

ENGLISH TRANSLATION

MASAN GROUP CORPORATION
No.: 1610/2016/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, 05 December 2016

**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 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;
- Pursuant to the Resolution of the General Meeting of Shareholders No. 1608/2016/NQ-DHDCD dated 4 December 2016 (the “**GMS Resolution**”); and
- Pursuant to the Counting Vote Minutes of letters for opinion of members of the Board of Directors No. 1609/2016/BBKP-HDQT dated 5 December 2016.

RESOLVES

Article 1. To approve the issuance of new shares of the Company in accordance with the issuance plan and use of the proceeds from the issuance which have been approved by General Meeting of Shareholders pursuant to the GMS Resolution, of which the details are as follows:

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

Article 2. To designate Mr. Nguyen Dang Quang – Chairman of the Board of Directors and CEO of the Company:

1. to decide the time of issuance and other matters related to the issuance;
2. to decide specific terms, conditions, transactions of the issuance of new shares and to sign, implement relevant agreements, contracts and documents;
3. 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;
4. 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
5. to decide other matters and to implement other works to complete the issuance of new shares.

Article 3. Relevant departments and 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