

ENGLISH TRANSLATION
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MASAN GROUP CORPORATION
No.:/2019/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, 24 April 2019

RESOLUTIONS OF 2019 ANNUAL 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 the Law on Securities No. 70/2006/QH11 approved by the National Assembly on 29 June 2006, as amended from time to time;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) approved on 25 April 2014 and its amendments from time to time (the “**Charter**”);
- Pursuant to the Meeting Minutes of the 2019 General Meeting of Shareholders No./2019/BBH-DHDCD on 24 April 2019.

RESOLVES

Article 1. To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2018.

Article 2. To approve the Supervisory Board’s report on the Company’s business results and performance results of the Board of Directors, Chief Executive Officer (CEO) in 2018.

Article 3. To approve the 2018 financial statements of the Company audited by KPMG Company Limited.

Article 4. To approve the following 2019 business plan of the Company on a consolidated basis:

Unit: VND billion

Contents	2019 Plan	2018 Actual	Growth
Net revenue	45,000 – 50,000	38,188	18% – 31%
Net profit after tax attributable to equity holders	5,000 – 5,500	3,478 ¹	44% – 58%

¹ This excludes net one-time gains (non-core) of VND1,438 billion primarily from the “deemed disposal” of the Company’s interest in Techcombank as a result of the bank’s recent equity issuances at a price higher than the Company’s carrying value. Therefore, net profit after tax attributable to equity holders of the Company including net one-time gains (non-core) in 2018 is VND4,916 billion.

Article 5. To approve the 2018 year-end dividend distribution of the Company as follows:

- Dividend percentage in cash: 0%

Article 6. To approve the selection of KPMG Company Limited to be the Company's auditing firm for the financial year 2019.

Article 7. 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 Company and the member companies over the last year.
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, 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 2019 and the first 4 months of 2020.
- 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 0.5% of the Company's total outstanding shares.
- 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.

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 the total number of shares to be issued in accordance with the issuance plan and the applicable laws; to decide list of employees participating in the program; specific number of shares to be allocated to each employee and timing for implementation;
- 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.

Article 8. To approve the transactions between the Company and its related parties:

1. In order to achieve greater synergies by leveraging the operational platforms of the whole Masan Group, including the Company's and those of its affiliated and member companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, to approve the following intercompany transactions (the "**Related Transactions**"), including and without limitation the transactions listed below between/among the Company and (i) MasanConsumerHoldings Company Limited and/or its affiliated and member companies; (ii) Masan Nutri-Science Corporation and/or its affiliated and member companies; (iii) Masan Horizon Company Limited and/or its affiliated and member companies; and (iv) other affiliated and member companies within Masan Group:
 - a. transactions for sale and purchase of goods;
 - b. transactions for transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;
 - c. transactions for cost sharing; pursuant to which the shared costs shall include, without limitations, information technology services costs, management costs, other services fees, and operation costs which are actually incurred, all on an arm-length basis and allocated by agreements among the companies in a transparent, fair and reasonable manner, and in accordance with market practices and compliance with applicable laws; and
 - d. transactions for borrowing, loan, sale and purchase of bonds issued by the Company, member companies within Masan Group as provided in the introduction paragraph of this Article, guarantee, pledge and mortgage on the basis of optimizing the treasury and finance function of the parties.
2. To authorize the Chairman and allow the Chairman to reauthorize other management personnel of the Company:
 - a. to decide specific terms and conditions of the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any); and;
 - b. to sign and implement the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any).

Article 9. To optimize the Company's cash management, and to maximize yield on the

Company's cash, approve the investment in, purchase of, and sale of bonds (including transactions on secondary market with respect to bonds issued by affiliated and member companies within Masan Group), certificates of deposit, and other assets in accordance with the applicable laws (the "**Investment Transactions**"), and to authorize Chairman, and allow the Chairman to reauthorize other management personnel of the Company:

1. to decide specific terms and conditions of the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any); and
2. to sign and implement the Investment Transactions and agreements, contracts, documents in relation to the Investment Transactions, including the amendments, supplements, termination, novation thereof (if any).

Article 10. To approve the number of members of the Board of Directors for the term of 2019 – 2024 comprising of 6 members.

Article 11. To approve the election of the following persons as members of the Board of Directors for the term of 2019 – 2024:

1. Mr./Ms. _____;
2. Mr./Ms. _____;
3. Mr./Ms. _____;
4. Mr./Ms. _____;
5. Mr./Ms. _____; and
6. Mr./Ms. _____.

Article 12. To approve the number of members of the Supervisory Board for the term of 2019 – 2024 comprising of 3 members.

Article 13. To approve the election of the following persons as members of the Supervisory Board for the term of 2019 – 2024:

1. Mr./Ms. _____;
2. Mr./Ms. _____; and
3. Mr./Ms. _____.

Article 14. To approve the remuneration for the members of the Board of Directors and the Supervisory Board of the Company in 2019: VND0.

Article 15. To approve the Chairman of the Board of Directors to concurrently hold the position of CEO of the Company in 2019.

Article 16. The Board of Directors, Supervisory Board and Board of Management are responsible for implementing this Resolution.

Article 17. This Resolution is effective from the signing date.

**O.B.H THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**

NGUYEN DANG QUANG