

ENGLISH TRANSLATION

MA SAN CONSUMER CORPORATION

No.: ____/2014/NQ-DHDCD-MS

SOCIALIST REPUBLIC OF VIETNAM

Independence – Freedom – Happiness

------*Ho Chi Minh City, April 23, 2014***RESOLUTIONS OF THE 2014 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 2014 Annual General Meeting of Shareholders dated April 23, 2014.

RESOLVED

Article 1. To approve the BOD report on the management and operations of the Company in 2013.

Article 2. To approve the Supervisory Board’s report on the management of the Company in 2013 of the Board of Directors and the CEO.

Article 3. To approve the CEO’s report on the management of the Company in 2013 and the development orientation of the Company.

Article 4. To approve the 2013 financial statements of the Company audited by KPMG Company Limited.

Article 5. To approve the 2014 business plan of the Company (on the basis of the charter capital of VND5,313,263,220,000)

Revenue	VND16,000 – 17,000 billion
Net profit	VND3,750 – 4,250 billion

Article 6. To approve the 2013 profit allocation and 2014 dividend advance of the Company as follows:

- To allocate to the bonus and welfare funds from the retained earnings of the Company as of 31 December 2013: VND1,317,108,740
- To distribute dividends in cash for 2013 and advance dividends for 2014 at a rate of 110% (VND11,000 per share): equivalent to VND5,800,695,010,000, of which dividend distribution for 2013 from the retained earnings of the Company as of 31

December 2013 is VND5,798,085,211,472 and dividend advance for 2014 from the retained earnings of the Company as of 31 March 2014 is VND2,609,798,528.

- Timing for payment and advance of dividends: proposed to be in Q2/2014. To authorize the BOD (and to approve the BOD to re-authorize the Chairman) to decide the relevant issues and implement the procedures to pay and advance dividends in accordance with the law.

Article 7. 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 2014 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 2014
 - Method of issue: according to ESOP scheme
 - Number of shares to be issued: 3,990,412 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;
 - (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.
- **Plan to increase the charter capital of the Company in 2014 by the way of issuing shares to employees of the Company under the ESOP plan:**

Current charter capital:	VND5,273,359,100,000
ESOP:	VND39,904,120,000
2014 charter capital:	VND5,313,263,220,000

Article 8. To approve the issue of options to Mr. Seokhee Won, CEO of the Company, pursuant to

which Mr. Seokhee Won is entitled to subscribe to newly issued shares of the Company pursuant to an agreement signed between Mr. Seokhee Won and the Company. Authorizing the BOD of the Company (and approve the re-authorization of the BOD to the Chairman) to decide and perform all relevant issues to the issue of options above.

Article 9. To approve the selection of KPMG Company Limited as the Company's auditing firm in 2014.

Article 10. To approve the compensation for the Board of Directors and the Supervisory Board in 2014: VND0.

Article 11. To approve Dr. Nguyen Dang Quang, Chairman to be a temporary legal representative of the Company during the time where the appointment of CEO of the Company has not come into effect.

Article 12. To approve the change of the legal representative of the Company from CEO to Chairman.

Article 13. To approve the amendments to the Charter of the Company:

1. In relation to the change of the legal representative of the Company, to approve amendments to Article 34.1 and 39.2 of the Charter of the Company as follows:

- To amend Article 34.1 of the Charter of the Company:

“Article 34. Chairman

34.1. BOD shall elect one of its members to be the Chairman. Chairman shall be the legal representative of the Company. Chairman shall be concurrently CEO of the Company if approved by the GMS.”

- To amend Article 39.2 of the Charter of the Company:

“Article 39. CEO

39.2. CEO shall manage the daily business operations of the Company, be under the supervision of the BOD and responsible to the BOD and the law regarding the implementation of the delegated rights and duties.”

2. To approve the amendments to the provisions of the Charter of the Company on the charter capital and the total outstanding shares according to the number of ordinary shares to be actually issued as a result of the implementation of the plan to increase the charter capital by issuing shares to employees of the Company under the ESOP plan.

3. To authorize the BOD of the Company (and approve the re-authorization of the BOD to the Chairman) to draft and write the amendments to the Charter, and record in the Charter the charter capital and the total outstanding shares according to the number of ordinary shares to be actually issued as a result of the implementation of the plan to increase the charter capital by issuing shares to employees of the Company under the ESOP plan.

Article 14. To approve the number of the members of the Board of Directors for the term 2014 – 2019 shall be 7 members.

Article 15. To approve the number of the members of the Supervisory Board for the term 2014 – 2019 shall be 3 members.

Article 16. To approve the appointment of the following persons to the Board of Directors of the Company for the term 2014 – 2019:

- 1.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.

Article 17. To approve the appointment of the following persons to the Supervisory Board of the Company for the term 2014 – 2019:

- 1.
- 2.
- 3.

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**

NGUYỄN ĐĂNG QUANG