

**MASAN MEATLIFE
CORPORATION**
No.: ____/2019/NQ-DHDCD

THE SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Date: 2019

RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

MASAN MEATLIFE CORPORATION

THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 68/2014/QH13 approved by the National Assembly on 26 November 2014;
- Pursuant to the Law on Securities No. 70/2006/QH11 adopted by the National Assembly on 29 June 2006, as amended by Law No. 62/2010/QH12 adopted by the National Assembly on 24 November 2010;
- Pursuant to the Charter of Masan MEATLife Corporation (the “**Company**”) dated 10 March 2016, as amended from time to time;
- Pursuant to the letter of Masan Horizon Company Limited (“**MH**”) dated 11 September 2019, pursuant to which MH intends to acquire up to 17% of the total voting shares of the Company. In this event MH is required to conduct a tender offer process, unless the General Meeting of Shareholders of the Company approves such acquisition; and
- Pursuant to the Minutes of counting Letters for shareholders’ written opinions No./2019/BBKP-DHDCD dated/...../2019.

RESOLVES

Matter No. 1. Waiver of tender offer

Article 1. To approve MH to acquire up to 17% of the total voting shares of the Company from existing shareholders of the Company without being required to conduct a tender offer process.

Article 2. To designate the Chairman of the Board of Directors or CEO of the Company:

1. To implement information disclosure procedures in accordance with laws;
2. To implement necessary works (if any) in accordance with laws related to the transfer of shares of the Company between MH and existing shareholders of the Company.

Matter No. 2. Issuance of new shares

Article 1. To approve the plan of issuance of shares and use of proceeds of the Company as follows:

- Purpose of issuance and plan of use of proceeds: for (i) general purposes, business requirements and supplementing working capital of the Company; and (ii) enhancing financial and competitive capability of the Company.
- Criteria to select investors:
 - ✓ domestic and/or foreign institutions;
 - ✓ not being a subsidiary of the Company; not being an entity having a mutual parent company with the Company.
- Number of the investors: new shares shall be issued to not more than 2 investors.
- Total number of shares to be issued: up to 9.99% of the Company's total outstanding shares.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Form of issuance: private placement.
- Number of issuance: in one or multiple tranches.
- Timing of issuance: in 2019 and until the Company's 2020 Annual General Meeting of Shareholders, after being approved by the State Securities Commission of Vietnam.
- Subscription price and principles to determine the subscription price: the subscription price shall be over VND90,000/share.
- Issuance limitation: the shares shall not be issued to any institution/individual or any group of institutions/individuals and their related persons resulting in their ownership percentage from or more than 20% of the Company's total outstanding shares.
- Lock-up: all of new shares issued under the form of private placement shall be restricted from transferring within 1 year from the date of completion of the issuance, unless otherwise provided by the laws.

Article 2. The shareholders agree to waive their pre-emptive rights in respect of the new shares to be issued in accordance with the plan of issuance of shares and use of proceeds as above based on the respective percentage of ordinary shares of each shareholder.

Article 3. To approve the increase the Company's charter capital equivalent to the total par value of the number of actually issued shares.

Article 4. To approve the amendment of Article 7 of the Company's Charter to record the new charter capital based on the total par value of the number of actually issued shares and other relevant contents of Article 7 of the Company's Charter.

Article 5. To approve the securities registration and trading registration for the number of actually issued shares with the Vietnam Securities Depository and on UPCOM of the Hanoi Stock Exchange.

Article 6. To designate the Chairman of the Board of Directors or CEO of the Company:

- To decide the specific number of shares to be issued, the subscription price and specific investors;
- To decide the time of issuance and other matters related to the issuance;
- To negotiate and decide specific terms, conditions, transactions of the issuance of new shares and to sign, implement relevant agreements, contracts and documents;
- To decide specific plan of using the proceeds from the issuance;
- To perform necessary procedures to register the increase of the charter capital, to implement the securities registration with Vietnam Securities Depository and trading registration for the number of actually issued shares on UPCOM of the Hanoi Stock Exchange;

- To modify or change the plan of issuance of shares and use of proceeds at requests of the State Securities Commission of Vietnam and/or for compliance with relevant regulations; and
- To decide other matters and to implement other works in relation to the plan of issuance of shares and use of proceeds as deemed necessary by the Chairman of the Board of Directors or CEO.

Article 7. The Board of Directors and the Board of Management are responsible for implementing this Resolution.

Article 8. This Resolution is effective from the date hereof.

**O.B.H THE GENERAL MEETING OF SHAREHOLDERS
CHAIRMAN**

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