



MASAN GROUP CORPORATION
8th Floor, Central Plaza, 17 Le Duan Street,
District 1, Ho Chi Minh City, Viet Nam.
Phone : (+84 28) 6256 3862
Facsimile : (+84 28) 3827 4115
Web : www.masangroup.com

ENGLISH TRANSLATION

ROPOSAL ON SALE OF TREASURY SHARES

- 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 approved by the National Assembly on 29 June 2006 and 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 dated 25 April 2014, as amended from time to time;
- Pursuant to the Board of Directors' Resolution of the Company No. 110/2018/NQ-HDQT on 29 March 2018.

The Board of Directors of Masan Group Corporation (the “Company”) would like to propose the 2018 Annual General Meeting of Shareholders to approve the plan to sell the treasury shares of the Company as follows:

To approve the plan to sell the treasury shares of the Company (the “**Treasury Share Sale Plan**”) as follows:

1. In order to have flexibility to raise capital, optimize the Company's balance sheet, fund growth and to drive earnings growth, approving the Treasury Share Sale Plan as follows:
 - Type of shares to be sold: ordinary shares (treasury shares).
 - Par value: VND10,000 per share.
 - Total number of treasury shares before sale: 109,899,932 shares.
 - Number of treasury shares to be sold: up to 109,899,932 shares.
 - Sale price: to be decided by the Board of Directors in accordance with the applicable laws.
 - Targeted investors: authorizing the Board of Directors to decide and are not necessarily to be existing shareholders of the Company.

- Number of tranches: one or more tranches and authorizing the Board of Directors to decide.
 - Other selling conditions: authorizing the Board of Directors to decide in accordance with the applicable laws or as requested by competent governmental authorities.
2. To authorize the Board of Directors and to allow the Board of Directors to re-authorize Chairman of the Company:
- a. depending on the market conditions and the capital needs of the Company, to decide on whether the Company will sell the treasury shares or not and the number of treasury shares to be sold in each tranche;
 - b. to decide the transaction structure to sell treasury shares and other matters related to the sale of treasury shares in accordance with the Treasury Share Sale Plan specified in Clause 1 above;
 - c. to clarify, modify or change the Treasury Share Sale Plan as requested by the Vietnam State Securities Commission and/or other competent governmental authorities and/or for compliance with relevant regulations and/or as appropriate given the market conditions and for the benefits of the Company and its shareholders;
 - d. to perform necessary procedures for the approval of the Vietnam State Securities Commission and other competent governmental authorities for the sale of the treasury shares in accordance with the Treasury Share Sale Plan specified in Clause 1 above;
 - e. to negotiate and decide specific terms, conditions, transactions of the sale of the treasury shares in accordance with the Treasury Share Sale Plan as specified in Clause 1 above and to sign, implement related agreements, contracts and documents, including the amendments or termination thereto (if any); and
 - f. to decide and implement other necessary matters, procedures to complete the Treasury Share Sale Plan provided in Clause 1 above.

Ho Chi Minh City, 18 April 2018

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

[signed and sealed]

NGUYEN DANG QUANG