



MASAN GROUP CORPORATION

8th Floor, Central Plaza, 17 Le Duan Street,
District 1, Ho Chi Minh City, Viet Nam.

Phone : (+84 28) 6256 3862

Facsimile : (+84 28) 3827 4115

Web : www.masangroup.com

ENGLISH TRANSLATION

Ho Chi Minh City, 24 April 2019

VOTING PROCEDURES AT 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS MASAN GROUP CORPORATION

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on 26 November 2014;
- Pursuant to the Charter of Masan Group Corporation (the “**Company**”) dated 25 April 2014, amended from time to time,

The vote counting committee would like to inform the voting procedures at 2019 Annual General Meeting of Shareholders as follows:

1. Voting cards:

The organizing committee issues 4 Voting cards, including:

- 1.1. **Hand-raised voting card:** to vote on general matters as supposed by the Meeting Chairperson and not to be collected to the vote box.
- 1.2. **Voting card** (with choices of Agreement/ Disagreement/ No Opinion): to vote on important matters submitted for the General Meeting of Shareholders’ opinions at the meeting and to be collected into the voting box. This voting card is numbered as the Voting card No. 1.
- 1.3. **Voting card to elect members of the Board of Directors.** This voting card is numbered as the Voting card No. 2.
- 1.4. **Voting card to elect members of the Supervisory Board.** This voting card is numbered as the Voting card No. 3.
- 1.5. **Back-up voting card.** This voting card is to vote on new matters arising during the meeting which are required to be approved. This card also includes the choices like the Voting card No. 1 as mentioned at the paragraph 1.2 and is numbered as the Voting card No. 4.

2. Voting procedures:

- 2.1 **With regard to the hand-raised voting card:** voting on the vote number basis

For general matters such as electing the presiding panel, secretary group, vote counting committee, approving the Resolutions of the General Meeting of

Shareholders, participating shareholders or their proxy raise the hand-raised voting cards when the Meeting Chairperson asks for votes: Agree/ Disagree/ No Opinion.

2.2 **With regard to the voting card** (with choices of Agreement/ Disagreement/ No Opinion): voting on the basis of number of shares.

2.2.1. Shareholders or their proxy shall mark either V or X on **one** of the 3 choices (Agree/ Disagree/ No Opinion).

2.2.2. Shareholders or their proxy do not mark any choice or do not put the voting card into the voting box which means they choose **No opinion**.

2.3 **With regard to the voting card to elect members of the Board of Directors, Supervisory Board:** electing under the method of cumulative voting:

2.3.1. Each shareholder or the proxy shall have the **Aggregate number of votes** which shall be equal to the number of shares multiplied by the required number of members to be elected to the Board of Directors, Supervisory Board.

2.3.2. The voting card shall have two voting methods and shareholder or the proxy is only allowed to choose **either 1 of the 2 methods** to elect the members of the Board of Directors, Supervisory Board:

a. The first election method (equally dividing the number of shares among the nominees chosen by the shareholder):

i. Shareholder or the proxy writes the number of the nominees who are elected in the rectangle box in the first election method of the voting card and mark X or V in the square cells aligning with the names of those nominees. Accordingly:

- the Aggregate number of votes shall be equally divided by the number of nominees who are chosen by the shareholder or the proxy.

- in case where there is decimal number of votes after dividing the Aggregate number of votes, the shareholder or the proxy writes the numerical order (refer to the first column of the first election method) of **one** nominee (among the chosen nominees) in the rectangle box at the last row of the first election method in order to accumulate the integer number of votes (**number before the decimal point**) to such nominee. The votes corresponding to digits after the decimal point shall be cancelled.

ii. If the shareholder or the proxy does not vote for any nominee, he shall leave the rectangle box blank or write "0" in the rectangle box at the row "The number of nominees that the shareholder wants to vote for" and shall not mark X or V in the square cell(s) aligning with the names of the nominees in the first election method.

Example:

Shareholder who wants to distribute equally his number of votes to 3 nominees including A, D and E among 4 nominees and accumulate the decimal number of votes for Mr. Hoang Van D (having the numerical order: 2) shall write as follows:

| NO. | FULL NAME OF THE NOMINEES | THE FIRST SELECTION METHOD The number of nominees that the shareholder wants to vote for: <input data-bbox="1102 533 1222 584" type="text" value="3"/> |
|-----|---------------------------|---|
| 1 | Mr. Nguyen Van A | <input checked="" data-bbox="1043 607 1075 640" type="checkbox"/> |
| 2 | Mr. Hoang Van D | <input checked="" data-bbox="1043 674 1075 707" type="checkbox"/> |
| 3 | Mr. Tran Van E | <input checked="" data-bbox="1043 745 1075 779" type="checkbox"/> |
| 4 | Mr. Pham Van H | <input data-bbox="1043 817 1075 851" type="checkbox"/> |
| | | The integer part of votes shall be accumulated to the nominee having the numerical order: <input data-bbox="1394 943 1482 994" type="text" value="2"/> |

b. The second election method (electing with different number of votes among the nominees):

- i. Shareholder or the proxy who wants to vote for a nominee is required to write the number of votes into the cells aligning with the name of such nominee. **Each cell shall be filled with only one digit starting from the right side, provided that the last digit of the number of votes shall be placed in the cell furthest to the right.** Digits must be written consecutively, empty cell must not be left between the digits and the digits must fit the cell. The cells which do not have any digit must be filled with “0”, but not strike through the empty cells. Please review the following examples for more reference.
- ii. Shareholder or the proxy may accumulate all his **Aggregate number of votes** for one nominee or for two nominees or more, provided that the total number of votes for these nominees **must be less than or equal to the Aggregate number of votes.**
- iii. If the shareholder or the proxy does not vote for any nominee, he shall leave all the cells aligning with the name of such nominee empty or write “0” in the cells aligning with the name of such nominee.
- iv. Not writing any digit in any cell of all the nominees means that the shareholder or the proxy does not vote for any nominee.

