

MA SAN CONSUMER CORPORATION
No.: ____/2013/NQ-DHDCD-MS

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, April 22, 2013

RESOLUTIONS OF THE 2013 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MA SAN CONSUMER CORPORATION

THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises 2005 and its implementing documents;
- Pursuant to the Law on Securities 2006 and its implementing documents;
- Pursuant to the Charter approved by the General Meeting of Shareholders of Ma San Consumer Corporation (the “**Company**”) on April 23, 2012, as amended from time to time; and
- Pursuant to the Meeting Minutes of the 2013 Annual General Meeting of Shareholders dated April 22, 2013.

RESOLVED

Article 1. To approve the BOD report on the management and operations of the Company in 2012.

Article 2. To approve the Supervisory Board’s report on the Company’s activities in 2012.

Article 3. To approve the 2012 financial statements of the Company audited by KPMG Company Limited.

Article 4. To approve the 2013 business plan of the Company:

Revenue	13,000 – 15,750	VND billion
Net profit	3,570 – 4,200	VND billion
Net profit/revenue	29%	
EPS	71%	

Article 5. To approve the 2013 dividend distribution of the Company.

- Bonus and welfare funds: VND5,964,720,588
- Dividend: VND0

Article 6. To approve the plan for issuance of shares to employees of the Company under the ESOP plan and the plan to increase the charter capital of the Company in 2013 by the way of issuing shares to employees of the Company under the ESOP plan.

- **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 2013
 - Method of issue: according to ESOP scheme
 - Number of shares to be issued: estimated 2,000,000 shares
 - Price of issue: 10,000 VND/share
 - Target of issuance: managers and staff that the Board judge to have abilities to contribute to and create sustainable 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 entitled, how to handle undistributed shares;
 - (ii) To perform the procedures required to increase charter capital;
 - (iii) To perform all other necessary tasks for the completion of the issuing plan; and
 - (iv) To perform the amendment of the charter in the sections regulating charter capital and total outstanding shares based on the actual number of shares to be issued.
- **Plan to increase the charter capital of the Company in 2013 by the way of issuing shares to employees of the Company under the ESOP plan:**

Current charter capital:	VND5,253,409,090,000
ESOP:	VND20,000,000,000
2013 charter capital:	VND5,273,409,090,000

Article 7. To approve the selection of KPMG Company Limited as the Company's auditing firm in 2013.

Article 8. To approve the Company's provision of loans or guarantees to its subsidiaries. Each loan or guarantee shall be approved by the General Meeting of Shareholders or the Board of Directors of the Company in accordance with the Company's charter and applicable laws.

Article 9. To approve the compensation for the Board of Directors and the Supervisory Board in 2013: VND0.

Article 10. To approve the Company's purchase of liability insurance for the members of the Board of Directors and members of the Supervisory Board. To authorize the Board of Directors to decide the specific cover of the liability insurance to be purchased for the members of the Board of Directors and of the Supervisory Board.

Article 11. To approve the amendments to the Company charter in accordance with applicable law

and the operation of the Company:

- To approve the amendment to the Company charter as per the attached amendment.
- To approve the amendment to the Company charter with respect to the clauses on charter capital and total outstanding shares on the basis of the actual number of shares to be issued as a result of implementing the plan to increase the charter capital in accordance with the Proposal for the plan to increase the charter capital of the Company in 2013 by the way of issuing shares to employees of the Company under the ESOP plan.
- To authorize the Board of Directors (and to approve the Board of Directors to re-authorize the Chairman) to prepare and draft the amendment to the charter and record in the charter the new charter capital and the actual number of issued shares according to the implementation of the plan to increase the charter capital of the Company in 2013 by the way of issuing shares to employees of the Company under the ESOP plan.

Article 12. To approve the increase of the number of Board members for the term 2009 – 2014 to 8 members and to elect an additional Board member.

Article 13. To approve the resignation of Ms. Nguyen Thu Hien as a Supervisory Board member for the term 2009 – 2014 (the resignation has been effective from 2 January 2013) and the additional election of a member to the Supervisory Board.

Article 14. To approve the appointment of to the Board of Directors for the term 2009 – 2014 with the total confirmative votes of ..., accounting for ... % of the votes at the meeting.

Article 15. To approve the appointment of to the Supervisory Board for the term 2009 – 2014 with the total confirmative votes of ..., accounting for ... % of the votes at the meeting.

Article 16. To approve in principle the increase of the number of the Board of Directors to allow the participation of independent members. The specific number and the appointment of the independent members shall be approved in the closest meeting of the General Meeting of Shareholders.

Article 17. To approve in principle the amendments or supplements to the existing loan facilities extended by the Company for the purposes of more efficiently distributing capital and optimizing the Company's potential yield. Each specific amendment or supplement agreement shall be approved by the General Meeting of Shareholders or the Board of Directors of the Company in accordance with the Company's Charter and applicable laws.

Article 18. The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

Article 19. These resolutions shall take effect from the signing date.

**O.B.H. GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN OF THE BOARD OF DIRECTORS
*[signed and sealed]***

NGUYEN DANG QUANG