



**MASAN CONSUMER CORPORATION**

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**ENGLISH TRANSLATION**

*Ho Chi Minh City, 24 April, 2019*

**VOTING PROCEDURES**  
**AT THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**MASAN CONSUMER CORPORATION**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed on 26 November, 2014 by the Eleventh National Assembly.
- Pursuant to the Charter of Masan Consumer Corporation dated 26 April 2016, as amended from time to time.

Masan Consumer Corporation (the “**Company**”) would like to inform the voting procedures at the 2019 Annual General Meeting of Shareholders as follows:

**1. Voting cards:**

The organizing committee issues 3 types of voting cards:

- 1.1. Hand-raised voting card: to vote on general issues as supposed by the Presiding Committee of the meeting and not to be collected to the vote box.
- 1.2. Voting cards (with choices of Agreement/ Disagreement/ No Opinions): to vote on important issues submitted for the General Meeting of Shareholders’ opinions as supposed by the Presiding Committee at the meeting and to be collected into the vote box.
- 1.3. Voting cards for election of members of the Board of Directors and the Supervisory Board for the term 2019 – 2024.

**2. Voting procedures:**

- 2.1. **For hand-raised voting card:** voting on the vote number basis.

For general issues like electing voting committee and vote-counting committee; approving the Resolutions of the Annual General Meeting of Shareholders, participating shareholders or their proxy raise the hand-raised voting card when the Presiding Committee ask for votes: Agree/ Disagree/ No Opinions.

- 2.2. **For voting cards (with choices of Agreement/ Disagreement/ No Opinions):** voting on the basis of number of shares.

- 2.2.1 Shareholders or their proxy shall mark either V or X on **one** of the 3 choices (Agree/ Disagree/ No Opinions).

- 2.2.2 Shareholders or their proxy do not mark any choice or do not put the voting card into the voting box which means they choose **No opinions**.
- 2.3. For voting cards to elect members of the Board of Directors and the Supervisory Board for the term 2019 - 2024: electing under the method of cumulative voting:
- 2.3.1 List of nominees are arranged in the order a, b, c according to the column of full name of the nominees.
- 2.3.2 Each shareholder or the proxy shall have the **Aggregate number of votes** which shall be equal to the number of shares multiplied by the required number of members to be elected to the Board of Directors, Supervisory Board.
- 2.3.3 The voting card shall have two voting methods and shareholder or the proxy is only allowed to choose **either 1 of the 2 methods** to elect the members of the Board of Directors, Supervisory Board:

**a. The first election method (equally dividing the number of shares between the nominees chosen by the shareholder):**

- i. Shareholder or the proxy writes the number of the nominee(s) who are elected in the rectangle box in the first election method of the voting card and mark X or V in the square cells aligning with the names of those nominees. Accordingly:
- The Aggregate number of votes shall be equally divided by the number of nominees who are chosen by the shareholder or the proxy.
  - In case where there is decimal number of votes after dividing the Aggregate number of votes, the shareholder or the proxy writes the numerical order (refer to the first column of the first election method) of **one** nominee (among the chosen nominees) in the rectangle box at the last row of the first election method in order to accumulate the integer number of votes (**number before the decimal point**) to such nominee. The votes corresponding to digits after the decimal point shall be cancelled.
- ii. If the shareholder or the proxy does not vote for any nominee, he shall leave the rectangle box blank or write “0” in the rectangle box at the row “The number of nominees that the shareholder wants to vote for” and shall not mark X or V in the square cell(s) in the first election method.

Example:

Shareholder holding **500** shares shall have a voting card representing **500** votes.

Number of members of the Board of Directors to be elected: 5 members.

The Aggregate number of votes: 500 shares x 5 = 2,500 votes.

In case there are 5 nominees and shareholder who wants to distribute equally his number of votes to 3 nominees Hoang Van D, Nguyen Van A, Pham Van H and accumulate the decimal number of votes for Nguyen Van A (having the numerical order: 2) shall write as follows:

NO.	FULL NAME OF THE NOMINEES	THE FIRST SELECTION METHOD The number of nominees that the shareholder wants to vote for: <input data-bbox="1092 275 1192 321" type="text" value="3"/>
1	HOANG VAN D	<input checked="" data-bbox="1031 348 1068 380" type="checkbox"/>
2	NGUYEN VAN A	<input checked="" data-bbox="1031 407 1068 438" type="checkbox"/>
3	PHAM THI C	<input data-bbox="1031 466 1068 497" type="checkbox"/>
4	PHAM VAN H	<input checked="" data-bbox="1031 525 1068 556" type="checkbox"/>
5	TRAN VANE	<input data-bbox="1031 583 1068 615" type="checkbox"/>
		The decimal number of votes shall be accumulated to the nominee having the numerical order: <input data-bbox="1385 747 1463 800" type="text" value="2"/>

**b. The second election method (electing with different number of votes between the nominees):**

- i. Shareholder or the proxy who wants to vote for a nominee is required to write the number of votes into the cells aligning with the name of such nominee. **Each cell shall be filled with only one digit starting from the right side, provided that the last digit of the number of votes shall be placed in the cell furthest to the right.** Digits must be written consecutively, empty cell must not be left between the digits and the digits must fit the cell. The cells which do not have any digit must be filled with “0”, but not strike through the empty cells. Please review the following examples for more reference.
- ii. Shareholder or the proxy may accumulate all his **Aggregate number of votes of the Voting Card** for one nominee or for two nominees or more; provided that the total number of votes for these nominees **must be less than or equal to the Aggregate number of votes of the Voting Card.**
- iii. If the shareholder or the proxy does not vote for any nominee, he shall leave all the cells aligning with the name of such nominee empty or write “0” in the cells aligning with the name of such nominee.
- iv. Not writing any digit in any cell of all the nominees means that the shareholder or the proxy does not vote for any nominee.

