



MASAN CONSUMER CORPORATION
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ENGLISH TRANSLATION

PROPOSAL

AT THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding: Plan to increase Charter Capital and issue shares

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Securities Law No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 June 2006;
- Pursuant to the Charter of Masan Consumer Corporation (the “**Company**”).

We would like the 2019 Annual General Meeting of Shareholders to approve the plan to issue shares and increase the charter capital of the Company:

I. Issuance of shares to employees of the Company under the ESOP plan

1. Issuance plan:

- Purpose of the issuance: to increase the charter capital and to supplement the working capital for the business activities and to motivate the employees for outstanding performance.
 - Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, for business requirements and supplementing the Company’s working capital.
 - Type of shares to be issued: ordinary shares.
 - Par value: VND10,000/share.
 - Proposed timeline of the issuance: within 2019, before the issuance of shares to increase share capital with finances from the equity.
 - Issuance method: new shares will be issued directly to the employees.
 - Proposed number of shares to be issued: up to 0.5% of outstanding shares of the Company.
 - Issuance price: VND70,000/share.
 - Subscribers: managers and staff of the Company, its subsidiaries, member companies and associated companies in the group entitled to take part into the ESOP approved in accordance with the paragraph 5 below.
2. To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued shares.
 3. To approve the amendment of Article 5.1 of the Company’s Charter to record the new

charter capital based on the total par value of the number of actually issued shares.

4. To approve the additional depository and trading registration of the actually issued new shares on Vietnam Securities Depository and the Ha Noi Stock Exchange.
5. To authorize the Board of Directors (and to allow the Board of Directors to authorize the Chairman):
 - to promulgate policy on issuance of new shares to the employees under the ESOP;
 - to decide the total number of shares to be issued in accordance with the issuance plan and the applicable laws; to decide list of employees participating in the program; specific number of shares to be allocated to each employee and timing for implementation;
 - to deal with the shares that will not be subscribed;
 - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City, to implement additional depository of the actually issued shares at the Vietnam Securities Depository and additional trading registration of the actually issued shares on the Ha Noi Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Committee of Vietnam and/or for the compliance purposes with applicable regulations; and
 - to decide other matters and implement other actions in relation to the issuance of new shares under the ESOP as deemed necessary by the Board of Directors or the Chairman.

II. Issuance of shares for increase of share capital with finances from the equity (“Bonus shares”)

1. Plan of issuance:

- Type of shares to be issued: ordinary shares.
 - Par value: VND10,000/share.
 - Proposed timing of issuance: within 2019, after the issuance of shares to employees of the Company under the ESOP plan.
 - Target of issuance: current shareholders, i.e. shareholders at the book closing date shall receive stock dividend corresponding to their holding.
 - Issuance ratio: 100:15 (15%), i.e. on the book closing date, each shareholder with 100 shares shall receive 15 bonus shares.
 - Proposed total number of shares to be issued: up to 15% total outstanding shares on the book closing date for receiving bonus shares.
 - Handling of fractional share: if the issuance of stock gives rise to fractional share, the number of shares that shareholders receive will be rounded down to ensure that did not exceed the number of issued shares issued.
 - Resources of issuance: from capital surplus.
2. To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued shares.

3. To approve the amendment of Article 5.1 of the Company's Charter to record the new charter capital based on the total par value of the number of actually issued shares.
4. To approve the additional depository and trading registration of the actually issued new shares on Vietnam Securities Depository and the Ha Noi Stock Exchange.
5. To authorize the Board of Directors (and to allow the Board of Directors to authorize the Chairman):
 - to decide the time of issuance and other matters related to the issuance.
 - to deal with the shares that will not be subscribed;
 - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City, to implement additional depository of the actually issued shares at the Vietnam Securities Depository and additional trading registration of the actually issued shares on the Ha Noi Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Committee of Vietnam and/or for the compliance purposes with applicable regulations; and
 - to decide other matters and implement other actions in relation to the issuance of new shares under the ESOP as deemed necessary by the Board of Directors or the Chairman.

Ho Chi Minh City, April 12, 2019

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

TRUONG CONG THANG