

**NO VA LAND GROUP INVESTMENT
CORPORATION**

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No:116/2018-TTr-NVLG

**SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness**

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Ho Chi Minh City, March 29th, 2018

PROPOSAL

Re: Approval for Employee Stock Ownership Plan (ESOP)

To: Esteemed Shareholders of No Va Land Group Investment Corporation

Pursuant to:

- The Law on Enterprises No. 68/2014/QH13 dated on November 26th, 2014;
- The Law on Securities No. 70/2006/QH11 dated on June 29th, 2006;
- The Charter of No Va Land Investment Group Corporation;
- The current business results of No Va Land Investment Group Corporation.

For the purpose of increasing employee retention as well as raising the Company's working capital, The Board of Directors (BOD) would like to get approval of the Annual General Meeting of Shareholders (AGM) 2018 of No Va Land Investment Group Corporation (the Company) for ESOP plan as follows:

I. DETAILED PLAN:

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|---|--|---|
| – | Name of share: | No Va Land Investment Group Corporation share |
| – | Type of share: | Ordinary share |
| – | Par value: | VND 10,000 per share |
| – | Eligible buyer: | Members of the Board of Directors (BOD) and key personnel of the Company as approved by the BOD |
| – | Expected number of issued shares: | Maximum 2.5% total ordinary shares volume at time of issuance |
| – | Issuing price: | As decided by the BOD but no less than VND 10,000 per share |
| – | Total issuing par value: | Maximum 2,5% total of ordinary shares value at time of issuance |
| – | Transfer restriction: | Following the guidelines as decided by the BOD at the issuance time |
| – | Timing: | In 2018 |
| – | Purpose: | To increase employee retention and raise working capital for the Company. |

This document is a translation of the Proposal of Approval for ESOP plan on March 29th, 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.

II. AUTHORISATION TO THE BOARD OF DIRECTORS:

The AGM approves and authorizes the BOD to decide all related matters of this ESOP, including:

- To issue the implementation guidelines of this issuance plan;
- To draw a detailed execution plan, including but not limited to: (i) number of issued shares; (ii) issue price; (iii) issuance time; (iv) appropriate transfer restriction period;
- To decide the selection criteria, the list of qualified employees and members for this plan together with respective number of allocated shares;
- To decide on the unsubscribed shares (if any);
- To submit for approval of the State Securities Commission (SSC) on the ESOP, to supplement or amend the issuance plan as required by SSC or pursuant to applicable laws and regulations (if any);
- To implement the depository of newly issued shares according to this ESOP at Vietnam Securities Depository;
- To implement the listing of newly issued shares according to this ESOP on the Ho Chi Minh City Stock Exchange;
- To amend the Company Charter regarding the increase in Chartered capital and register this increase with Department of Planning and Investment of Ho Chi Minh City as a result of the ESOP implementation;
- To authorize the BOD deciding on buying back and using ESOP's shares according to ESOP's guideline if the employee leave off;
- To execute other related jobs to complete the ESOP's issuance;
- The BOD may re-authorize the Chief Executive Officer to be in charge of one or some of the above-mentioned tasks.

Respectfully submitting for AGM approval.

Ho Chi Minh City, March 29th, 2018

**ON BEHALF OF THE BOD
CHAIRMAN OF THE BOARD**

(Signed and sealed)

BUI THANH NHON