

ENGLISH TRANSLATION

MASAN CONSUMER CORPORATION
No.: 01/2019/NQ-DHDCD-MSC

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, April 24, 2019

**RESOLUTIONS OF THE 2019 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 MaSan Consumer Corporation (the “**Company**”) on April 26, 2016, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2019 Annual General Meeting of Shareholders dated April 24, 2019.

RESOLVED

Article 1. To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2018.

Article 2. To approve the Supervisory Board’s report on the Company’s business results and performance results of the Board of Directors, Chief Executive Officer (CEO) in 2018.

Article 3. To approve the 2018 financial statements of the Company audited by KPMG Company Limited.

Article 4. To approve the following 2019 business plan of the Company on a consolidated basis:

	Plan 2019 <i>(VND billion)</i>	Actual 2018 <i>(VND billion)</i>	Growth Rate
Net Sales	20,400 – 22,300	17,006	20% – 31%
Net Profit after Tax and Non-controlling interests (VAS)	4,050 – 4,200	3,367	20% – 25%

Article 5. To approve the 2018 profit allocation and 2019 dividend advance of the Company as follows:

- (i) To distribute 2018 dividend and 2019 dividend advance in cash: 45% (4,500 VND/ share). Timing to pay the 2018 dividend and 2019 dividend advance: within 6 months

from the date of General Meeting of Shareholders Resolutions. The payment can be made in one or more tranches.

- (ii) 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 and on the basis of optimizing cash flow and deposits of the Company.

Article 6. Beside the 2018 dividend and 2019 dividend advance mentioned in Article 5, to approve the dividend advance in 2019. To authorize the Board of Directors, subject to the business results, business plan and optimizing cash flow, to decide at its sole discretion all matters related to the advance of dividend in 2019, including whether or not to implement the dividend advance, percentage of dividend to be advanced, timing, payment method and other matters related to the advance of dividend for the shareholders.

Article 7. To approve the selection of KPMG Company Limited to be the Company's auditing firm for the financial year 2019.

Article 8. To approve the remuneration for the members of the Board of Directors and the Supervisory Board of the Company in 2019: VND 0.

Article 9. To approve the Chairman of the Board of Directors to concurrently hold the position of CEO of the Company in 2019.

Article 10. To approve the 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 provided in Article 11 of this Resolution.
- 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.

Article 11. To approve the 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 provided in Article 10 of this Resolution.
 - 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.

Article 12. To optimize the Company’s cash management, and to maximize yield on the Company’s cash, approve the investment in, purchase of, and sale of bonds (including transactions on secondary market with respect to bonds issued by affiliated and member companies within Masan Group), certificates of deposit, and other assets in accordance with the applicable laws (the “**Investment Transactions**”), and to authorize Chairman, and allow the Chairman to reauthorize other management personnel of the Company:

1. to decide specific terms and conditions of the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any); and
2. to sign and implement the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any).

Article 13. To approve the number of members of the Board of Directors for the term of 2019 – 2024 comprising of 5 members.

Article 14. To approve the election of the following persons as members of the Board of Directors for the term of 2019 – 2024:

1. Mr./Ms. _____;
2. Mr./Ms. _____;
3. Mr./Ms. _____;
4. Mr./Ms. _____; and
5. Mr./Ms. _____.

Article 15. To approve the number of members of the Supervisory Board for the term of 2019 – 2024 comprising of 3 members.

Article 16. To approve the election of the following persons as members of the Supervisory Board for the term of 2019 – 2024:

1. Mr./Ms. _____;
2. Mr./Ms. _____; and
3. Mr./Ms. _____.

Article 17. The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

Article 18. These resolutions shall take effect from the signing date.

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

TRUONG CONG THANG