



**MASAN GROUP CORPORATION**  
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## **ENGLISH TRANSLATION**

# **REPORT OF THE SUPERVISORY BOARD AT 2019 ANNUAL GENERAL MEETING SHAREHOLDERS**

Dear Shareholders,

- Pursuant to the rights and responsibilities of the Supervisory Board provided in the Charter of Masan Group Corporation;
- Pursuant to the 2018 financial statements of the Company audited by KPMG Company Limited and the Report of the activities of the Board of Directors in 2018.

The Supervisory Board would like to report our activities in 2018 as follows:

### **I. Activities of the Supervisory Board in 2018**

1. Supervising, checking the management and execution of 2018 earnings objectives by the Board of Directors and the Management Board, checking the legality and reasonableness of our businesses in 2018 in accordance with the resolutions of the General Meeting of Shareholders in 2018.
2. Checking and supervising the issuing resolutions, decisions of the Board of Directors and the Management Board.
3. Checking the reasonableness, legality, honesty and diligence in implementing accounting operations and forming financial statements. Reviewing the Company's first 6-month of 2018 financial statements and the year ended financial statements reviewed and audited by KPMG Company Limited.

In 2018, the Supervisory Board held its meetings, including the assessment of the accounting and financial operations, business performance, governance and management of the Company for the first 6-month of 2018 and the whole year. Through specific activities of the members, the Supervisory Board opines that activities of the Supervisory Board have always been supported and provided with necessary information from the Board of Directors, Management Board so that the Supervisory Board can deliver its function of checking and supervising business management activities by the Board of Directors and the Management Board. The members of the Supervisory Board assigned among them their specific duties for the highest quality performance of the Supervisory Board. The members of the Supervisory Board fulfilled their assignments well last year. As the activities of the Board of Directors, members of the Supervisory Board were not compensated in their capacity as members of the Supervisory Board, and the Supervisory Board did not incur any operational expenses.

## II. The results of the Supervisory Board's checking and monitoring of the Company's operations

### 1. Regarding the accounting and financial operations of the Company

The Company observed all requirements of current accounting standards and policies for Vietnam's businesses in organizing the financial-accounting function, performing accounting operations and preparing all quarterly financial statements with accuracy, integrity and legality.

The Supervisory Board confirms that the financial figures under the 2018 financial statements of the Company presented to the General Meeting of Shareholders are a fair reflection of the Company and relevant companies' current financial situation. Key figures of the financial situation as of 31 December 2018:

**Table 1: Balance sheet**

	<u>Group</u>		<u>Company</u>	
	31/12/2018 VND million	1/1/2018 VND million	31/12/2018 VND million	1/1/2018 VND million
<b>ASSETS</b>				
<b>Current assets</b>	<b>12,499,618</b>	<b>15,144,937</b>	<b>4,577,655</b>	<b>1,450,395</b>
Cash and cash equivalents	4,585,889	7,417,111	681,197	129,224
Short-term financial investments	375,848	640,069	1,524,338	44,210
Accounts receivable – short-term	2,412,555	2,247,100	2,363,413	1,265,151
Inventories	4,333,191	4,333,097	-	-
Other current assets	792,135	507,560	8,706	11,809
<b>Long-term assets</b>	<b>52,078,995</b>	<b>48,383,585</b>	<b>22,793,654</b>	<b>21,106,740</b>
Accounts receivable – long-term	1,377,124	1,453,961	4,020,557	2,258,495
Fixed assets	29,203,764	29,829,534	10,825	4,771
Long-term work in progress	2,171,342	1,838,001	553	119
Long-term financial investments	15,347,915	11,338,355	18,761,353	18,798,446
Other long-term assets	3,978,850	3,923,734	365	44,909
<b>TOTAL ASSETS</b>	<b>64,578,613</b>	<b>63,528,522</b>	<b>27,371,310</b>	<b>22,557,135</b>

	<u>Group</u>		<u>Company</u>	
	31/12/2018 VND million	1/1/2018 VND million	31/12/2018 VND million	1/1/2018 VND million
<b>RESOURCES</b>				
<b>LIABILITIES</b>	<b>30,498,935</b>	<b>43,303,327</b>	<b>3,130,547</b>	<b>10,957,863</b>
Current liabilities	15,795,515	15,532,987	3,130,547	1,103,427
Long-term liabilities	14,703,420	27,770,340	-	9,854,437
<b>OWNERS' EQUITY</b>	<b>34,079,678</b>	<b>20,225,195</b>	<b>24,240,762</b>	<b>11,599,271</b>
Share capital	11,631,495	11,573,740	11,631,495	11,573,740
Capital surplus	11,084,417	6,855,539	11,084,417	6,855,539
Other capital	(9,426,958)	(9,426,958)	(1,695,338)	(1,695,338)
Treasury shares	-	(6,518,087)	-	(6,518,087)
Foreign exchange differences	4,402	2,431	-	-
Undistributed profits after tax	16,193,388	12,350,048	3,220,189	1,383,418
Non-controlling interests	4,592,934	5,388,482	-	-
<b>TOTAL RESOURCES</b>	<b>64,578,613</b>	<b>63,528,522</b>	<b>27,371,310</b>	<b>22,557,135</b>

2. Regarding the Company's business performance and member companies within the Group

For the full year 2018, the Group's consolidated net revenue increased to VND38,188 billion from VND37,621 billion in 2017. Masan Consumer Holding (MCH) delivered significant topline growth of 28.2% from its focus on innovation based brand-building, while revenue of Masan Resources (MSR) increased 27% in 2018 supported by higher prices and increased operational efficiencies. Masan Nutri-Science (MNS) net revenue declined by 25.2% as pig farmers reinvested at a slower pace than management forecasted. While the reported net profit after tax post minority interest increased from VND3,103 billion in 2017 to VND4,916 billion in 2018, representing an 58.43% growth. Such net profit after tax post minority interest was contributed from a net one-time gain from the partial deemed disposal of MSN's shareholding in TCB during the first half of 2018.

