



**ENGLISH TRANSLATION**

**PROPOSAL ON ISSUANCE PLAN OF  
NEW SHARES RELATING TO CONVERTIBLE LOAN**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 enacted by the National Assembly on 26 November 2014;
- Pursuant to the Law on Securities No. 70/2006/QH11 enacted by the National Assembly on 29 June 2006 and Law on amendments, supplements of some articles of the Law on Securities No. 62/2010/QH12 enacted by the National Assembly on 24 November 2010;
- Pursuant to the Charter of Masan Group Corporation approved by the General Meeting of Shareholders on 25 April 2014 and its amendments from time to time;
- Pursuant to the Board of Directors' Resolution No. 166/2017/NQ-HDQT dated 23 March 2017.

*The Board of Directors of Masan Group Corporation (the "Company") would like to propose the 2017 Annual General Meeting of Shareholders to approve the issuance plan of new shares relating to the convertible loan as follows:*

The Resolution of the Company's General Meeting of Shareholders No. 091/2013/NQ-DHDCD dated 27 April 2013 (the "**Resolution No. 091**") approved the issuance plan of 38,770,465 shares to extinguish the Company's liabilities with its relevant creditors. In October 2013, the Company completed the first issuance tranche of 29,770,465 shares. The remaining 9,000,000 shares was approved under the Resolution No. 091 with the purpose of extinguishment of the Company's liabilities related to a convertible loan with the principal of USD 30 million. With respect to such 9,000,000 shares which have not been issued, in compliance with the anti-dilution provisions of the loan, the General Meeting of Shareholders now:

1. To approve the cancellation of issuance of 9,000,000 shares which was approved under the Resolution No. 091 as mentioned above; and
2. To approve the plan of issuance of new shares as follows:
  - i. Issuance of new shares:
    - Purposes of issuance: to extinguish the Company's liabilities as per agreements with the current creditor(s) of a convertible loan with an outstanding principal of USD 30 million which was initially provided to the Company in November 2010.

- Type of shares to be issued: ordinary shares.
  - Par value: VND 10,000/ share.
  - Total number of issued shares of the Company: 1,147,496,374 shares.
  - Total number of treasury shares: 9,234,210 shares.
  - Total number of outstanding voting shares: 1,138,262,164 shares.
  - Proposed timing of issuance: from mid-2017 and the first 4 months of 2018, after being approved by the Vietnam State Securities Commission.
  - Total number of shares to be issued: 13,685,900 shares, which has been amended to reflect anti-dilution provisions of the loan.
  - Calculation method: the number of newly issued shares is determined by the principal amount of the loan calculated in Vietnam Dong at the USD/Vietnam Dong interbank average exchange rate published by the SBV as of 16 November 2010 (VND 567,960,000,000) divided by the applicable conversion price upon the conversion of the loan, subject to the anti-dilution provisions of the loan.
  - Payment method: total number of shares will be issued on a non-cash basis to extinguish the Company's liabilities as per agreements with the current creditor(s) of the convertible loan with an outstanding principal of USD 30 million provided to the Company.
  - Issuance method: private placement to the current creditor(s) of a convertible loan with an outstanding principal of USD 30 million and/or affiliates of such creditor(s).
  - Number of issuance tranche: in one tranche or many tranches.
  - Limitation of transfer of shares: all of new shares issued under the private placement as mentioned above shall be locked-up within 1 year from the issuance date.
- ii. To waive the pre-emptive rights of the shareholders in respect of the new shares to be issued in accordance with the issuance plan as above based on the respective percentage of ordinary shares of each shareholder.
- iii. To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued new shares.
- iv. To approve the amendment of Article 5.1 of the Company's Charter to record the new charter capital based on the total par value of the number of actually issued new shares.
- v. To approve the additional depository and listing of the actually issued new shares on the Vietnam Securities Depository and the Ho Chi Minh City Stock Exchange.
- vi. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman:
- To decide the time of issuance and other matters related to the issuance;
  - To negotiate and decide specific terms, conditions, transactions of the issuance of new shares and to sign, implement related agreements, contracts and documents, including the amendments thereto (if any);
  - To perform necessary procedures to register the increase of the charter capital with the Ho Chi Minh City Department of Planning and Investment, to implement the

depository registration of the actually issued new shares with the Vietnam Securities Depository and the additional listing of the actually issued new shares on the Ho Chi Minh City Stock Exchange;

- To clarify or modify or change the plan of issuance of new shares at requests of the Vietnam State Securities Commission and/or for compliance with relevant regulations; and
- To decide other matters and to implement other works in relation to the issuance of new shares as deemed necessary by the Board of Directors or the Chairman.

*Ho Chi Minh City, 14 April 2017*

**O.B.H. THE BOARD OF DIRECTORS  
CHAIRMAN**

*[signed and sealed]*

**DR. NGUYEN DANG QUANG**

