



**MASAN CONSUMER CORPORATION**  
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**ENGLISH TRANSLATION**

*Ho Chi Minh City, 23 June, 2017*

**VOTING PROCEDURES**  
**AT THE 2017 EXTRAORDINARY 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 Extraordinary General Meeting of Shareholders as follows:

**1. Voting cards:**

The organizing committee issues 2 types of voting cards:

- 1.1. Voting cards (with choices of Agreement/ Disagreement/ No Opinions): 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.
- 1.2. Voting cards for additional election of member of the Board of Directors for the term 2014 – 2019.

**2. Voting procedures:**

- 2.1. **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**.
- 2.2. For voting cards to elect additional member of the Board of Directors for the term 2014 - 2019: electing under the method of cumulative voting:
  - 2.3.1 List of nominees are arranged in the order a, b, c according to the column of full name of the nominees.

2.3.2 Each shareholder or the proxy shall have the **Aggregate number of votes** which shall be equal to the number of shares multiplied by the required number of additional members to be elected to the Board of Directors.

2.3.3 Election method:

- i. Shareholder or the proxy who wants to vote for a nominee is required to write the number of votes into the cells aligning with the name of such nominee.
- ii. Shareholder or the proxy may accumulate all his **Aggregate number of votes of the Voting Card** for one nominee or for two nominees or more; provided that the total number of votes for these nominees **must be less than or equal to the Aggregate number of votes of the Voting Card**.
- iii. If the shareholder or the proxy does not vote for any nominee, he shall leave the cell aligning with the name of such nominee empty or write "0" in the cell aligning with the name of such nominee.
- iv. Not writing any digit in any cell of all the nominees means that the shareholder or the proxy does not vote for any nominee.

Example:

Shareholder holding **500** shares shall have a voting card representing **500** votes.

Number of additional members of the Board of Directors to be elected: 1 member.

The Aggregate number of votes: 500 shares x 1 = 500 votes.

In case there are 2 nominees, at the discretion of the shareholder, there may have the following voting ways:

(i)

| NO. | FULL NAME OF THE NOMINEES | NUMBER OF VOTES |
|-----|---------------------------|-----------------|
| 1   | Hoang Van D               | 200             |
| 2   | Nguyen Van A              | 200             |

(ii)

| NO. | FULL NAME OF THE NOMINEES | NUMBER OF VOTES |
|-----|---------------------------|-----------------|
| 1   | Hoang Van D               | 500             |
| 2   | Nguyen Van A              |                 |

(iii)

| NO. | FULL NAME OF THE NOMINEES | NUMBER OF VOTES |
|-----|---------------------------|-----------------|
| 1   | Hoang Van D               | 0               |
| 2   | Nguyen Van A              | 0               |

- 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.
- For voting cards to elect additional member of the Board of Directors: The total number of votes for the nominees is not greater than **the Aggregate number of votes of the Voting Card**.

#### 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.
- For the voting cards to elect the additional member of the Board of Directors:
  - a. Striking through names of nominees;
  - b. The total number of the votes for the nominees is higher than the Aggregate number of votes in the second election method.

### **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. For resolutions on election the additional member of the Board of Directors: the approval shall be determined in accordance with the rules provided in section 6 below.
- 5.3. Other matters: at least 51% of the total votes card by shareholders or their proxy present at the meeting.

## **6. Principles for the additional election of members to the Board of Directors:**

- 6.1. The approval of additional member of the Board of Directors shall be determined in the number of votes from the highest to the lowest, starting from the nominee having the highest number of votes to the extent that sufficient additional members of the Board of Directors are elected according to the resolutions of the General Meeting of Shareholders are approved before.
- 6.2. In case there are two or more nominees with equal votes for the last member of the Board of Directors, the voting among these nominees shall be organized.

## **7. 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.