



MASAN CONSUMER CORPORATION
Address: 12th Floor, MPlaza Saigon,
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ENGLISH TRANSLATION

PROPOSAL

AT THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Regarding: Approval of transactions between the Company and its related parties

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- 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”);
- Based on the business development demand of the Company and its subsidiaries and on the basis of optimizing cash flow of the Company.

We would like the 2018 Annual General Meeting of Shareholders to approve the transactions between the Company and its related parties as follows:

1. In order to achieve greater synergies by leveraging Masan Group and MasanConsumerHoldings’ larger operational platforms which is expected to bring commercial and strategic benefits to VCF and its shareholders, approving the following intercompany transactions (the “**Related Transaction(s)**”), including but not limited to the transactions listed below among the Company and (a) Masan Group Corporation and/or any related companies of Masan Group Corporation; and/or (b) MasanConsumerHoldings Company Limited and/or any related companies of MasanConsumerHoldings Company Limited; and/or (c) Masan Brewery Company Limited and/or any related companies of Masan Brewery Company Limited and/or (d) its subsidiaries, related companies. The Related Transaction(s) will be entered into in a transparent, fair, and appropriate manner, and shall be in compliance with applicable laws and market practices and on arm's length terms:
 - a. Transactions for sale and purchase of goods, machinery, equipment, materials to distribute products, and/ or use products as promotional goods, and/ or gifts to employees/customers, and/ or internal;
 - b. Service agreements to serves as a trade promotion agent, distribute samples to end-consumers for testing;
 - c. Brand own/ use right transfer agreements, pursuant to which the companies above transfer the own/ use rights of the brands that have registered for protection with the National Office of Intellectual Property to the other for their business activities;

- d. Transactions for support to pay the investment and/ or operating costs (the “Costs”) and the Costs will be reimbursed in accordance with accounting standards as provided by the laws;
 - e. Rental agreements for plants, machinery and equipment;
 - f. Outsourcing agreements;
 - g. General expense allocation/ sharing agreements, pursuant to which the allocated expenses are expenses for management, product introduction and development that actually arise, are consistent with market prices, and are allocated based on the agreement among the companies above; and
 - h. Loan and guarantee agreements.
2. Authorizing the Chairman of the Board of Directors, and/or Chief Executive Officer, and/or Deputy Chief Executive Officer of the Company (and accept the validity of the Related Transaction(s) upon signature of one of the persons above):
- a. to decide the terms and conditions of the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any); and
 - b. to sign and implement the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any).

Ho Chi Minh City, April 13, 2018

**ON BEHALF OF THE BOARD
CHAIRMAN**

(Signed and sealed)

TRUONG CONG THANG