



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

**PROPOSAL**

**AT THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

***Regarding: Plan to increase Charter Capital and issue shares in 2018***

- 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 2018 Annual General Meeting of Shareholders to approve the plan to issue shares and increase the charter capital of the Company:

**1. Issuance of shares for increase of share capital with finances from the equity ("Bonus shares")**

- (i) Plan of issuance:
  - Type of shares to be issued: ordinary shares.
  - Par value: VND10,000/share.
  - Proposed timing of issuance: within 2018.
  - 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.
- (ii) To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued shares.
- (iii) 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.

- (iv) To approve the additional depository and trading registration of the actually issued new shares on Vietnam Securities Depository and the Ha Noi Stock Exchange.
- (v) 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 perform necessary procedures to register the increase of the charter capital, to implement the depository registration with Vietnam Securities Depository and the additional trading registration of the actually issued new shares on the Ha Noi Stock Exchange;
  - to modify or change the plan of issuance of new shares at requests of the Vietnam State Securities Commission and/or for compliance with relevant regulations; and
  - to decide other matters and to implement other works in relation to the issuance of new shares as deemed necessary by the Board of Directors or the Chairman.

## 2. Issuance of 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: VND10,000/ share
  - Proposed timing of the issuance: within 2018
  - Method of issue: according to ESOP scheme
  - Proposed number of shares to be issued: up to 1% of the Company's charter capital.
  - 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, member companies and associated companies in the group.
- To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued shares.
- 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.
- To approve the additional depository and trading registration of the actually issued new shares on Vietnam Securities Depository and the Ha Noi Stock Exchange.
- To authorize the Board of Directors (and to allow the Board of Directors to authorize the Chairman):
  - (i) to determine the target of issuance based on the above criteria, number of shares to be issued to each employee, timing of issuance, number of employees to be issued;

- (ii) to deal with the shares that will not be subscribed;
- (iii) to perform necessary procedures to register the increase of the charter capital, to implement the depository registration with Vietnam Securities Depository and the additional trading registration of the actually issued new shares on the Ha Noi Stock Exchange;
- (iv) to modify or change the plan of issuance of new shares at requests of the Vietnam State Securities Commission and/or for compliance with relevant regulations; and
- (v) to decide other matters and to implement other works in relation to the issuance of new shares as deemed necessary by the Board of Directors or the Chairman.

*Ho Chi Minh City, April 13, 2018*

**ON BEHALF OF THE BOARD**

**CHAIRMAN**

*(Signed and sealed)*

**TRUONG CONG THANG**