

**ENGLISH TRANSLATION**

*Ho Chi Minh City, April 8, 2014*

**REPORT OF THE SUPERVISORY BOARD  
AT THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

- Pursuant to the functions and duties of the Supervisory Board according to the Law on Enterprises, Law on Securities and Charter of Masan Consumer Corporation (the “Company”);
- Based on the 2013 financial statements of the Company audited by KPMG.

The Supervisory Board would like to report the General Shareholders’ Meeting on the reviewing results of the Company’s 2013 financial position and the management activities of the Board of Directors and Chief Executive Officer in 2013 as follows:

**I. The Supervisory Board’s activities in 2013:**

In 2013, the Supervisory Board:

1. Fulfilled its functions in supervising the activities of the Board of Directors (the “Board”) and CEO based on the Company’s Charter and legal regulations; checking the compliance of decisions by the Board and CEO.
2. Checking and monitoring the implementation of 2013 business plan; supervising the implementation of Annual General Meeting (AGM) resolutions.
3. Controlling the orders and procedures for issuing regulations, policies, procedures and other documents of the Company.
4. Checking the legality, rationality, integrity and prudence in the business management and operations, in accounting and reporting principles;
5. Reviewing the report of the independent auditor and reports of internal auditing systems for the Board of Directors’ approval; consulting the appointment of the independent auditor. The business result and accounting figures have been checked carefully to ensure the accuracy and legality in bookkeeping. The Company’s and its subsidiaries’ financial statements have been audited by KPMG and ensured to reflect fairly and rationally the key financial aspects of the Company, and checked to comply with Vietnamese Accounting Principles, Vietnamese Accounting Practices and other principles according to legal regulations.

6. Reviewing the Company's annual and half-year business and financial statements, reports on the Board of Directors' management; reviewing documents for the AGM.
7. In 2013, there was a change of the Supervisory Board member from Ms. Nguyen Thu Hien to Ms. Doan Thi My Duyen. This change has not fundamentally affected the operation of the Supervisory Board in the year.
8. In 2013, the Supervisory Board had 2 meetings: (i) approving the reviewing results of financial statements audited by KPMG, and (ii) approving the reviewing results of half-year financial statements reviewed by KPMG.
9. In 2013, the Supervisory Board did not get compensation.

## II. The Company's 2013 financial position:

**Table 1: CONSOLIDATED BALANCE SHEET**

**Unit: VND 1,000**

<b>Figures</b>	<b>2013</b>	<b>2012</b>	<b>% (2013/2012)</b>
<b>Asset</b>			
<b>Current Assets</b>	<b>11,603,185,991</b>	<b>6,125,830,321</b>	<b>189%</b>
Cash and equivalent	4,168,229,325	3,383,585,011	123%
Short-term Investments	3,287,000,000	1,772,500,000	185%
Short-term Receivables	3,479,668,412	375,303,069	927%
Inventories	638,304,164	563,855,229	113%
Other Current Assets	29,984,090	30,587,012	98%
<b>Long-term Assets</b>	<b>14,599,984,359</b>	<b>11,141,536,434</b>	<b>131%</b>
Long-term Receivables	8,012,160,445	5,470,161,109	146%
Fixed Assets	3,612,160,241	3,027,005,061	119%
<i>Tangible Fixed Assets</i>	<i>1,630,503,760</i>	<i>1,497,779,704</i>	<i>109%</i>
<i>Intangible Fixed Asset</i>	<i>1,279,685,940</i>	<i>857,364,745</i>	<i>149%</i>
<i>Construction in Progress</i>	<i>701,970,541</i>	<i>671,860,612</i>	<i>104%</i>
Long-term Investments	2,156,532,288	2,332,887,118	92%
Other Long-term Assets	382,012,058	62,850,971	608%
Goodwill	437,119,327	248,632,175	176%
<b>TOTAL ASSETS</b>	<b>26,203,170,350</b>	<b>17,267,366,755</b>	<b>152%</b>
<b>Resources</b>			
<b>Liabilities</b>	<b>8,182,951,984</b>	<b>5,858,041,705</b>	<b>140%</b>
Short-term liabilities	3,865,103,733	3,212,419,012	120%
Long-term borrowings and liabilities	4,317,848,251	2,645,622,693	163%
<b>Equity</b>	<b>15,944,940,822</b>	<b>10,604,651,131</b>	<b>150%</b>
Chartered Capital	5,273,359,100	5,025,000,000	105%
Capital Surplus	5,088,056,395	3,111,514,809	164%
Other reserve	(238,608,966)	(283,274,277)	84%
R&D fund	18,324,741	18,324,741	100%
Financial reserve	4,407,232	4,407,232	100%
Retained Earnings	5,799,402,320	2,728,678,626	213%
<b>Minority interest</b>	<b>2,075,277,544</b>	<b>804,673,919</b>	<b>258%</b>
<b>TOTAL RESOURCES</b>	<b>26,203,170,350</b>	<b>17,267,366,755</b>	<b>152%</b>

