



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

PROPOSAL

AT THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding: Plan to increase Charter Capital and issue shares in 2014

- 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 2014 Annual General Meeting of Shareholders to approve the 2014 charter capital increase plan by issuing shares according to the Employee Stock Option Plan (ESOP):

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

We would like the 2014 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 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.

Ho Chi Minh City, April 8, 2014

ON BEHALF OF THE BOARD

CHAIRMAN

(Signed and sealed)

NGUYEN DANG QUANG