



MASAN CONSUMER CORPORATION
Address: 12th Floor, Kumho Asiana Plaza Saigon,
39 Le Duan, Dist. 1, HCMC, Vietnam
Tel: (84-08) 62 555 660 Fax: (84-08) 38 190 463

ENGLISH TRANSLATION

No.: 08/2013/TB-HĐQT-MSC

Ho Chi Minh City, April 8, 2013

NOTICE OF THE BOARD OF DIRECTORS OF MASAN CONSUMER CORPORATION

*(On the nomination, self-nomination for additional membership of the Board of Directors,
Supervisory Board for the term 2009-2014)*

To: SHAREHOLDERS OF MASAN CONSUMER CORPORATION

Pursuant to:

- *The Law of Enterprise No. 60/2005/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 November 2005;*
- *The Decree No. 102/2010/ND-CP dated 1 October 2010 of the Government guiding several articles of the Law of Enterprises;*
- *The Securities Law No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on 29 June 2006;*
- *The Circular No. 121/2012/TT-BTC dated 26 July 2012 of the Ministry of Finance prescribing the company management applicable to public companies;*
- *The Charter of Masan Consumer Corporation (the "Company") dated 23 April 2012 and its amendments from time to time;*
- *Resolution of the Board of Masan Consumer Corporation No.08/2013/NQ-HĐQT-MSC dated 8 April 2013.*

The Board of Directors of Masan Consumer Corporation would like to notify all shareholders of the nomination/self-nomination for additional membership of the Board of Directors and Supervisory Board for the term 2009-2014 as following:

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

1.1. Number of additional members of the Board of Directors to be elected: 1

1.2. Number of additional members of the Supervisory Board to be elected: 1 (to replace a member applying for resignation).

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

2.1. Standards and conditions for a member of the Board of Directors: (according to regulations at Article 110 Law on Enterprises and Article 34 Charter of the Company)

A member of the Board of Directors shall meet the following standards and conditions:

(a) Having full capacity for civil acts, and not belong to the category of persons prohibited from managing an enterprise pursuant to Clause 2 Article 13 Law on Enterprises:

- State bodies, units of people's armed forces of Vietnam using State assets to establish business enterprises to make profits for their own bodies or units;
- State officials and employees in accordance with the law on State officials and employees;
- Officers, non-commissioned officers, career servicemen, national defense workers in bodies and units of the People's Army of Vietnam; officers, career noncommissioned officers in bodies and units of the People's Police;
- Management personnel, professional management personnel in enterprises with one hundred (100) per cent State owned capital, except for those appointed to be authorized representatives to manage the State's share of capital contribution in other enterprises;
- Minors; persons whose capacity for civil acts is restricted or lost;
- Persons serving prison sentences or who are prohibited by a court from conducting business;
- Other cases as stipulated by the law on bankruptcy.

(b) Being an individual shareholder who owns at least five per cent of the total number of ordinary shares or be another person with professional expertise and experience in business management or in the line of business which is the main business of the Company; or has significant roles in contributing to the development of the Company nominated by the Board of Directors.

2.2. Criteria and conditions for members of the Supervisory Board: (according to regulations at Article 122 Law on Enterprises, Article 18 Circular 121/2012/TT-BTC, and Article 45 Charter of the Company)

A member of the Supervisory Board shall meet the following standards and conditions:

- (a) Being at least of twenty one (21) years of age, with a full capacity of civil acts and not falling within the scope of subjects not permitted to establish and manage companies in accordance with Clause 2 Article 13 of Law on Enterprises:
- State bodies, units of people's armed forces of Vietnam using State assets to establish business enterprises to make profits for their own bodies or units;
 - State officials and employees in accordance with the law on State officials and employees;
 - Officers, non-commissioned officers, career servicemen, national defense workers in bodies and units of the People's Army of Vietnam; officers, career noncommissioned officers in bodies and units of the People's Police;
 - Management personnel, professional management personnel in enterprises with one hundred (100) per cent State owned capital, except for those appointed to be authorized representatives to manage the State's share of capital contribution in other enterprises;
 - Minors; persons whose capacity for civil acts is restricted or lost;
 - Persons serving prison sentences or who are prohibited by a court from conducting business;
 - Other cases as stipulated by the law on bankruptcy.
- (b) Having professional knowledge and experience.
- (c) Not being wife or husband, father, adoptive father, mother, adoptive mother, children, adopted children, siblings of any member of the Board of Directors, of the Chief Executive Officer, or of other Managers of the Company;
- (d) Not holding managerial positions in the Company. Members of the Supervisory Board may not be a shareholder or an employee of the company.

