

TP. HCM, ngày 31. tháng 10 năm 2016
Ho Chi Minh City, 31.. October 2016

CÔNG BỐ THÔNG TIN TRÊN CỔNG
THÔNG TIN ĐIỆN TỬ CỦA
ỦY BAN CHỨNG KHOÁN NHÀ NƯỚC VÀ
SGDCK TP. HCM

DISCLOSURE OF INFORMATION ON
THE STATE SECURITIES
COMMISSION'S PORTAL AND
HOCHIMINH STOCK EXCHANGE'S
PORTAL

Kính gửi/To: - Ủy ban Chứng khoán Nhà nước/ *The State Securities
Commission*
- Sở Giao dịch Chứng khoán TP. HCM/ *Hochiminh Stock
Exchange*

- Tên tổ chức/ *Organization name*: Công ty Cổ phần Tập đoàn Masan/ *Masan Group Corporation*
- Mã chứng khoán/ *Securities symbol*: MSN
- Địa chỉ trụ sở chính/ *Address*: Phòng 802, Tầng 8, Tòa nhà Central Plaza, Số 17 Lê Duẩn, Phường Bến Nghé, Quận 1, TP. Hồ Chí Minh/ *Suite 802, 8th Floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City*
- Điện thoại/ *Telephone*: 08 6256 3862
- Fax: 08 3827 4115
- Người thực hiện công bố thông tin/ *Submitted by*: Ông Trần Phương Bắc/ *Mr. Tran Phuong Bac*
- Chức vụ/ *Position*: Giám đốc Tuân thủ/ *Head of Compliance*

Loại thông tin công bố: định kỳ bất thường 24h theo yêu cầu
Information disclosure type: periodic irregular 24 hours on demand

Nội dung thông tin công bố/ *Content of information disclosure*:

- Nghị quyết Hội đồng Quản trị số 15.17./2016/NQ-HĐQT ngày 31/10/2016 / *Resolution of the Board of Directors No 15.17./2016/NQ-HDQT dated 31 October 2016;*
- Thông báo số 15.18./2016/TB ngày 31/10/2016 về ngày đăng ký cuối cùng để thực hiện quyền của cổ đông / *Notice No. 15.18./2016/TB dated 31 October 2016 on the shareholder book closing date; và / and*
- Thông cáo báo chí ngày 31/10/2016 “Ý Định Chào Mua Công Khai Toàn Bộ Cổ Phiếu Masan Resources, Mở Đường Cho Đợt Tăng Trưởng Chiến Lược Và Huy Động Vốn Mới” / *Press release dated 31 October 2016 “Intention to Tender for all Shares of Masan Resources, Opening Way for Next Round of Strategic Growth and Capital”*



Thông tin này đã được công bố trong mục Công Bố Thông Tin thuộc phần Quan Hệ Cổ Đông trên trang thông tin điện tử của Công ty vào ngày 31/10/2016 tại đường dẫn https://masangroup.com/content/InvestorCenter?lang_ui=vn

This information was disclosed in the folder Corporate Announcements of section Investor Center on the Company's website on 31 October 2016 at https://masangroup.com/content/InvestorCenter?lang_ui=en

Tôi xin cam kết các thông tin công bố trên đây là đúng sự thật và hoàn toàn chịu trách nhiệm trước pháp luật về nội dung các thông tin đã công bố.

I declare that all information provided above is true and accurate, and I shall be legally responsible for any disclosed information.

ĐẠI DIỆN TỔ CHỨC
ORGANIZATION REPRESENTATIVE
Người được ủy quyền công bố thông tin
Authorized representative for information disclosure
GIÁM ĐỐC TUÂN THỦ / HEAD OF COMPLIANCE



The stamp is circular and red. It contains the text: "M.S.D.N: 0303576603 C.T.P.", "CÔNG TY CỔ PHẦN TẬP ĐOÀN MASAN", and "QUẬN 1 - TP. HCM". A blue ink signature is written over the stamp.

TRẦN PHƯƠNG BÁC



The stamp is circular and red. It contains the text: "16603-C.T.P.", "CÔNG TY CỔ PHẦN TẬP ĐOÀN MASAN", and "TP. HCM".

