



**MASAN CONSUMER CORPORATION**  
Address: 12<sup>th</sup> Floor, Kumho Asiana Plaza Saigon,  
39 Le Duan, Dist. 1, HCMC, Vietnam  
Tel: (84-8) 62 555 660 Fax: (84-8) 38 109 463

**ENGLISH TRANSLATION**

*Ho Chi Minh City, 20 April, 2017*

**VOTING PROCEDURES**  
**AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**MASAN CONSUMER CORPORATION**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed on 26 November, 2014 by the Eleventh National Assembly.
- Pursuant to the Charter of Masan Consumer Corporation dated 26 April 2016, as amended from time to time.

Masan Consumer Corporation (the “Company”) would like to inform the voting procedures at the 2017 Annual General Meeting of Shareholders as follows:

**1. Voting cards:**

The organizing committee issues 2 types of voting cards:

- 1.1. Hand-raised voting card: to vote on general issues as supposed by the Presiding Committee of the meeting and not to be collected to the vote box.
- 1.2. Voting cards (with choices of Agreement/ Disagreement/ No Comments): to vote on important issues submitted for the General Meeting of Shareholders’ opinions as supposed by the Presiding Committee at the meeting and to be collected into the vote box.

**2. Voting procedures:**

- 2.1. **For hand-raised voting card:** voting on the vote number basis.

For general issues like electing voting committee and vote-counting committee; approving the Resolutions of the General Assembly, participating shareholders or their proxy raise the hand-raised voting card when the Presiding Committee ask for votes: Agree/ Disagree/ No Opinions.

- 2.2. **For voting cards (with choices of Agreement/ Disagreement/ No Opinions):** voting on the basis of number of shares.

2.2.1 Shareholders or their proxy shall mark either V or X on **one** of the 3 choices (Agree/ Disagree/ No Opinions).

2.2.2 Shareholders or their proxy do not mark any choice or do not put the voting card into the voting box which means they choose **No opinions**.

- 2.3. In case of mistaken marking, shareholders can ask the organizing committee for a new card after returning the old one.

### **3. Principles to determine the validity of voting cards:**

#### 3.1. Valid voting cards:

- Pre-printed form issued by the organizing committee with the company's seal, without erasing or correcting, without other content being added to the cards.
- For voting cards (with choices of Agreement, Disagreement, or No Opinions): only mark with V or X on **one** of three squares corresponding to one of the three choices.

#### 3.2. Invalid voting cards:

- The voting cards are not issued by the organizing committee, or are erased or corrected, or new content is added into the voting cards.
- For the voting cards (with choices of Agreement, Disagreement, or No Opinions): Marked with more than one choice out of three: Agree, Disagree, No Opinions; or marked with signs other than X or V.

### **4. Principles to collect and count votes, and documents voting results:**

- 4.1. After voting, shareholders shall put their voting cards into sealed vote box. To facilitate the vote counting, the shareholders are kindly requested not fold, crumple the voting cards when putting them in the vote box. The collection of votes shall end when all shareholders or the proxy put their voting cards into the box or when the time for collecting voting cards is up according to the vote counting committee's announcement.
- 4.2. Vote counting shall be performed immediately after the completion of the voting card collection.
- 4.3. Results of vote counting are documented with signatures of all members of the vote counting committee. Minutes of vote counting shall consist of main items according to legal regulations and be read aloud before the meeting closing.

### **5. Approval on the resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders are approved by the voting method once they obtain the minimum percentage of agreement, according to relevant legal regulations and the Charter of the Company:

- 5.1. For resolutions on (i) Share type and total number of shares of each type; (ii) Change of scope of business; (iii) Change of structural organization of the Company; (iv) Investments, or transactions of selling assets or the purchase transactions implemented by the Company with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements; and (v) Reorganization or dissolution of the Company: 65% of the total votes card by shareholders or their proxy present at the meeting.

5.2. Other matters: at least 51% of the total votes cast by shareholders or their proxy present at the meeting.

**6. Claim against the voting and vote counting**

All claims, inquiries on the voting and vote counting shall be resolved by the Meeting Chairperson or Head of vote counting committee, provided that such claims and inquiries are raised before the announcement of the meeting minutes.