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

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

According to Article 7 of the Charter of the Company, shareholders holding more than 10% of the common shares of the Company for a period of 6 consecutive months and meeting all the 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.

3.2. Conditions of nomination for membership of the Board of Directors/ Supervisory Board:

According to Article 7 of the Charter of the Company, shareholders or groups of shareholders holding more than 10% of the common shares of the Company for a period of 6 consecutive months shall have the right of nomination for membership of the Board of Directors/ Supervisory Board of the Company. The nomination shall be done in compliance with Point 3 Article 29 Circular 102/2010/NĐ-CP dated 1 October 2010 and Article 9, Article 17 Circular 121/2012/TT-BTC. Accordingly:

- a) The number of nominees that each group has the right to nominate depends on the holding percentage of each group. The number that groups have the rights to nominate will be executed as following:
- Shareholders or groups of shareholders holding from 10% to below 20% of the total shares with voting rights shall have the right to nominate 1 candidate;
 - Shareholders or groups of shareholders holding from 20% to below 30% of the total shares with voting rights shall have the right to nominate 2 candidates;
 - Shareholders or groups of shareholders holding from 30% to below 40% of the total shares with voting rights shall have the right to nominate 3 candidates;
 - Shareholders or groups of shareholders holding from 40% to below 50% of the total shares with voting rights shall have the right to nominate 4 candidates;
 - Shareholders or groups of shareholders holding from 50% to below 60% of the total shares with voting rights shall have the right to nominate 5 candidates;
 - Shareholders or groups of shareholders holding from 60% to below 70% of the total shares with voting rights shall have the right to nominate 6 candidates;

- Shareholders or groups of shareholders holding from 70% to below 80% of the total shares with voting rights shall have the right to nominate 7 candidates;
 - Shareholders or groups of shareholders holding from 80% to below 90% of the total shares with voting rights shall have the right to nominate 8 candidates;
- b) Where the number of candidates that shareholders or groups of shareholders nominate is lower than the required number of candidates for membership of the Board of Directors/ Supervisory Board, the number of remaining candidates shall be nominated by the current Board of Directors or Supervisory Board or other shareholders. In case the current Board of Directors or Supervisory Board nominate, the nomination mechanism must be clearly announced and approved by the General Meeting of Shareholders prior to nomination.

IV. Documents for nomination/self-nomination:

Shareholders satisfying all criteria for nomination, self-nomination for membership of the Board of Directors or Supervisory Board of Masan Consumer Corporation for the term 2009 – 2014 shall send nomination, self-nomination documents to the Office of the Board of the Company by 17.00 of 18 April 2013:

Office of the Board - Masan Consumer Corporation

Floor 12, Kumho Asiana Plaza Saigon, 39 Le Duan, District 1, HCMC

Contact: Ms. Dao Thi Thanh Huong

Tel: (84-8) 62 555 660 (ext 1001)

Fax: (84-8) 38 109 463

Email : huongdt2@msc.masangroup.com

Documents for nomination, self-nomination shall include:

- Nomination or self-nomination form for membership of the Board of Directors or Supervisory Board (according to the required form);
- Curriculum vitae of candidate (according to the required form);
- Certified true copies of ID card/ passport/ relevant degrees.

**ON BEHALF OF THE BOARD
CHAIRMAN**

(Signed and sealed)

NGUYEN DANG QUANG