

ENGLISH TRANSLATION

MA SAN GROUP CORPORATION
No.: 271/2014/NQ-HDQT

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness
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Ho Chi Minh City, December 29, 2014

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

THE BOARD OF DIRECTORS

- Pursuant to the Law on Enterprises No. 60/2005/QH11 approved by the National Assembly on November 29, 2005;
- Pursuant to the Charter of Ma San Group Corporation (“MSN”);
- Pursuant to the Minutes of checking votes of the letters for opinions of the Board of Directors’ members No. 269/2014/BBKP-HDQT dated December 29, 2014,

RESOLVES

Article 1: To approve MSN and/or subsidiary(es) wholly owned by MSN to participate in one or more transactions to purchase and/or sell a number of shares up to 100% of the charter capital of Masan Agri Corporation (“**Masan Agri Transaction**”).

Article 2: To authorize Dr. Nguyen Dang Quang – Chairman of the Board of Directors or Mr. Nguyen Thieu Nam – Deputy CEO of MSN:

1. To decide the terms and conditions of all contracts, agreements and documents in relation to the Masan Agri Transaction, including the amendments thereto;
2. To sign and implement all contracts, agreements and documents in relation to the Masan Agri Transaction, including the amendments thereto;
3. To appoint, remove and change the authorized representative to manage the share capital of MSN and/or subsidiary(es) wholly owned by MSN in Masan Agri; and
4. To decide and implement all other matters to complete the Masan Agri Transaction.

Article 3: The relevant departments and individuals shall be responsible for implementing this Resolution.

Article 4: This Resolution shall be effective from the signing date hereof.

**O.BH. THE BOARD OF DIRECTORS
CHAIRMAN**

/signed and sealed/

NGUYỄN ĐĂNG QUANG