



**MASAN CONSUMER CORPORATION**  
Address: 12<sup>th</sup> Floor, MPlaza Saigon,  
39 Le Duan, Dist. 1, HCMC, Vietnam  
Tel: (84-28) 62 555 660 Fax: (84-28) 38 109 463

**ENGLISH TRANSLATION**

Ho Chi Minh City, 12 April, 2019

**NOTICE OF THE BOARD OF DIRECTORS  
OF MASAN CONSUMER CORPORATION**

*(On the nomination, self-nomination for membership of the Board of Directors and the Supervisory Board for the term 2019 - 2024)*

**To: SHAREHOLDERS OF MASAN CONSUMER CORPORATION**

Pursuant to:

- *The Law on Enterprises No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014 (the “Law on Enterprises”);*
- *The Securities Law No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 June 2006, as amended in 2010;*
- *The Decree No. 71/2017/NĐ-CP dated 6 July 2017 of the Government guidelines on corporate governance of public companies (the “Decree 71”);*
- *The Charter of Masan Consumer Corporation (the “Company”) dated 26 April 2016 and its amendments from time to time;*
- *Resolution of the Board of Masan Consumer Corporation No. 04/2019/NQ-HĐQT-MSK dated 12 April 2019.*

The Board of Directors of Masan Consumer Corporation would like to notify all shareholders of the nomination, self-nomination for membership of the Board of Directors and the Supervisory Board for the term 2019 - 2024 as following:

- I. Number of members of the Board of Directors, Supervisory Board for the term 2019 - 2024 to be elected:**
  - 1.1.** Number of members of the Board of Directors to be elected: 5
  - 1.2.** Number of members of the Supervisory Board to be elected: 3
- II. Standards and conditions for a member of the Board of Directors, Supervisory Board:**
  - 2.1. Standards and conditions for a member of the Board of Directors:** according to Article 151 of the Law on Enterprises, Article 12 of the Decree 71, Point 4 Article 24 of the Charter of the Company

A member of the Board of Directors must have the following criteria and conditions:

- a. To have full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise in accordance with the Law on Enterprises, including:
  - Government agencies, armed force units using state-owned property to establish enterprises for self-seeking purposes.
  - Officials and civil servants defined by regulations of law on officials and civil servants;
  - Commissioned officers, non-commissioned officers, workers and civil servants working at units of the army; commissioned officers, non-commissioned officers working at police units, except for those appointed as authorized representatives to manage state capital contributed to other enterprises;
  - Executive officers of state-owned companies, except for those appointed as authorized representatives to manage state capital contributed to other enterprises;
  - Minors; people that are legally incompetent; organizations without legal status;
  - Any person facing criminal prosecution, serving a prison sentence, undergoing drug rehabilitation, sent to a reform school; or banned from doing business, holding a certain title or doing a certain job by the court; and other cases prescribed by regulations of law on bankruptcy and anti-corruption.
- b. Has qualifications and experience of business administration; Members of the Board of Directors are not necessarily shareholders of the Company;
- c. Members of the Board of Directors may concurrently hold the position of Members of the Board of Directors of other companies.

**2.2. Standards and conditions for a member of the Supervisory Board:** according to Article 164 of the Law on Enterprises, Article 20 of the Decree 71, Point 3 Article 36 of the Charter of the Company

A member of the Supervisory Board must have the following criteria and conditions:

- a. To have full capacity of civil acts and not falling within the scope of subjects not permitted to establish and manage companies in accordance with the Law on Enterprises, including:
  - Government agencies, armed force units using state-owned property to establish enterprises for self-seeking purposes.
  - Officials and civil servants defined by regulations of law on officials and civil servants;

- Commissioned officers, non-commissioned officers, workers and civil servants working at units of the army; commissioned officers, non-commissioned officers working at police units, except for those appointed as authorized representatives to manage state capital contributed to other enterprises;
  - Executive officers of state-owned companies, except for those appointed as authorized representatives to manage state capital contributed to other enterprises;
  - Minors; people that are legally incompetent; organizations without legal status;
  - Any person facing criminal prosecution, serving a prison sentence, undergoing drug rehabilitation, sent to a reform school; or banned from doing business, holding a certain title or doing a certain job by the court; and other cases prescribed by regulations of law on bankruptcy and anti-corruption.
- b. Not to be wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of any member of the Board of Directors, the Chief Executive Officer (General Director) and other Managers;
  - c. Not holding managerial position in the Company; not required to be a Shareholder or an employee of the Company;
  - d. Not working within the Company's department of accounting, finance and not being the employees or members of independent auditing firm whom audited the Company's financial statements for 3 preceding years.

### **III. Conditions of nomination, self-nomination for membership of the Board of Directors, Supervisory Board:**

#### **3.1. Conditions of self-nomination for membership of the Board of Directors, Supervisory Board:**

According to Point 2 Article 24 and Point 2 Article 36 of the Charter of the Company, a Shareholder or a group of Shareholders holding more than 5% of the total voting shares of the Company for a consecutive period of six months or more and meeting all the conditions for membership of the Board of Directors specified in Section II of this Notice shall have the right of self-nomination for membership of the Board of Directors, Supervisory Board of the Company.

#### **3.2. Conditions of nomination for membership of the Board of Directors, Supervisory Board:**

According to Point 2 Article 24 and Point 2 Article 36 of the Charter of the Company, a Shareholder or a group of Shareholders holding more than 5% of the total voting shares of the Company for a consecutive period of six months or more have the right to nominate candidates to the Board of Directors, Supervisory Board.

A Shareholder or a group of the Shareholder holding more than 5% to below 10% of the total voting shares shall have the right to nominate one member; from 10% to below 30% shall have the right to nominate up to two members; from 30% to below 50% shall have the right to nominate up to three members; from 50% to below 65% shall have the right to nominate up to four members and from 65% or more shall have the right to nominate a full number of members.

Where the number of candidates that shareholders or groups of shareholders nominate is lower than the required number of candidates for membership of the Board of Directors, Supervisory Board, the number of remaining candidates shall be nominated by the current Board of Directors, Supervisory Board. In case the current Board of Directors and the Supervisory Board nominate the additional candidate(s), it must be clearly announced before the election of the General Meeting of Shareholders for the membership of the Board of Directors and the Supervisory Board in accordance with the law.

#### **IV. Documents for nomination/self-nomination:**

Shareholders satisfying all criteria for nomination, self-nomination for membership of the Board of Directors and the Supervisory Board of Masan Consumer Corporation for the term 2019 – 2024 shall send nomination, self-nomination documents to the Office of the Board of the Company by 5 PM of 22 April 2019:

##### **Office of the Board - Masan Consumer Corporation**

Floor 12, MPlaza Saigon, 39 Le Duan, District 1, HCMC

Contact: Ms. Dao Thi Thanh Huong

Tel: 0902662660 (Ext: 10303)

Fax: (028) 38 109 463

Email: huongdt2@msc.masangroup.com

##### ***Documents for nomination, self-nomination shall include:***

- Nomination or self-nomination form for membership of the Board of Directors/ Supervisory Board (according to the required form);
- Curriculum vitae of candidate (according to the required form);
- Certified true copies of ID card/ passport/ relevant degrees.

**ON BEHALF OF THE BOARD**

**CHAIRMAN**

*(Signed and sealed)*

**TRUONG CONG THANG**