



**MASAN CONSUMER CORPORATION**  
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## ENGLISH TRANSLATION

### PROPOSAL

## AT THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS

### *Regarding: Plan to increase Charter Capital and issue shares in 2015*

- Pursuant to the Law of Enterprise No. 60/2005/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 November 2005;
- Pursuant to the Securities Law No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 June 2006;
- Pursuant to the Charter of Masan Consumer Corporation (the "Company").

We would like the 2015 Annual General Meeting of Shareholders to approve the plan to issue shares according to Employee Stock Option Plan (ESOP):

- **Purposes of issuance:** to increase the charter capital and to supplement the working capital for the business activities and to motivate the employees for outstanding performance.
- **Issuance plan:**
  - Type of shares: common shares
  - Par value: 10,000 VND/share
  - Time of issue: expected in 2015
  - Method of issue: according to ESOP scheme
  - Number of shares to be issued: up to 4,000,000 shares
  - Price of issue: 10,000 VND/share
  - Target of issuance: managers and staff that can be seen by the Board to have abilities to contribute to and create long-term and outstanding values for the Company and its subsidiaries.
- Approve the increase of the Company's charter capital corresponding to the total par value of actual common share issuance.
- Approve the amendment of the Company's charter in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued.
- Authorize the Board of Director (and approve the BOD's re-authorization to the Chairman):

- (i) To determine the target of issuance based on the above criteria, number of shares to be issued to each employee, time of issue, number of employees to be issued, how to handle undistributed shares;
- (ii) To perform the procedures required to increase the charter capital of the Company based on the actual number of shares to be issued;
- (iii) To perform the amendment of the charter of the Company in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued; and
- (iv) To decide and perform all other necessary tasks to complete the issuance.

Concurrently, in order to encourage and attract professional talent, to build upon an existing entrepreneurial – businessperson culture as a strategic foundation, to align the long-term interest of Masan Consumer’s employees (including the employees of the Company and its subsidiaries) with the interest and end result – value of the Company, we would like the 2015 Annual General Meeting of Shareholders to approve the policy and employee stock option plan in favor of the employees of the Company and its subsidiaries as follows:

- To approve that the Company shall issue the options to subscribe to shares or other securities of similar nature (“**ESOP Certificates**”) to the employees of the Company and its subsidiaries on a yearly basis. The ESOP Certificates will be converted into newly issued shares of the Company. The issuance of the Company’s newly issued shares based on the ESOP Certificates shall be approved by the Company’s General Meeting of Shareholders annually by a separate resolution.
- To authorize the Board of Directors (and approve the BOD’s re-authorization to the Chairman) to decide and implement issues related to the options program as mentioned above.

*Ho Chi Minh City, April 10, 2015*

**ON BEHALF OF THE BOARD**

**CHAIRMAN**

*(Signed and sealed)*

**NGUYEN DANG QUANG**