

**REGULATIONS ON THE BONUS SHARE ISSUANCE TO
EMPLOYEES OF MOBILE WORLD INVESTMENT
CORPORATION AND ITS SUBSIDIARIES IN
ACCORDANCE WITH 2015 PERFORMANCE**

*(Attached to Resolution of Board of Directors No [0110/NQ/HĐQT-/2016; 0210/NQ/HĐQT-/2016;
0310/NQ/HĐQT-/2016] dated 24 October 2016 of Mobile World Investment Corporation)*

A/ GENERAL PROVISIONS

1. Definition

The Company:	Mobile World Investment Corporation
AGM:	Annual General Meeting of Shareholders
BOD:	Board of Directors
BOM:	Board of Management

2. Purpose

- Acknowledge the contribution of Key Management Personnel to the Company
- Encourage and motivate Key Management Personnel's hard working spirit as well as their responsibility as they now hold stake in the Company. Success of the Company is also success for Key Management Personnel
- Attract and retain Key Management Personnel who have strong capabilities and qualifications

3. Legal basis

- Law of Enterprise No 60/2005/QH11 dated 29 November, 2005
- The Charter of the Company
- Resolution of AGM No 01-2016/DHDCD/TGDD dated 26 February, 2016

4. Number of shares and issuance time

- Par value: VND 10,000/share
- Total number of shares: 146,888,974 shares
- Number of treasury shares: 269,043 shares
- Number of outstanding shares: 146,619,931 shares
- Number of shares to be issued: 7,330,996 shares; equivalent to 5% of the Company's outstanding shares
- Total value of issuance at par value: VND 73,309,960,000
- Source of funds for issuance: Share issuance from retained earnings based on 30 Jun 2016 audited financial statement:
 - Retained earnings at 30 June 2016: VND 1,592,148,348,555
 - Total value of issuance at par value: VND 73,309,960,000
 - In which: value of treasury shares which are transferred into bonus shares: VND 2,690,430,000 shares*
 - Remain retained earnings after issuance: VND 1,518,838,388,555
- Issuance time: December, 2016

5. General provisions

- Bonus shares are issued for individuals who are eligible and satisfy ESOP's criteria
- Bonus shares are common lock-up shares.
- Lock-up period: two years, 50% of the share will be unlocked after 1 year and the remaining 50% will be unlocked after 2 years

- If an employee terminates the labor contract with the Company before the lock-up period expires for any reason, the Company will purchase the locked-up shares of that employee at the price of VND 0/share as treasury shares
- If any employee dies during the period in which their labor contract is still valid, employee's shares which are still in lock-up period will not be withdrawn by the Company and will be transferred to legal heirs
- Bonus shares are entitled to dividends and voting rights

6. Implementation

- The Board of Directors authorizes the Board of Management to determine the list of employees eligible for participating in the share bonus plan as well as the number of shares allocated to each eligible employee.

7. Accounting & Tax

- Conforms to Vietnamese Accounting Standard ("VAS")
- Personal income tax: individuals participating in the ESOP have to comply and pay personal income tax (if any) in accordance with current law
- Dividend tax: individuals participating in the ESOP have to comply and pay dividend tax (if any) in accordance with current law

B/ TARGET – CRITERIA – METHOD OF ISSUANCE OF ESOP

I. TARGET – CRITERIA OF ESOP

1. Target - Criteria

Key Management Personnel who contributed significantly to improvement of the Company's business performance of Mobile World Investment Corporation and its subsidiaries in 2015

2. Rights of employees participating in ESOP

- Receive bonus shares in correlation with contribution to the Company's business performance
- Receive full rights and obligations of common shareholder

3. Number of bonus shares

Number of bonus shares: 7,330,996 shares, equivalent to 5% of the Company's outstanding shares

4. Method of issuance

Distribute 7,330,996 shares to Key Management Personnel satisfying criteria of ESOP. Bonus shares will be distributed based on following criteria: employees' achievement in 2015, work completion and employees' contribution to improvement of the Company's business performance of Mobile World Investment Corporation and its subsidiaries in 2015

II. SHARE REDEMPTION

1. Target

Employees terminate labor contract with the Company for any reason

2. Time and procedures for redeeming shares

The Company will purchase employees' shares which are still in lock-up period at the price of VND 0/share to create treasury shares

C/ AMENDMENT TO ESOP REGULATION

Under authorization of General Meeting of Shareholders, Board of Directors has the right to amend and modify the ESOP regulation.

ON BEHALF OF BOARD OF DIRECTORS
Chairman

Nguyen Duc Tai