ENGLISH TRANSLATION

MASAN GROUP
CORPORATION
No.: 1517/2016/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Ho Chi Minh City, 31 October 2016

**RESOLUTIONS 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 November 2014;*
- *Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 25 April 2014, as amended from time to time;*
- *Pursuant to the Counting Vote Minutes No. 1516/2016/BBKP-HDQT dated 31 October 2016,*

RESOLVES

Article 1. To approve the plan by Masan Horizon Corporation (“**MH**”), a direct subsidiary of the Company, to tender for 100% shares of Masan Resources Corporation at VND15,500 per share.

Article 2. In relation to the increase of the Company’s capital contribution to the charter capital of MH:

- 2.1** To approve the Company to contribute to increase the charter capital of MH with an amount up to VND2,800 billion. Such additional capital contribution can be executed in many tranches within 12 months from the date hereof.
- 2.2** To authorize Mr. Nguyen Dang Quang, Chairman and CEO of the Company or Mr. Nguyen Thieu Nam, Deputy CEO of the Company:
 - (i) to decide the specific amount of contributing capital to the charter capital of MH, the timeline to make such capital contribution and all other matters related to the additional capital contribution to the charter capital of MH in accordance with the plan provided in Article 2.1; and
 - (ii) to execute required procedures to complete the additional capital contribution to the charter capital of MH in accordance with the applicable laws and MH’s Charter.

Article 3. In relation to the Company providing a facility to MH:

- 3.1** To approve the Company to sign and execute a facility agreement with MH, pursuant to that the Company shall provide MH with loans in VND having principal amount up to VND2,800 billion (the “**MH Facility Agreement**”).
- 3.2** To authorize Mr. Nguyen Dang Quang, Chairman and CEO of the Company or Mr. Nguyen Thieu Nam, Deputy CEO of the Company:

- (i) to decide specific terms and conditions of the MH Facility Agreement, and agreements, contracts and other documents related to the MH Facility Agreement, including the amendments thereto; and
- (ii) to sign, deliver and execute the MH Facility Agreement, and agreements, contracts and other documents related to the MH Facility Agreement, including the amendments thereto.

Article 4. In relation to the collection of written opinions of the Company's shareholders:

- 4.1** To approve the collection of written opinions of the General Meeting of Shareholders on the plan on raising capital for the Company, which shall be implemented by issuing up to 12 million new shares under a private placement at VND95,000 per share.
- 4.2** To authorize Mr. Nguyen Dang Quang, Chairman and CEO of the Company or Mr. Nguyen Thieu Nam, Deputy CEO of the Company to determine the shareholders book closing date and complete other required procedures related to the collection of written opinions of the General Meeting of Shareholders as mentioned above.

Article 5. In relation to the Company's borrowings:

- 5.1** To approve the Company to sign and execute a loan agreement with MRC LTD., pursuant to which MRC LTD. shall provide the Company with a loan having principal amount up to USD35 million (the "**Foreign Loan Agreement**").
- 5.2** To approve the Company to sign and execute one or many loan agreements with its subsidiary(ies), pursuant to that which subsidiary(ies) shall provide the Company with loans in VND having principal amount up to VND2,800 billion (the "**Internal Loan Agreements**").
- 5.3** To authorize Mr. Nguyen Dang Quang, Chairman and CEO of the Company or Mr. Nguyen Thieu Nam, Deputy CEO of the Company:
 - (i) to decide specific terms and conditions of the Foreign Loan Agreement, and the Internal Loan Agreements, transactions contemplated in the Foreign Loan Agreement, the Internal Loan Agreements, and agreements, contracts and other documents related to the Foreign Loan Agreement, and the Internal Loan Agreements, including the amendments thereto;
 - (ii) to decide specific plan of using proceeds from the loans under the Foreign Loan Agreement and the Internal Loan Agreements; and
 - (iii) to sign, deliver and execute the Foreign Loan Agreement, the Internal Loan Agreements, and agreements, contracts and other documents related to the Foreign Loan Agreement, and the Internal Loan Agreements, including the amendments thereto.

Article 6. The relevant departments and individuals are responsible for implementing this Resolutions.

Article 7. This Resolution is effective from the signing date.

