



MASAN MEATLIFE CORPORATION

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ENGLISH TRANSLATION FOR REFERENCE PURPOSE ONLY

PROPOSAL ON THE ISSUANCE PLAN OF NEW SHARES AND PLAN OF USING PROCEEDS

- Pursuant to the Law on Enterprises No. 68/2014/QH13 enacted by the National Assembly on 26 November 2014;
- Pursuant to the Charter of Masan MEATLife Corporation (the “**Company**”) dated 10 March 2016, as amended and supplemented from time to time; and
- Pursuant to the Resolution of the Board of Directors of the Company No. 186/2020/NQ-HDQT dated 18 June 2020.

The Board of Directors would like to propose 2020 Annual General Meeting of Shareholders to approve the issuance plan of new shares and plan of using proceeds of the Company as follows:

1. The issuance plan of new shares and plan of using proceeds of the Company as follows:
 - Purpose of the issuance and plan of using the proceeds: for (i) general corporate purposes, business requirements and supplementing working capital of the Company; and/or (ii) capital contribution to subsidiary companies; and/or (iii) its enhanced financial capability, expanded operation scale and increased competitiveness; and/or (iv) M&A activities; and/or (v) increase of percentage ownership in subsidiaries; and/or (vi) forming a basis for its sustainable development, safety and efficiency.
 - Criteria to select investors:
 - ✓ domestic and/or foreign investors;
 - ✓ 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 5 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 2020 or until the Company’s 2021 Annual General Meeting of Shareholders and after being approved by the State Securities Commission of Vietnam.
 - Subscription price and principles to determine the subscription price: the subscription price shall not be lower than the book value of a share in accordance with the latest audited consolidated financial statements of the Company. To authorize the Board of Directors, and allow the Board of Directors to re-authorize the Chairman, to decide the specific subscription price.
 - Restrictions on issuance:
 - ✓ 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 exceeding

- the percentage ownership provided in clause 11 of Article 1 of the Law on amendment and supplementation of a number of articles of the Law on Securities;
- ✓ no institution, individual or any group of institutions, individuals and their related persons shall be offered shares in an amount of 10% or more of the Company's charter capital in the placement.
 - 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.
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.
 3. To approve the increase the Company's charter capital equivalent to the total par value of the number of actually issued shares.
 4. To approve amendment of the 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 the Charter.
 5. To approve additional securities registration and trading registration for the number of actually issued shares with the Vietnam Securities Depository and Ha Noi Stock Exchange.
 6. To designate the Board of Directors, and allow the Board of Directors to reauthorize the Chairman:
 - to supplement 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;
 - to implement necessary works and procedures to temporarily block ownership percentage of foreign investors before issuing new shares in case the new shares are issued to foreign investors in order to comply with limitations on ownership percentage of foreign investors in the Company (if any);
 - 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;
 - o perform necessary procedures to register the increase of the charter capital with enterprise registration authority, to implement the securities registration with Vietnam Securities Depository and trading registration with Ha Noi Stock Exchange for the number of actually issued shares; 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 Board of Directors or the Chairman.

Yours respectfully.

Ho Chi Minh City, 19 June 2020
O.B.H THE BOARD OF DIRECTORS
CHAIRMAN

[signed and sealed]

DANNY LE