Example:

Shareholder holding **500** shares shall have a voting card representing **500** votes.

Number of members of the Board of Directors to be elected: 5 member.

The Aggregate number of votes: 500 shares x 5 = 2,500 votes.

In case there are 5 nominees, at the discretion of the shareholder, there may have the following voting ways:

(i)

NO.	FULL NAME OF THE NOMINEES	THE SECOND ELECTION METHOD
1	HOANG VAN D	0 0 0 0 0 0 2 5 0 0
2	NGUYEN VAN A	0 0 0 0 0 0 0 0 0 0
3	PHAM THI C	0 0 0 0 0 0 0 0 0 0
4	PHAM VAN H	0 0 0 0 0 0 0 0 0 0
5	TRAN VANE	0 0 0 0 0 0 0 0 0 0

Or (ii)

NO.	FULL NAME OF THE NOMINEES	THE SECOND ELECTION METHOD
1	HOANG VAN D	0 0 0 0 0 0 1 0 0 0
2	NGUYEN VAN A	0 0 0 0 0 0 0 5 0 0
3	PHAM THI C	0 0 0 0 0 0 0 5 0 0
4	PHAM VAN H	0 0 0 0 0 0 0 3 0 0
5	TRAN VANE	0 0 0 0 0 0 0 2 0 0

Or (iii)

NO.	FULL NAME OF THE NOMINEES	THE SECOND ELECTION METHOD
1	HOANG VAN D	0 0 0 0 0 0 0 0 0 0
2	NGUYEN VAN A	0 0 0 0 0 0 0 0 0 0
3	PHAM THI C	0 0 0 0 0 0 0 0 0 0
4	PHAM VAN H	0 0 0 0 0 0 0 0 0 0
5	TRAN VANE	0 0 0 0 0 0 0 0 0 0

2.4. In case of mistaken marking, shareholders can ask the organizing committee for a new card after returning the old one.

### 3. Principles to determine the validity of voting cards:

#### 3.1. Valid voting cards:

- Pre-printed form issued by the organizing committee with the company's seal, without erasing or correcting, without other content being added to the cards.
- For voting cards (with choices of Agreement, Disagreement, or No Opinions): only mark with V or X on **one** of three squares corresponding to one of the three choices.
- For voting cards to elect members of the Board of Directors, Supervisory Board:
  - a. For the first election method: the number of nominees chosen by the shareholder or the proxy must be equal to the number of nominees whose names marked with X or V.
  - b. For the second election method: the total number of votes for the nominees is **not higher than the Aggregate number of votes of the Voting Card**.

#### 3.2. Invalid voting cards:

- The voting cards are not issued by the organizing committee, or are erased or corrected, or new content is added into the voting cards.
- For the voting cards (with choices of Agreement, Disagreement, or No Opinions): Marked with more than one choice out of three: Agree, Disagree, No Opinions; or marked with signs other than X or V.
- For the voting cards to elect members of the Board of Directors, Supervisory Board:
  - a. Implementing the two election methods but causing different results;
  - b. Striking through names of nominees;
  - c. The number of nominees chosen by the shareholder or the proxy is different from the number of nominees marked with in the first election method;
  - d. Digits are not written consecutively or the space between the cells is left in the second election method;
  - e. The total number of the votes for the nominees is **higher than the Aggregate number of votes in the second election method**.

### 4. Principles to collect and count votes, and documents voting results:

- 4.1. After voting, shareholders shall put their voting cards into sealed vote box. To facilitate the vote counting, the shareholders are kindly requested not fold, crumple the voting cards when putting them in the vote box. The collection of votes shall end when all shareholders or the proxy put their voting cards into the box or when the time for collecting voting cards is up according to the vote counting committee's announcement.

- 4.2. Vote counting shall be performed immediately after the completion of the voting card collection.
- 4.3. Results of vote counting are documented with signatures of all members of the vote counting committee. Minutes of vote counting shall consist of main items according to legal regulations and be read aloud before the meeting closing.

## **5. Approval on the resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders are approved by the voting method once they obtain the minimum percentage of agreement, according to relevant legal regulations and the Charter of the Company:

- 5.1. For resolutions on (i) Share type and total number of shares of each type; (ii) Change of scope of business; (iii) Change of structural organization of the Company; (iv) Investments, or transactions of selling assets or the purchase transactions implemented by the Company with the value of 35% or more of the total asset value of the Company recorded in the latest audited consolidated financial statements; and (v) Reorganization or dissolution of the Company: 65% of the total votes card by shareholders or their proxy present at the meeting.
- 5.2. For resolutions on election of members of the Board of Directors, Supervisory Board: the approval shall be determined in accordance with the rules provided in section 6 below.
- 5.3. Other matters: at least 51% of the total votes card by shareholders or their proxy present at the meeting.

## **6. Principles for the election of members to the Board of Directors, Supervisory Board for the term 2019 – 2024:**

- 6.1. The approved members of the Board of Directors, Supervisory Board for the term 2019 – 2024 shall be determined in the number of votes from the highest to the lowest, starting from the nominee having the highest number of votes to the extent that sufficient members of the Board of Directors, Supervisory Board are elected according to the resolutions of the General Meeting of Shareholders are approved previously.
- 6.2. In case there are two or more nominees with equal votes for the last member of the Board of Directors, Supervisory Board, the voting among these nominees shall be organized.

## **7. Claim against the voting and vote counting**

All claims, inquiries on the voting and vote counting shall be resolved by the Meeting Chairperson or Head of vote counting committee, provided that such claims and inquiries are raised before the announcement of the meeting minutes.