

ENGLISH TRANSLATION

MASAN GROUP CORPORATION  
No.: 1608/2016/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM  
Independence – Freedom – Happiness

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Date: 04 December 2016

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS**

**MASAN GROUP CORPORATION**

**THE GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on 26 November 2014;
- Pursuant to Law on Securities No. 70/2006/QH11 adopted by the National Assembly on 29 June 2006, as amended by Law No. 62/2010/QH12 adopted by the National Assembly on 24 November 2010;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 25 April 2014, as amended from time to time; and
- Pursuant to the Counting Vote Minutes of letters for shareholders’ opinion No. 1607/2016/BBKP-DHDCD dated 04 December 2016.

**RESOLVES**

**Article 1.** To approve the plan of charter capital increase and issuance of new shares of the Company by private placement and issuance of shares for increase of share capital with finances from the equity as follows:

Unit: VND

<b>Current charter capital</b>	<b>7,560,756,740,000</b>
Private placement	<b>120,000,000,000</b>
Issuance of shares for increase of share capital with finances from the equity	<b>3,794,207,320,000</b>
<b>Estimated charter capital after increase</b>	<b>11,474,964,060,000</b>

**1. Private placement**

(i) Plan of issuance:

- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Total number of issued shares: 756,075,674 shares.
- Total number of treasury shares: 9,234,210 shares.
- Total number of outstanding shares: 746,841,464 shares.

- Total number of shares to be issued: 12,000,000 (twelve million) shares.
  - The investor who is offered for subscription of new shares:
    - ✓ Name of the investor: MRC LTD.
    - ✓ Incorporation number: WK-248413 issued by the Registrar of Companies of the Cayman Islands on 24 November 2010.
    - ✓ Registered office: co Intertrust Corporate Services Cayman Limited, 190 Elgin Avenue, George Town, KY19005 Cayman Islands.
  - Issuance method: private placement.
  - Number of issuance tranche: in one tranche.
  - Proposed timing of issuance: in 2016 and the first 4 months of 2017, after being approved by the Vietnam State Securities Commission.
  - Issuance price: VND95,000/share.
  - The proposed proceeds received from the issuance: VND1,140,000,000,000.
  - Purpose of issuance and plan of using the proceeds: to raise capital used for the Company's corporate general purposes and business requirements, and to supplement the Company's working capital.
  - 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 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 newly issued shares.
- (v) To approve the additional depository and listing of the newly issued shares on Vietnam Securities Depository and the Ho Chi Minh City Stock Exchange.
- (vi) To authorize 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 relevant agreements, contracts and documents;
  - to decide specific plan of using the proceeds received from the issuance;
  - to perform necessary procedures to register the increase of the charter capital, to implement the depository registration with Vietnam Securities Depository and the additional listing of the newly issued shares on the Ho Chi Minh City Stock Exchange;
  - to 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.

## **2. Issuance of shares for increase of share capital with finances from the equity (“Bonus shares”)**

### **(i) Plan of issuance:**

- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timing of issuance: in 2016 and the first 6 months of 2017, after being approved by the Vietnam State Securities Commission and after the private issuance.
- Target of issuance: current shareholders, i.e. shareholders at the book closing date shall receive stock dividend corresponding to their holding.
- Issuance ratio: 2:1 (50%), i.e. on the book closing date, each shareholder with 2 shares shall receive 1 bonus share.
- Proposed total number of shares to be issued: 379,420,732 shares.
- Handling of fractional share: if the issuance of stock gives rise to fractional share, the number of shares that shareholders receive will be rounded down to ensure that the total number of actually issued shares shall not exceed the proposed total number of shares to be issued.
- Resources of issuance: from capital surplus.

### **(ii) To approve increase of the charter capital of the Company equivalent to the total par value of the number of actually issued shares.**

### **(iii) 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 shares.**

### **(iv) To approve the additional depository and listing of the actually issued new shares on Vietnam Securities Depository and the Ho Chi Minh City Stock Exchange.**

### **(v) To authorize 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 deal with the shares that will not be subscribed;
- to perform necessary procedures to register the increase of the charter capital, to implement the depository registration with Vietnam Securities Depository and the additional listing of the actually issued new shares on the Ho Chi Minh City Stock Exchange;
- to 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.

**Article 2.** To plan of 2015 dividend allocation and 2016 dividend advance of the Company, details as follows:

1. To allocate the 2015 dividend and advance of 2016 dividend by cash with the ratio 30% (VND3,000/ 1 share).
2. Timing to pay the 2015 dividend and advance of 2016 dividend: within 6 months from the date of the General Meeting of Shareholders' approval, unless the law stipulates otherwise.

**Article 3.** To approve the authorization of Mr. Nguyen Dang Quang, Chairman and CEO and/or Mr. Nguyen Thieu Nam, Deputy CEO of the Company:

1. To decide the specific timing to pay the 2015 dividend and advance of 2016 dividend mentioned in Article 2 in accordance with the law and on the basis of optimizing cash flow and bank deposits of the Company;
2. To implement all other required procedures and decide other matters in relation to the 2015 dividend and advance of 2016 dividend mentioned in Article 2.

**Article 4.** To approve the offshore offering and listing of non-convertible bonds by the Company with the aggregate principal amount not exceeding USD300 million (the "International Bonds").

**Article 5.** To authorize the Board of Directors, and to allow the Board of Directors to authorize the CEO and/or the Deputy CEOs:

1. to decide the specific aggregate principal amount of the International Bonds to be offered;
2. to decide the time of offering and listing of the International Bonds;
3. to choose the foreign stock exchange where the offered International Bonds will be listed on; and
4. to implement procedures and other works necessary for completion of the offering and listing of the International Bonds.

**Article 6.** The Board of Directors and the Board of Management of the Company are responsible for implementing this Resolution.

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

**O.B.H THE GENERAL MEETING OF  
SHAREHOLDERS  
CHAIRMAN  
*[signed and sealed]***

**NGUYEN DANG QUANG**