



**MASAN MEATLIFE CORPORATION**

10<sup>th</sup> Floor, Central Plaza, 17 Le Duan, District 1,

Ho Chi Minh City, Vietnam

Phone: (+84 28) 6256 3862

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**ENGLISH TRANSLATION**

**LETTER TO COLLECT SHAREHOLDERS' OPINION**

1. Name of the company: **MASAN MEATLIFE CORPORATION** (the “**Company**”)
2. Address: Floor 10, Central Plaza, 17 Le Duan, Ben Nghe Ward, Distrcit 1, Ho Chi Minh City
3. Enterprise registration certificate (ERC) No. 0311224517 initially issued by the Department of Planning and Investment of Ho Chi Minh City on 7 October 2011, as amended from time to time
4. Information of the shareholder:
  - Full name:
  - ID / Passport / ERC No.: Issued on:
  - Number of shares: shares.
  - Number of voting shares:
5. Matters submitted to shareholders for opinions:

Pursuant to the Resolution of the Board of Directors No. 219/2019/NQ-HDQT dated 13 September 2019 regarding collection of written opinions from the shareholders to approve (i) Masan Horizon Company Limited (“**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; and (ii) the plan of issuance of new shares of the Company under a private placement, the Company hereby would like to collect the written opinions from the shareholders as follows:

**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.

Agree ☐

Disagre ☐

No comment ☐

**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.

Agree ☐

Disagre ☐

No comment ☐

**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.

Agree ☐

Disagre ☐

No comment ☐

**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.

Agree	<input type="checkbox"/>
Disagre	<input type="checkbox"/>
No comment	<input type="checkbox"/>

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

Agree	<input type="checkbox"/>
Disagre	<input type="checkbox"/>
No comment	<input type="checkbox"/>

**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.

Agree	<input type="checkbox"/>
Disagre	<input type="checkbox"/>
No comment	<input type="checkbox"/>

**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.

Agree	<input type="checkbox"/>
Disagre	<input type="checkbox"/>
No comment	<input type="checkbox"/>

**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.

Agree ☐

Disagre ☐

No comment ☐

6. The deadline for shareholders to send back the signed letter with opinion has been selected to the Company's shareholders agent at its following address below: 17h on 19 October 2019.

Name of the Company's shareholders agent: **Viet Capital Securities Joint Stock Company** (name in Vietnamese: **Công ty Cổ phần Chứng khoán Bản Việt**)

Address: Floor 3, Vinatex Building, 10 Nguyen Hue Street, District 1, Ho Chi Minh City

Attention to: Mr. Tran Trong Qui

Telephone: 0938.685.007

**Shareholder's signature:**

To sign with full name (for shareholders who are institutional shareholders: this letter shall be signed by their legal representative or authorized representative with full name and title and be affixed with its corporate seal)

*Ho Chi Minh City, 9 October 2019*  
**MASAN MEATLIFE CORPORATION**  
**Chairman**  
*[signed and sealed]*

**DANNY LE**

Signature: \_\_\_\_\_

Full name: \_\_\_\_\_

Title (for institutional shareholders): \_\_\_\_\_