

No.: 01/2018/HDQT-BC

Hanoi, 23 April 2018

PROPOSAL

Re: Issues for comments of Annual General Meeting of Shareholders 2018 of Ninh Van Bay Travel Real Estate Joint Stock Company

To: Annual General Meeting of Shareholders 2018 of Ninh Van Bay Travel Real Estate Joint Stock Company

- *Pursuant to the Enterprise Law of the Socialist Republic of Vietnam and its guiding documents;*
- *Pursuant to the Securities Law of the Socialist Republic of Vietnam and its guiding documents;*
- *Pursuant to the organizational and operational Charter of Ninh Van Bay Travel Real Estate Joint Stock Company;*
- *Pursuant to the situation of management, control and actual operation of the Company,*

The Board of Directors of Ninh Van Bay Travel Real Estate Joint Stock Company respectfully submit to the General Meeting of Shareholders for approval of the following proposals:

I. Approving the amendment in the Company's Charter:

Clause 1, Article 24 of the Company's Charter: "1. The number of members of the Board of Directors is **nine (9) persons...**".

To conform to the actual conditions and to facilitate for the operations of the Board of Directors, the Board of Directors submits to the General Meeting of Shareholders for approval the amendment in Clause 1, Article 24 of the Company's Charter on the composition of the Board of Directors as follows: "*1. The number of members of the Board of Directors is **from seven (07) to nine (09) persons....***".

II. Issuing internal regulations on corporate governance:

To ensure the legality as well as meet the issued new regulations on corporate governance applicable to Public company. (according to the Decree No. 71/2017/ND-CP dated 06/06/2017 and Circular 95/2017/TT-BTC dated 22/9/2017), the Board of Directors submits to the General Meeting of Shareholders for consideration and making decision: Approving the content internal regulations on corporate governance (The draft is attached to this submission).

III. Dismissing and electing more 01 member to the Board of Directors for the term of 2017 - 2022

At present, the number of members of the Board of Directors for the term of 2017 - 2022 are 06 incumbent members due to other 03 members have resigned for their private reasons including: Mr. Ho Anh Ngoc (dated 18/9/2017), Mr. Nguyen Xuan Minh (dated 02/10/2017), Mr. John Joseph Ramos (dated 20/4/2018)

Pursuant to the law, Mr. Ho Anh Ngoc, Mr. Nguyen Xuan Minh and Mr. John Joseph Ramos were no longer as members of the Board of Directors of Ninh Van Bay Travel Real Estate Joint Stock Company from the date the Company received their applications for resignation mentioned above.

As of 23/4/2018, the Board of Directors, Organizing Committee of the Annual General Meeting of Shareholders 2018 have received the nomination of an eligible nominee/candidate: major shareholder Recapital Investment PTE. Ltd. (the shareholder is holding 35.87% of total voting shares of the Company) nominated Mr. Ikhwan Primanda (Curriculum vitae attached) to the list of additional members of the Board of Directors for the term of 2017-2022.

Thus, consistent with the proposed amendment in the Charter of the Company related to the composition of the Board of Directors referred to in Section I of this Proposal, based on the nomination of shareholders in accordance with the law and the Company's Charter, the Board of Directors respectfully submits to the General Meeting of Shareholders respectfully submit to for approval the following contents of election/removal of members of the Board of Directors:

- *Dismissing position of member of Board of Directors for Mr. Ho Anh Ngoc;*
- *Dismissing position of member of Board of Directors for Mr. Nguyen Xuan Minh;*
- *Dismissing position of member of Board of Directors for Mr. John Joseph Ramos;*
- *Approving the additional election of 01 member of the Board of Directors for the term of 2017 - 2022 as follows:*
 - + Number of elected members: 01 member
 - + List of eligible candidates, criteria for electing additional members of the Board of Directors for the term of 2017 - 2022 including 1 person, named:

No.	Full name of the candidate	Date of birth	Nationality	Remarks
1	Mr. Ikhwan Primanda	1981	Indonesian	(Curriculum vitae attached)

IV. Remuneration of the Board of Directors, the Supervisory Board in 2018

The Board of Directors kindly requests the General Meeting of Shareholders to approve the remuneration of the Board of Directors and the Supervisory Board in 2018: VND 200,000,000 (Two hundred millions Vietnamese dong) to estimate expenses for other regular activities and necessary activities of the Board of Directors and the Supervisory Board.

The above is the proposed contents of the Board of Directors for the term of 2017 - 2022, the Board of Directors sincerely suggest that the 2018 Annual General Meeting of Shareholders for approval./.

Recipients:

- As above;
- Supervisory Board, General director;
- Save: the office, Secretary of the Board of directors.

**ON BEHALF OF THE
BOARD OF DIRECTORS
CHAIRMAN**

Signed

Le Xuan Hai