

ENGLISH TRANSLATION

MASAN GROUP CORPORATION

No.: 333/2018/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

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HCMC, 11 September 2018

**RESOLUTION OF THE BOARD OF DIRECTORS
MASAN GROUP CORPORATION**

THE BOARD OF DIRECTORS

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on 26/11/2014;
- Pursuant to the Law on Securities No. 70/2006/QH11 approved by the National Assembly on 29/6/2006, as amended, supplemented by the Law No. 62/2010/QH12 approved by the National Assembly on 24/11/2010;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 25/4/2014, as amended from time to time;
- Pursuant to the Resolutions of 2018 Annual General Meeting of Shareholders dated 24 April 2018; and
- Pursuant to the Vote counting minutes of the Board of Directors No. 332/2018/BB-HDQT dated 11 September 2018,

RESOLVES

Article 1: In order to have flexibility to raise capital, optimize the Company’s balance sheet, fund growth and to drive earnings growth, to approve the plan to sell the treasury shares of the Company (the “**Treasury Share Sale Plan**”) as follows:

1. Type of shares to be sold: ordinary shares.
2. Par value: VND10,000 per share.
3. Total number of treasury shares before sale: 109,899,932 shares.
4. Number of treasury shares to be sold: 109,899,932 shares.
5. Purpose of selling treasury shares: equity restructuring; additional owners’ equity of the Company
6. Proposed timing of transaction: After notice of the State Securities Commission on receiving the Company’s registration dossier for sale of treasury shares and the Company has announced the trading according to law’s provisions. The transaction term will not exceed thirty (30) days from the date of commencement of the transaction, expected to commence within 2018.

7. Method of sale: order matching or put through.
8. Principles to decide sale price:
 - The transaction price shall comply with the provisions in Clause 5, Article 8 of Circular 203/2015/TT-BTC dated 21 December 2015 of the Ministry of Finance, detail as follows:

Sale Price \geq Reference Price - (Reference Price * 50% of price fluctuation limit of stocks)
 - Where the transaction is agreed upon at a price is different the price specified in Clause 5, Article 8 of Circular 203/2015/TT-BTC mentioned above, transactions shall be executed via the Vietnam Securities Depository.
9. Sale price (price range): VND100,000/share.
10. Number of shares to be sold per day: no limitation on trading of treasury shares by method of put through.
11. Number of tranches: one tranche.
12. Targeted investors (the “**Investor(s)**”): authorizing Chairman of the Board of Directors to decide and perspective Investor(s) are not necessarily to be limited to existing shareholders of the Company.
13. Transfer restrictions: Treasury shares are not subject to any transfer restrictions, unless a separate agreement has been entered into by the Investor(s) and the Company.
14. Name of the securities company appointed to execute as an agent to sell treasury shares: Viet Capital Securities Joint Stock Company
15. Other selling conditions: authorizing Chairman of the Board of Directors to decide in accordance with the applicable laws or as requested by competent governmental authorities.

Article 2: To authorize Chairman of the Board of Directors of the Company:

- (i) 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;
- (ii) 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 Article 1 above;
- (iii) 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 Article 1 above and to sign, implement related agreements, contracts and documents, including the amendments or termination thereto (if any); and

- (iv) to decide and implement other necessary matters, procedures to complete the Treasury Share Sale Plan provided in Article 1 above.

Article 3: The relevant departments, individuals are responsible for implementing this Resolution.

Article 4: This Resolution is effective from the signing date.

**O.B.H THE BOARD OF DIRECTORS
CHAIRMAN**
[signed and sealed]

NGUYEN DANG QUANG