Example:

Shareholder holding **500** shares shall have a voting card representing **500** votes.

Number of members of the Supervisory Board to be elected: 3 members.

The Aggregate number of votes: 500 shares x 3 = 1,500 votes.

In case there are 4 nominees, at the discretion of the shareholder, there may have the following voting ways:

(i)

| NO. | FULL NAME OF THE NOMINEES | THE SECOND ELECTION METHOD |
|-----|---------------------------|----------------------------|
| 1 | Mr. Nguyen Van A | 0 0 0 0 0 0 4 0 0 |
| 2 | Mr. Hoang Van D | 0 0 0 0 0 0 6 0 0 |
| 3 | Mr. Tran Van E | 0 0 0 0 0 0 2 0 0 |
| 4 | Mr. Pham Van H | 0 0 0 0 0 0 3 0 0 |

(ii)

| NO. | FULL NAME OF THE NOMINEES | THE SECOND ELECTION METHOD |
|-----|---------------------------|----------------------------|
| 1 | Mr. Nguyen Van A | 0 0 0 0 0 1 5 0 0 |
| 2 | Mr. Hoang Van D | 0 0 0 0 0 0 0 0 0 |
| 3 | Mr. Tran Van E | 0 0 0 0 0 0 0 0 0 |
| 4 | Mr. Pham Van H | 0 0 0 0 0 0 0 0 0 |

(iii)

| NO. | FULL NAME OF THE NOMINEES | THE SECOND ELECTION METHOD |
|-----|---------------------------|----------------------------|
| 1 | Mr. Nguyen Van A | 0 0 0 0 0 0 0 0 0 |
| 2 | Mr. Hoang Van D | 0 0 0 0 0 0 0 0 0 |
| 3 | Mr. Tran Van E | 0 0 0 0 0 0 0 0 0 |
| 4 | Mr. Pham Van H | 0 0 0 0 0 0 0 0 0 |

2.3.3 In case of mistaken marking, shareholders can ask the organizing committee for a new card after returning the old one.

3. Principles to determine the validity of the voting cards:

3.1. Valid voting cards:

- 3.1.1. Pre-printed form issued by the organizing committee with the Company's seal, without erasing or correcting, without other content being added to the cards.
- 3.1.2. With regard to the voting cards (with choices of Agreement, Disagreement, or No Opinion): only mark with V or X on **one** of three squares corresponding to one of the three choices.
- 3.1.3. With regard to the voting cards to elect member of the Board of Directors, Supervisory Board:
 - a. For the first election method: the number of nominees chosen by the shareholder or the proxy must be equal to the number of nominees whose names marked with X or V.
 - b. For the second election method: the total number of votes for the nominees must be less than or equal to the Aggregate number of votes.

3.2. Invalid voting cards:

- 3.2.1. The voting cards are not issued by the organizing committee, or are erased or corrected, or new content is added into the voting cards.
- 3.2.2. With regard to the voting cards (with choices of Agreement, Disagreement, or No Opinion): marked with more than one choice out of three: Agree, Disagree, No Opinion; or marked with signs other than X or V.
- 3.2.3. With regard to the voting card to elect the members of the Board of Directors, Supervisory Board:
 - a. Implementing the two election methods but causing different results;
 - b. Striking through names of nominees;
 - c. Digits are not written consecutively or the space between the cells is left in the second election method;
 - d. The total number of the votes for the nominees is higher than the Aggregate number of votes in the second election method;
 - e. The number of nominees chosen by the shareholder or the proxy is different from the number of nominees marked with V or X in the first election method.

4. Principles to collect and count votes, and prepare vote counting minutes:

- 4.1. After voting, shareholders shall put their voting cards into voting box. To facilitate the vote counting, the shareholders are kindly requested not fold, crumple the voting cards when putting them in the voting box. The collection of voting cards shall end when all shareholders or the proxy put their voting cards into the box or when the time for collecting voting cards is up according to the vote counting committee's announcement.
- 4.2. Vote counting shall be performed immediately after the completion of the voting card collection.
- 4.3. Results of vote counting are documented with signatures of all members of the vote counting committee. Minutes of vote counting shall consist of main items according to legal regulations and be read aloud before the meeting closing.

5. Approval on the resolutions of the General Meeting of Shareholders:

Resolutions of the General Meeting of Shareholders are approved by the voting method once they obtain the minimum percentage of agreement, according to relevant legal regulations and the Charter of the Company:

- 5.1. For resolutions on type of shares and total number of shares of each type, transactions between the Company and its related parties, transactions of investment in, sale of, purchase of bonds, certificates of deposit and other assets: at least 65% of the total voting shares of shareholders attending the meeting who agree on.
- 5.2. For resolutions on electing the members of the Board of Directors, Supervisory Board: the approval shall be determined in accordance with the rules provided in section 6 below.
- 5.3. Other matters: at least 51% of the total voting shares of shareholders attending the meeting who agree on.

6. Principles for the election of member to the Board of Directors, Supervisory Board:

- 6.1. The approved members of the Board of Directors, Supervisory Board shall be determined in the number of votes from the highest to the lowest, starting from the nominee having the highest number of votes to the extent that sufficient members of the Supervisory Board are elected.
- 6.2. In case there are two or more nominees with equal votes for the last member of the Board of Directors, Supervisory Board, the voting among these nominees shall be organized.

7. Claim against the voting and vote counting

All claims, inquiries on the voting and vote counting shall be resolved by the Meeting Chairperson or Head of vote counting committee, provided that such claims and inquiries are raised before the announcement of the meeting minutes.