



MASAN CONSUMER CORPORATION
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ENGLISH TRANSLATION

PROPOSAL

AT THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding: Plan to increase Charter Capital and issue shares in 2013

- 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”).

We would like the 2013 Annual General Meeting of Shareholders to approve the 2013 charter capital increase plan by issuing shares according to the Employee Stock Option Plan (ESOP):

Current charter capital	VND 5,253,409,090,000
ESOP	VND 20,000,000,000
2013 charter capital	VND 5,273,409,090,000

We would like the 2013 Annual General Meeting of Shareholders to approve the plan to issue shares according to Employee Stock Option Plan (ESOP):

- ❖ ***Issuing purpose:*** to increase charter capital, add working capital for the company’s operations and motivate the employees to fulfill their duties.
- ❖ ***Issuing plan:***
 - Type of shares: common shares
 - Face value: 10,000 VND/share
 - Time of issue: expected in 2013
 - Method of issue: according to ESOP scheme
 - Number of shares to be issued: estimated 2,000,000 shares
 - Issue price: 10,000 VND/share

- Target of issuance: managers and staff that the Board judge to have abilities to contribute to and create sustainable and outstanding values for the Company and its subsidiaries.
- 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 entitled, how to handle undistributed shares;
 - (ii) To perform the procedures required to increase charter capital;
 - (iii) To perform all other necessary tasks for the completion of the issuing plan; and
 - (iv) To perform the amendment of the charter in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued.

HCMC, April 8, 2013

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

NGUYEN DANG QUANG