



ENGLISH TRANSLATION

**PROPOSAL ON ISSUANCE OF NEW SHARES UNDER THE
EMPLOYEE STOCK OPTION PLAN**

- 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 of Masan Group Corporation No. 166/2017/NQ-HDQT on 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 under the employee stock option plan (ESOP) as follows:

To approve the issuance plan of new shares under the employee stock option plan (ESOP) as follows:

1. Issuance plan:

- Purpose of the issuance: issuance of new shares to the employees of the Company and member companies to recognize their contribution to the transformation of Company and the member companies over the course of the past three years which resulted in the Company's record financial performance in 2016 (net sales increased by 41.4% and net profit after tax increase of 88.8% in 2016 compared to 2015).
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used for business requirements and supplementing the Company's working capital.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timeline of the issuance: within 2017 and the first 4 months of 2018.

- Issuance method: new shares will be issued directly to the employees of the Company and the member companies.
 - Proposed number of shares to be issued: up to 0.9% of the Company's total outstanding shares, which is 32% lower than the dilutive impact of the the number of ESOP shares approved at the 2016 AGM.
 - Issuance price: the issuance price under the ESOP shall be equal to the par value of each share, which is VND10,000/share.
 - Subscribers: employees of the Company and the member companies entitled to take part into the ESOP approved in accordance with the paragraph 5 below.
 - Transfer restrictions: subject to the decision of the Board of Directors or the Chairman (upon being authorized by the Board of Directors), certain ESOP shares allocated to management and key employees shall be restricted from being transferred for up to 2 years from the issuance date.
2. To approve the increase of charter capital of the Company that is equivalent to the total par value of the actually issued shares.
 3. To approve the amendment of the Company's Charter regarding the new charter capital based on the total par value of the actually issued shares.
 4. To approve the listing of the actually issued shares on the Ho Chi Minh Stock Exchange.
 5. To delegate to the Board of Directors, and to allow the Board of Directors to authorize the Chairman:
 - to promulgate policy on issuance of new shares to the employees under the ESOP;
 - to decide list of employees participating in the program; specific number of shares to be allocated to each employee and timing for implementation;
 - to decide the specific lock-up period with respect to the ESOP shares allocated to the management and key employees;
 - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City, to implement additional depository of the actually issued shares at the Vietnam Securities Depository and additional listing of the actually issued shares on the Ho Chi Minh Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Committee of Vietnam and/or for the compliance purposes with applicable regulations; and
 - to decide other matters and implement other actions in relation to the issuance of new shares under the ESOP 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