

ENGLISH TRANSLATION

PROPOSAL

AT THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding: change of the legal representative and amendment of the Company's Charter

- Pursuant to the Law of Enterprise No. 60/2005/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 November 2005;
- 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") dated 23 April 2012 and its amendments from time to time.

We would like the 2014 Annual General Meeting of Shareholders to approve the proposal to change the title of the legal representative and amend the Company's Charter so as to be in compliance with the current legal regulations and the Company's business operations, specifically:

1. To approve the change of the legal representative of the Company from CEO to Chairman.
2. To approve the amendments to the Charter of the Company:
 - a. In relation to the change of the legal representative of the Company, to approve amendments to Article 34.1 and 39.2 of the Charter of the Company as follows:
 - To amend Article 34.1 of the Charter of the Company:

"Article 34. Chairman

34.1. BOD shall elect one of its members to be the Chairman. Chairman shall be the legal representative of the Company. Chairman shall be concurrently CEO of the Company if approved by the GMS."
 - To amend Article 39.2 of the Charter of the Company:

"Article 39. CEO

39.2. CEO shall manage the daily business operations of the Company, be under the supervision of the BOD and responsible to the BOD and the law regarding the implementation of the delegated rights and duties."
 - b. To approve the amendments to the provisions of the Charter of the Company on 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.

- c. To authorize the BOD of the Company (and approve the re-authorization of the BOD 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.

Ho Chi Minh City, April 8, 2014

**ON BEHALF OF THE BOARD
CHAIRMAN**

(Signed and sealed)

NGUYEN DANG QUANG