



ENGLISH TRANSLATION

No.: 65/2019/TB-HDQT

12 April 2019

**NOTICE OF THE BOARD OF DIRECTORS
OF MASAN GROUP CORPORATION**

*(On the nomination, self-nomination for membership of the Board of Directors,
Supervisory Board for the term of 2019 - 2024)*

To: SHAREHOLDERS OF MASAN GROUP CORPORATION

Pursuant to:

- *Law of Enterprises No. 68/2014/QH13 approved by the National Assembly on 26 November 2014;*
- *Law on Securities No. 70/2006/QH11 approved by the National Assembly on 29 June 2006, as amended and supplemented by Law No. 62/2010/QH12 approved by the National Assembly on 24 November 2010;*
- *Decree 71/2017/ND-CP of the Government on corporate governance applicable to public companies dated 06 June 2017;*
- *Charter of Masan Group Corporation (the “**Company**”) dated 25 April 2014, as amended and supplemented from time to time;*
- *Resolution of the Board of Directors No. 45/2019/NQ-HDQT dated 13 March 2019.*

The Board of Directors of Masan Group Corporation would like to notify all shareholders of the nomination, self-nomination for membership of the Board of Directors, Supervisory Board for the term 2019 – 2024 as follows:

I. Number of members of the Board of Directors, Supervisory Board to be elected:

Proposed number of members of the Board of Directors to be elected: 6 members.

Proposed number of members of the Supervisory Board to be elected: 3 members.

II. Standards, conditions for a member of the Board of Directors, Supervisory Board:

1. A member of the Board of Directors shall meet the following standards and conditions (according to regulations at Article 151 Law on Enterprises, Article 12 of Decree 71 and Article 24 of the Company's Charter):

- a. Having a full capacity of civil acts and not falling within the scope of subjects not permitted to establish and manage enterprises under the Law on Enterprises.

The subjects not permitted to establish and manage enterprises include:

- Cadres [senior employees], State officials and State employees in accordance with the law on cadres, State officials and State employees;
 - Officers, non-commissioned officers, career servicemen and national defense workers and employees in agencies and units of the people's army; officers and career non-commissioned officers in agencies and units of the People's Public Security of Vietnam, except for persons appointed to be authorized representatives to manage the State share of capital contribution in enterprises;
 - Management personnel and professional management personnel in State owned enterprises, except for those appointed to be authorized representatives to manage the State share of capital contribution in other enterprises;
 - Minors; persons whose capacity for civil acts is restricted or lost; organizations without legal entity status;
 - Persons who are prosecuted for criminal liability, serving prison sentences or administrative decisions at compulsory drug rehabilitation establishments or compulsory educational establishments or being prohibited from conducting business, assuming certain positions or doing certain work relating to business pursuant to a decision of a court; other cases as stipulated by the law on bankruptcy and anti-corruption.
- b. Be an individual shareholder who owns at least five (5) per cent of the total number of ordinary shares; or having professional expertise or experience in business management or in the line of business which is the main business of the Company, if being an individual who owns less than five (5) per cent of the total number of ordinary shares or if not being the shareholder of the Company.

2. A member of the Supervisory Board shall meet the following standards and conditions (according to regulations at Article 164 Law on Enterprises, Article 20 of Decree 71 and Article 36 of the Company's Charter):

- a. Having a full capacity of civil acts and not falling within the scope of subjects not permitted to establish and manage enterprises under the Law on Enterprises.

The subjects not permitted to establish and manage enterprises include:

- Cadres [senior employees], State officials and State employees in accordance with the law on cadres, State officials and State employees;
 - Officers, non-commissioned officers, career servicemen and national defense workers and employees in agencies and units of the people's army; officers and career non-commissioned officers in agencies and units of the People's Public Security of Vietnam, except for persons appointed to be authorized representatives to manage the State share of capital contribution in enterprises;
 - Management personnel and professional management personnel in State owned enterprises, except for those appointed to be authorized representatives to manage the State share of capital contribution in other enterprises;
 - Minors; persons whose capacity for civil acts is restricted or lost; organizations without legal entity status;
 - Persons who are prosecuted for criminal liability, serving prison sentences or administrative decisions at compulsory drug rehabilitation establishments or compulsory educational establishments or being prohibited from conducting business, assuming certain positions or doing certain work relating to business pursuant to a decision of a court; other cases as stipulated by the law on bankruptcy and anti-corruption.
- b. Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of any member of the Board of Directors, the Chief Executive Officer or of other managers of the Company;
- c. Not holding managerial position in the Company; not required to be a shareholder or an employee of the Company;
- d. Not working within the Company's department of accounting, finance and not being the employees or members of independent auditing firm whom audited the Company's financial statements for 3 preceding years;
- e. Must be auditors or accountants.

III. Conditions of nomination, self-nomination for members of the Board of Directors, Supervisory Board:

1. Conditions of self-nomination for membership of the Board of Directors, Supervisory Board:

According to Article 11.3, 24.2 and 36.2 of the Company's Charter, shareholders holding from or more than 5% of the ordinary shares of the Company for a period of at least 6 consecutive months and meeting all the standards and conditions for membership of the Board of Directors, Supervisory Board specified in Section II of this Notice shall have the right of self-nomination for membership of the Board of Directors, Supervisory Board of the Company.

2. Conditions of nomination for membership of the Board of Directors, Supervisory Board:

According to Article 11.3, 24.2 and 36.2 of the Company's Charter, shareholders or groups of shareholders holding from or more than 5% of the ordinary shares of the Company for a period of at least 6 consecutive months shall have the right to nominate membership for the Board of Directors, Supervisory Board. Shareholders holding less than 5% of the ordinary shares of the Company for a period of at least 6 consecutive months shall have the right to gather their shares to nominate membership for the Board of Directors, Supervisory Board of the Company. The nomination shall be implemented in compliance with Article 24.2 and 36.2 of the Company's Charter. Accordingly:

- a) Shareholders or groups of shareholders holding from or more than 5% to below 10% shall have the right to nominate one (01) candidate;
- b) Shareholders or groups of shareholders holding from 10% to below 30% shall have the right to nominate two (02) candidates;
- c) Shareholders or groups of shareholders holding from 30% to below 50% shall have the right to nominate three (03) candidates;
- d) Shareholders or groups of shareholders holding from 50% to below 65% shall have the right to nominate four (04) candidates;
- e) Shareholders or groups of shareholders holding from or more than 65% shall have the right to nominate all candidates.

3. Additional nomination for membership of Board of Directors, Supervisory Board:

Where the number of candidates for membership of the Board of Directors, Supervisory Board by the nomination and self-nomination is lower than the required number, the current Board of Directors and Supervisory Board have the right to nominate additional candidates.

IV. Documents for nomination, self-nomination:

To facilitate organizing election process, the Shareholders satisfying all criteria for nomination, self-nomination for membership of the Board of Directors, Supervisory Board of Masan Group Corporation for term of 2019 – 2024 shall send nomination, self-nomination documents to the office of the Company by 17:00 of 18 April 2019:

Masan Group Corporation

Address: Suite 802, Floor 8, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam

At attention to: Mr. Dang Ngoc Ca

Tel: + 84 28 6256 3862 (Ext: 5202) Fax : + 84 28 3827 4115

Email : ca@msn.masangroup.com

Documents for nomination, self-nomination shall include:

- Nomination or Self-nomination letter (in the required form available on the Company's website);
- Curriculum vitae (in the required form available on the Company's website);
- Certified true copies of ID card/passport/ relevant degrees.

**ON BEHALF OF THE BOARD
CHAIRMAN**

[signed and sealed]

NGUYEN DANG QUANG