In 2018, the Supervisory Board did not find any abnormal signs in the Company's business operations. All of them were conducted in compliance with the Law on Enterprises, Law on Securities, the Company's Charter and other legal regulations.

Business performance results and accounting figures have been carefully checked to ensure the accuracy and legality of accounting books.

The Company fully observed current legal regulations in information disclosure on the stock market.

Figures of business results as of 31 December 2018:

**Table 2: Statement of income**

	<u>Group</u>		<u>Company</u>	
	2018 VND million	2017 VND million	2018 VND million	2017 VND million
Revenue from sale of goods	39,378,747	38,980,236	-	-
Revenue deductions	1,191,130	1,359,590	-	-
<b>Net revenue</b>	<b>38,187,617</b>	<b>37,620,646</b>	-	-
Cost of sales	26,306,208	25,988,836	-	-
<b>Gross profit</b>	<b>11,881,409</b>	<b>11,631,810</b>	-	-
<b>Net operating profit</b>	<b>6,276,987</b>	<b>4,181,887</b>	<b>1,836,771</b>	<b>1,353,480</b>
<b>Accounting profit before tax</b>	<b>6,243,824</b>	<b>4,138,637</b>	<b>1,836,771</b>	<b>1,353,394</b>
Income tax expense – current	726,692	630,961	-	-
Income tax benefit – deferred	(104,373)	(100,014)	-	-
<b>Net profit after tax (carried forward)</b>	<b>5,621,505</b>	<b>3,607,690</b>	<b>1,836,771</b>	<b>1,353,394</b>

	<u>Group</u>		<u>Company</u>	
	2018 VND million	2017 VND million	2018 VND million	2017 VND million
<b>Net profit after tax (brought forward)</b>	<b>5,621,505</b>	<b>3,607,690</b>	<b>1,836,771</b>	<b>1,353,394</b>
<b>Attributable to:</b>				
Equity holders of the Company	4,916,497	3,102,664	-	-
Non-controlling interest	705,008	505,026	-	-
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<b>Earnings per share</b>				
Basic earnings per share (VND)	4,561	2,727	-	-

3. On the governance and management

a. The Board of Directors:

The Board of Directors fulfilled its responsibilities of management in compliance with the Law on Enterprises, Law on Securities, the Company's Charter, Resolutions of the General Meeting of Shareholders and other legal regulations.

The Board of Directors has duly executed resolutions of the General Meeting of Shareholders in 2018. The Board of Directors ensured the Company's information disclosure in complying with applicable laws on the securities market. The Company also provided fully, on the timely manner, to the shareholders information on financial, business results on a quarterly basis through periodical press release.

The Board of Directors' resolutions were issued in compliance with the legal authorities of the Board of Directors and their contents were in compliance with the resolutions of the General Meeting of Shareholders, and the Law on Enterprises, Law on Securities, the Company's Charter, and other legal regulations. The Board of Directors executed well its roles in management, monitoring and supporting the Management Board in implementing business plans in order to achieve earnings objectives in 2018.

The Board of Directors always ensured the Supervisory Board to have accurate information sufficiently and promptly for the Supervisory Board to supervise, monitor the Board of Directors' compliance in management, implementing the internal governance regulations to protect the interests of the Company and shareholders.

b. CEO and the Management Board

The Supervisory Board opines that the CEO and the Management Board has executed the Company's business operations highly efficiently and in compliance with the resolutions of the Board of Directors and the General Meeting of Shareholders. Members of the Management Board has specifically and clearly allotted their duties to each member who is in charge of each area.

The CEO and the Management provided information and supported the Supervisory Board to fulfil its duties of supervising, checking management activities, and implementing business plans of the Company.

### **III. Conclusions**

The Company's operations during the last year were in compliance with the Law on Enterprises, Law on Securities, the Company's Charter and other legal regulations, and based on Resolutions of the General Shareholders' Meeting and of the Board of Directors.

*Ho Chi Minh City, 12 April 2019*

**O.B.H OF THE SUPERVISORY  
BOARD  
HEAD**

*[signed and sealed]*

**NGUYEN QUYNH LAM**

## APPENDIX

### SUPERVISORY BOARD'S MEETINGS IN 2018

<b>No.</b>	<b>Meeting minutes</b>	<b>Main contents</b>
1.	Meeting minutes dated 13 August 2018	Assessment of the accounting and financial operations, business performance, governance and management of the Company for the first 6-month of 2018.
2.	Meeting minutes dated 11 March 2019	Assessment of the accounting and financial operations, business performance, governance and management of the Company for the whole year 2018.