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

[signed and sealed]

NGUYỄN ĐĂNG QUANG

MASAN GROUP CORPORATION

No: 1518/2016/TB

Re: Shareholder book closing date

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

Ho Chi Minh City, 31 October 2016

NOTICE

(Regarding the shareholder book closing date for shareholders to give opinions in writing)

To: Vietnam Securities Depository (VSD)

Name of the issuer: Masan Group Corporation

Transaction name: Masan Group Corporation

Address: 8th floor, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City.

Tel: 08 6256 3862

Fax: 08 3827 4115

We would like to notify VSD the shareholder book closing date to establish list of owners of the following securities:

Name of the securities: shares of Masan Group Corporation

Code of securities: MSN

Type of securities: ordinary share

Par value: VND 10,000/share

Listed on HOSE

The shareholder book closing date: 14 November 2016

1. Reason and purpose

- To collect shareholders' opinions in writing.

2. Detailed contents

a. To collect shareholders' opinions in writing

- Ratio of exercise:

+ For the ordinary share: 1 share – 1 voting right

- Planned timing: in November of 2016.

- Implementation place: to collect shareholders' opinions in writing.

- Contents for shareholders to give their opinions: to approve a plan on raising capital for the Company which shall be implemented by issuing up to 12 million new shares under a private placement.

We would like to request VSD to establish the list of owners of the securities as of the shareholder book closing date as defined above and send such list to:

- Address to receive the original list:

Masan Group Corporation

Address: 8th floor, Central Plaza, 17 Le Duan, Ben Nghe Ward,
District 1, Ho Chi Minh City

Attention to: Mr. Dang Ngoc Ca

- Email address to receive the electronic list: ca@msn.masangroup.com

We undertake the information of the owners of the securities shall be used in accordance with the proper purpose and VSD's regulations. We shall be responsible before the laws if there is any breach.

**THE LEGAL REPRESENTATIVE
CHAIRMAN**
(signed and sealed)

Nguyen Dang Quang

*** Enclosed with**

- Board resolution No. 1517/2016/NQ-HDQT dated 31 October 2016



FOR IMMEDIATE RELEASE

Masan Group Announces Intention to Tender for all Shares of Masan Resources, Opening Way for Next Round of Strategic Growth and Capital

Ho Chi Minh City, 31 Oct 2016 – Masan Group Corporation (HOSE: MSN, “Masan” and the “Company”), one of Vietnam’s largest private sector business groups, through its wholly owned subsidiary, announced a tender offer for all outstanding common shares of Masan Resources Corporation (HNX-UpCOM: “MSR”), the largest tungsten mine in the world and globally significant producer of hi-tech tungsten chemicals. The Company intends to tender for all of MSR shares for VND15,500 per share to increase its current 72.7% ownership on a fully diluted basis. Masan expects the tender offer to close before the end of 4Q2016, subject to corporate and regulatory approvals.

The proposed tender offer would be open to all common shareholders of MSR on a voluntary basis, allowing existing shareholders to either monetize their investment at approximately MSR’s book value or continue to participate in MSR’s next strategic phase of development. MRC Ltd., an investment fund co-managed by Fortress Investment Group and Mount Kellett, is the largest foreign investor in MSR with a 20.04% equity stake and has expressed interest in selling into the tender offer as part of a broader restructuring of its holding.

Masan Group Corporation intends to fund the proposed tender offer by its subsidiary, through a combination of USD35 million in 2 year debt and an issuance of 12 million primary shares at a price of VND95,000 per share. The net dilution impact to Masan’s existing shareholders will be minimal, taking into account the recently concluded buyback program, where the Company has acquired nearly 10 million shares at an average price below VND70,000 per share.

As a result of the tender, MSR is expected to gain greater strategic flexibility to achieve its objective of transforming the global tungsten market with longer-term capital. While 2016 experienced a challenging commodities market, MSR has been able to deliver growth and profitability with its first year of fully-ramped up operations and production of higher value-added specialty chemicals such as APT, BTO, and YTO. With a 19 year mine life ahead, one of the world’s lowest costs of production, and best-in-class technology, MSR and its fully-funded platform is already seen as a global market leader and strategic partner of choice within the tungsten industry.

The tender offer and the related corporate actions described herein are subject to customary regulatory and corporate approvals. Masan will disclose more detailed information in accordance with applicable securities law.