**Table 2: CONSOLIDATED INCOME STATEMENT****Unit: VND 1,000**

<b>Figures in VND 1,000</b>	<b>2013</b>	<b>2012</b>	<b>% (2013/2012)</b>
<b>Total Revenue</b>	<b>12,105,989,006</b>	<b>10,575,249,545</b>	<b>114%</b>
Less Deductions	(163,456,190)	(185,834,895)	88%
Net sales	11,942,532,816	10,389,414,650	115%
Cost of Goods Sold	(6,943,196,021)	(6,178,925,703)	112%
<b>Gross profit</b>	<b>4,999,336,795</b>	<b>4,210,488,947</b>	<b>119%</b>
Financial Income	1,755,709,999	1,332,727,670	132%
Financial Expenses	(437,621,192)	(531,991,410)	82%
Selling Expenses	(1,981,587,161)	(1,325,121,188)	150%
General & Administrative Expenses	(566,832,851)	(394,642,867)	144%
<b>Net Operating Profit</b>	<b>3,769,005,590</b>	<b>3,291,461,152</b>	<b>115%</b>
Other Income	53,868,594	52,209,252	103%
Other Expense	(41,534,747)	(26,637,369)	156%
Share of Profit in Associate	183,016,192	2,555,287	7162%
<b>Profit Before Tax</b>	<b>3,964,355,629</b>	<b>3,319,588,322</b>	<b>119%</b>
Current corporate income tax	(567,614,002)	(593,858,061)	96%
Deferred corporate income tax (expenses)/benefit	(126,409,364)	(124,578,798)	-1%
<b>Net profit</b>	<b>3,270,332,263</b>	<b>2,850,309,059</b>	<b>115%</b>
Minority interest	174,558,661	86,162,000	203%
Company's shareholders' benefit	3,095,773,602	2,764,147,059	112%
<b>Earning per share (EPS)</b>	<b>5,898</b>	<b>5,509</b>	<b>107%</b>
<b>Diluted earnings per share</b>	<b>5,669</b>	<b>N/A</b>	<b>N/A</b>

**Comments:**

1. The Company's 2013 Financial Statements were prepared in compliance with VAS and audited by KPMG; the reported figures reflect fairly and rationally the financial situation of the Company. Accounting books have been well maintained to record clearly and sufficiently the business expenses and results in the reporting period.
2. In 2013, the Company's consolidated revenue was VND12,106 billion, growth to 14% of 2012 revenue, obtaining 93% of the Targets approved by the AGM with the support from strong growth across product categories. Especially, financial income continued to contribute a significant portion to the Company's profit thanks to the big amount of cash and equivalents.

The Company continued to focus on the 2 key categories of condiments and instant noodles. In addition to premium brands of Chin-su and Omachi, the Company promoted penetration into medium and mass segments with Nam Ngu fish sauce, Tam Thai Tu soya sauce and Sagami and Kokomi instant noodles. In 2013, the Company has also launched additional product instant porridge with 2 brands: premium porridge B'Fast with real chicken and mushroom and medium porridge Komi; the first step is getting good signals from the market.

The growth of coffee and instant cereal categories from Vinacafé Bien Hoa Joint Stock Company also contributed a fair portion into the Company's growth.

The Company's 2013 consolidated net profit was VND3,964 billion, growth to 19% of 2012 profit, obtaining 106% of the Target approved by the AGM. 2013 earnings per share is 5,898 VND.

3. In 2013, the Company executed a tender offer to purchase shares of Vinh Hao Mineral Water Joint Stock Company, which leads to owning 63.5% of the charter capital of Vinh Hao Mineral Water Joint Stock Company.
4. The Company made ordinary and extraordinary reports and disclosures in compliance with disclosure regulations for large-scale public companies on the stock exchange. Quarterly, semi-annual and annual financial statements, management reports... were disclosed in a timely manner and posted on the Company's website, facilitating the provision of official information to shareholders and investors.

### **III. Review of the governance by the Board of Directors**

1. In 2013, the Board of Directors fully observed the legal regulations and the Company's charter, executed the AGM resolutions successfully.
2. The Board of Directors worked actively and efficiently, closely co-ordinated with the CEO and Board of Management to determine directions and solve business requirements in a timely manner, leading to the impressive business results for the Company and great value for the shareholders in 2013.
3. Resolutions by the Board of Directors were issued in compliance with the functions and duties of the Board according to legal regulations and the Company's Charter.

### **IV. Review of the management by the CEO in 2013:**

1. With the Board of Management, CEO carried out the decisions and resolutions of AGM and BOD in a timely and complete manner, and implemented the Company's business plan successfully; proactively prepared plans for managing and performing business operations, and developed the efficiency of the organizational and managerial structure of the Company.
2. The Board of Management co-ordinated closely and proactively in sourcing, directing business operations, and ensuring jobs and improving income for employees.
3. The Board of Management regularly held meetings to discuss business plans of the Company and its subsidiaries, give directions, correct and improve shortcomings.

We wish great success to the meeting.

We wish health and happiness to the shareholders and participants.

**On behalf of the Supervisory Board  
Head of the Supervisory Board**

*(Signed and sealed)*

**Nguyen Quynh Lam**