, Convertible preference shares and Convertible bonds

Pursuant to:

- Law on Enterprises No. 68/2014/QH11 dated on November 26th, 2014;
- Law on Securities No. 70/2006/QH11 dated on June 29th, 2006;
- Circular No. 155/2015/TT-BTC dated on October 6th, 2015;
- Circular No. 162/2015/TT-BTC dated on October 26th, 2015;
- Resolution No. 08/2017-NQ-NVLG dated on April 27th, 2017 approval for Bonus shares passed by the 2017 Annual General Meeting of Shareholders;
- Resolution No. 07/2017-NQ-NVLG dated on April 27th, 2017 approval for Private placements to increase Charter capital passed by the 2017 Annual General Meeting of Shareholders;
- Resolution No. 16/2017-NQ-NVLG dated on August 10th, 2017 approval for change of method of issuance for Convertible preference shares, Convertible bonds and Employee Stock Ownership Plan passed by the 2017 Shareholders' written opinions;
- Company Charter of No Va Land Investment Group Corporation.

The Board of Directors (BOD) would like to obtain General Meeting of Shareholders (GMS)' written approval for making necessary adjustments as follows:

1. Change of timing of issuance for Bonus shares stipulated in Resolution No. 08/2017-NQ-NVLG:

No.	Annual General Meeting of Shareholders (AGM) approved	Adjustment
1	<i>Timing: Expected in 4Q 2017</i>	<i>Timing: In 2018</i>

2. Change of type, the number of shares and timing of issuance for Convertible preference shares stipulated in Resolution No. 07/2017-NQ-NVLG and the Resolution No. 16/2017-NQ-NVLG:

No.	AGM and Shareholders' written opinions approved	Adjustment
1	<i>Type of share: 2017 Convertible preference (CP) shares</i>	<i>Type of share: 2018 CP shares</i>
2	<i>Number of shares expected to be issued: Maximum 23 million CP shares</i>	<i>Number of shares expected to be issued: Maximum 100 million CP shares</i>

This document is a translation of the Proposal for Approval for Bonus shares, Convertible preference shares and Convertible bonds dated on January 11st, 2018. The translation is for informational purposes only, and is not a substitute for the official policy. If any questions arise related to the accuracy of the information contained in the translation, please refer to the Vietnamese version of the document. Any discrepancies or differences created in the translation are not binding and have no legal effect for compliance or enforcement purposes.

No.	AGM and Shareholders' written opinions approved	Adjustment
3	<i>Expected increase in Charter capital (CC):</i> (i) The increase in CC: VND 230 billion (ii) Post-offering new CC: VND 6,526,587,880,000	<i>Expected increase in CC:</i> (i) The increase in CC: VND 1,000 billion (ii) Post-offering new CC: VND 7,296,587,880,000
4	<i>Total expected amount from share offering:</i> VND 1,150 billion	<i>Total expected amount from share offering:</i> VND 5,000 billion
5	<i>Timing:</i> Expected in second-half of 2017	<i>Timing:</i> In 2018

3. Change of method of issuance for Convertible bonds stipulated in Resolution No. 07/2017-NQ-NVLG
Resolution No. 16/2017-NQ-NVLG:

No.	AGM and Shareholders' written opinions approved	Adjustment
1	<i>Total expected amount of bond issuance:</i> Expected at USD 100 million, equivalent to VND 2,275 billion	<i>Total expected amount of bond issuance:</i> Expected at USD 250 million, equivalent to VND 5,675 billion
2	<i>Timing:</i> Expected in second-half of 2017	<i>Timing:</i> In 2018

Respectfully submitting for GMS' approval.

HCMC, January 11st, 2018
ON BEHALF OF THE BOD
CHAIRMAN OF THE BOARD

(Signed and sealed)

BUI THANH NHON