

Ho Chi Minh City, April 18, 2013

**RESOLUTION OF THE BOARD OF DIRECTORS
MA SAN GROUP CORPORATION**

THE BOARD OF DIRECTORS

- Pursuant to the Law on Enterprises in 2005 approved by the National Assembly on November 29, 2005 and its guiding documents;
- Pursuant to the Charter of Ma San Group Corporation (the “**Company**”);
- Pursuant to the Resolution No. 077/NQ-DHDCD-12 of the Annual General Meeting of Shareholders of the Company dated April 25, 2012;
- Pursuant to the Resolution No. 012/2013/NQ-HDQT of the Board of Directors dated January 14, 2013 (the “**Resolution No. 012**”);
- Pursuant to the Meeting minutes of counting votes of the letter to the members of the Board of Directors dated April 18, 2013;

RESOLVES

Article 1. Following the Resolution No. 012 of the Board of Directors approving the implementation plan of issuance of new shares under the ESOP, the Board of Directors approves the following contents:

- Criteria of the employees entitled to the ESOP: are the management officers, employees who (i) have outstanding performance, significant contribution to the businesses and operations of the Company, its subsidiaries or affiliates within Ma San Group, which results in the long term growth of the Company, its subsidiaries or affiliates, and (ii) make a long term commitment to the Company, its subsidiaries or affiliates.
- Issue price: the issue price of each share of the ESOP is VND10,000/share.
- Principles to determine allocation of ESOP shares: the number of shares allocated to qualified management officers and employees shall be based on the below criteria each weighted from 10% to 50% recognizing the professional expertise, experience and scope of work:
 - 30%-50% Impact on shareholder value including business performance, leadership initiatives and capital raising;
 - 10%-30% Business development initiatives including long term investor partnerships, disciplined capital allocation, strong risk management, strategic product and business acquisitions and fostering talent; and
 - 10% - 30% Direct responsibilities and position.

To designate Dr. Nguyen Dang Quang – Chairman of the Board of Directors to decide specific number of shares to be allocated to each employee based on the principles above.

- Timing: it is proposed to be implemented in the first 4 months of 2013. To designate Dr. Nguyen Dang Quang to decide the specific timing.

Article 2. The Board of Management, relevant individuals and departments are responsible for implementing this Resolution.

Article 3. This Resolution shall take effect from the signing date.

**ON BEHALF OF THE BOD
CHAIRMAN OF THE BOD**

/signed and sealed/

NGUYEN DANG QUANG