

ENGLISH TRANSLATION

MASAN CONSUMER CORPORATION

No.: \_\_\_\_/2016/NQ-DHDCD-MS

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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*Ho Chi Minh City, April 26, 2016*

**RESOLUTIONS OF THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
MASAN CONSUMER CORPORATION**

**THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises 2014 and its implementing documents;
- Pursuant to the Law on Securities 2006 and its implementing documents;
- Pursuant to the Charter approved by the General Meeting of Shareholders of Ma San Consumer Corporation (the “**Company**”) on April 23, 2012, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2016 Annual General Meeting of Shareholders dated April 26, 2016.

**RESOLVED**

**Article 1.** To approve the BOD report on the management and operations of the Company in 2015.

**Article 2.** To approve the Supervisory Board’s report on the management of the Company in 2016 of the Board of Directors and the CEO.

**Article 3.** To approve the CEO’s report on the management of the Company in 2015 and the development orientation of the Company.

**Article 4.** To approve the 2015 financial statements of the Company audited by KPMG Company Limited.

**Article 5.** To approve the 2016 business plan of the Company:

<b>Revenue</b>	<b>VND14,500 – 15,500 billion</b>
<b>Net profit</b>	<b>VND2,800 – 3,000 billion</b>

**Article 6.** To approve the 2015 profit allocation and 2016 dividend advance of the Company as follows:

- To allocate to the bonus and welfare funds from the retained earnings of the Company as of 31 December 2015: VND0.
- To distribute 2015 dividends in cash: VND2,658,498,305,558, including

VND340,849,427,177 and advanced in 2016; and 2016 dividend advance. The total of cash dividend for 2015 and advance for 2016 (after subtracting the advance of VND340,849,427,177 paid in 2015) is 56% (5,600 VND/ share). Timing to pay the rest 2015 dividends and advance 2016 dividends: expected to be in 2016.

- To authorize the Board of Directors (and to approve the Board of Directors to re-authorize the Chairman) to decide the relevant issues and implement the procedures to pay and advance dividends in accordance with the law.

**Article 7.** To approve the plan for issuance of shares to employees of the Company under the ESOP plan and the plan to increase the charter capital of the Company by the way of issuing shares to employees of the Company under the ESOP plan.

- **Purposes of issuance:** to increase the charter capital and to supplement the working capital for the business activities and to motivate the employees for outstanding performance.
- **Issuance plan:**
  - Type of shares: common shares
  - Par value: 10,000 VND/share
  - Time of issue: expected in 2016
  - Method of issue: according to ESOP scheme
  - Number of shares to be issued: 3,000,000 shares
  - Price of issue: 10,000 VND/share
  - Target of issuance: managers and staff that can be seen by the Board to have abilities to contribute to and create long-term and outstanding values for the Company its subsidiaries, the member companies and the associated companies in the group.
- Approve the increase of the Company's charter capital corresponding to the total par value of actual common share issuance.
- Approve the amendment of the Company's charter in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued.
- Authorize the Board of Director (and approve the BOD's re-authorization to the Chairman):
  - (i) To determine the target of issuance based on the above criteria, number of shares to be issued to each employee, time of issue, number of employees to be issued, how to handle undistributed shares;
  - (ii) To perform the procedures required to increase the charter capital of the Company based on the actual number of shares to be issued;
  - (iii) To perform the amendment of the charter of the Company in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued; and
  - (iv) To decide and perform all other necessary tasks to complete the issuance.

**Article 8.** To approve the selection of KPMG Company Limited as the Company's auditing firm

in 2016.

**Article 9.** To approve the compensation for the Board of Directors and the Supervisory Board in 2016: VND0.

**Article 10.** To approve the amendments to the Charter of the Company:

1. To approve the amendment of the Company's charter in accordance with the provisions of the 2014 Law on Enterprises. The new charter shall replace the old charter dated 23 April 2012 and its amendments from time to time.
2. To approve the amendment to the charter and record in the charter the new charter capital and the actual number of issued shares according to the implementation of the plan to increase the charter capital of the Company by the way of issuing shares to employees of the Company under the ESOP plan in 2016.
3. To authorize the Board of Directors (and approve the re-authorization of the Board of Director to the Chairman), to draft and write the amendments to the Charter, and record in the Charter the charter capital and the total outstanding shares according to the number of ordinary shares to be actually issued as a result of the implementation of the plan to increase the charter capital by issuing shares to employees of the Company under the ESOP plan.

**Article 11.** To approve the change of the legal representative of the Company from one person into two persons in accordance with the Company's Charter and the law (in case the charter amendment approved by the Annual General Meeting of Shareholders). To authorize the Board of Directors to execute the necessary procedures in accordance with the law.

**Article 12.** To approve the Company's provisions of loans and guarantees to the Company's subsidiaries and related persons of the Company's internal persons. Each loan or guarantee shall be approved by the General Meeting of Shareholders or the Board of Directors of the Company in accordance with the law and the Company's Charter.

**Article 13.** To approve the resignation of Mr. Ming Lu and Mr. David Tan Wei Ming from the Board of Directors for the term 2014 – 2019 and the decrease of the number of Board members to 5 members.

**Article 14.** The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

**Article 15.** These resolutions shall take effect from the signing date.

**O.B.H. GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN OF THE BOARD OF  
DIRECTORS**

**NGUYỄN ĐĂNG QUANG**