

ENGLISH TRANSLATION

MASAN CONSUMER CORPORATION

No.: ____/2017/NQ-DHDCD-MS

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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Ho Chi Minh City, April 20, 2017

**RESOLUTIONS OF THE 2017 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 2017 Annual General Meeting of Shareholders dated April 20, 2017.

RESOLVED

Article 1. To approve the BOD report on the management and operations of the Company in 2016.

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 2016 and the development orientation of the Company in 2017.

Article 4. To approve the 2016 financial statements of the Company audited by KPMG Company Limited.

Article 5. To approve the 2017 business plan of the Company:

Net Revenue	VND14,500 – 15,300 billion
Net profit after Tax post Minorities (VAS)	VND2,550 – 2,810 billion

Article 6. To approve the 2016 profit allocation of the Company as follows:

- (i) To allocate to the bonus and welfare funds from the retained earnings of the Company as of 31 December 2016: VND0.

- (ii) To distribute 2016 dividends in cash: VND2,578,318,876,142, in which VND237,598,349,642 paid in 2016. The total of remaining cash dividend for 2016 (after subtracting the advance of VND237,598,349,642 paid in 2016) is 45% (4,500 VND/ share). Timing to pay the rest 2016 dividends: within 6 months from the date of General Meeting of Shareholders Resolutions.
- (iii) 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 7. To approve the dividend advance in 2017. To approved the authorization of the Board of Directors, depending on the business results, business plan and ensure the optimization of cash flow, to decide all relevant issues to the dividend advance in 2017, including but not limited to decisions on the implement of dividend advance, ratio of dividend advance, timing and method of payment (if any).

Article 8. 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.

- 8.1. **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.
- 8.2. **Issuance plan:**
 - Type of shares: common shares
 - Par value: 10,000 VND/share
 - Time of issue: expected in 2017
 - Method of issue: according to ESOP scheme
 - Number of shares to be issued: up to 5,000,000 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.
- 8.3. Approve the increase of the Company's charter capital corresponding to the total par value of actual common share issuance.
- 8.4. 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.
- 8.5. 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 9. To approve the selection of KPMG Company Limited as the Company's auditing firm in 2017.

Article 10. To approve the compensation for the Board of Directors and the Supervisory Board in 2017: VND0.

Article 11. To approve the internal transactions of the Company:

- 11.1. To approve the Company's provisions of loans and guarantees to the Company's ("**Subsidiary(ies)**") and related persons of the Company's internal persons, with the total value of principals shall be equal to or higher than 35% of the Company's total assets at the nearest financial reports (the "**Related Transaction(s)**").
- 11.2. To authorize Dr. Nguyen Dang Quang, Chairman of the Board of Directors, and/or Mr. Seokhee Won, Chief Executive Officer, and/or Mr. Pham Dinh Toai, Deputy Chief Executive Officer of the Company:
 - (i) to decide the specific loan, guarantee amount(s), the terms and conditions of the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any); and
 - (ii) to sign and implement the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any).

Article 12. The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

Article 13. 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