



**MASAN CONSUMER CORPORATION**  
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## ENGLISH TRANSLATION

### PROPOSAL

## AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### *Regarding: Plan to increase Charter Capital and issue shares in 2017*

- 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 2017 Annual General Meeting of Shareholders to approve the plan to issue shares according to Employee Stock Option Plan (ESOP):

- **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
  - 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, member companies and 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.

*Ho Chi Minh City, April 10, 2017*

**ON BEHALF OF THE BOARD**

**CHAIRMAN**

*(Signed and sealed)*

**NGUYEN DANG QUANG**