

**MASAN RESOURCES CORPORATION**

Suite 802, Central Plaza, 17 Le Duan, Ben Nghe Ward, District 1,  
Ho Chi Minh City, Vietnam



**ENGLISH TRANSLATION**

No.: 62/2019/TB-HDQT-MSR

Ho Chi Minh City, April 09, 2019

**NOTICE OF THE BOARD OF DIRECTORS  
OF MASAN RESOURCES CORPORATION**

*(On the nomination of candidate to the Board of Directors for the remainder of the 2016 – 2021 term)*

**To: SHAREHOLDERS OF MASAN RESOURCES CORPORATION**

Pursuant to:

- *Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on November 26, 2014 and its implementation documents (**Law on Enterprises**);*
- *Law on Securities No. 70/2006/QH11 passed by the National Assembly of Social Republic of Vietnam on June 29, 2006 and the Law on amendment of and supplementation to Law on Securities No. 70/2006/QH11 passed by the National Assembly on November 24, 2010;*
- *Decree No. 71/2017/ND-CP dated June 6, 2017 of the Government on corporate governance applicable to public companies;*
- *The Charter of Masan Resources Corporation dated April 20, 2018 and its amendments from time to time.*

The Board of Directors of Masan Resources Corporation (the **Company**) would like to notify all shareholders of the nomination of candidate to the Board of Directors for the remainder of the 2016 – 2021 term as follows:

**I. Number of members of the Board of Directors:**

**1.1.** Current total number of members of the Board of Directors: 04 members (Mr. Dominic John Heaton submitted Letter of Resignation on 26 July 2018)

**1.2.** Number of member(s) to be elected to the Board of Directors: 01 member.

**II. Criteria and conditions for a member of the Board of Directors:**

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- 2.1.** Criteria and conditions for a member of the Board of Directors are in accordance with Article 151 of the Law on Enterprises, Article 12 of Decree No. 71/2017/ND-CP, and Article 24 of the Charter of the Company)
- 2.2.** A member of the Board of Directors shall have the following criteria and conditions:
  - (a) Having full capacity for civil acts, and not belong to the category of persons prohibited from establishing and managing an enterprise pursuant to the Law on Enterprises;
  - (b) Being an individual shareholder who owns at least 05 (five) percent of the total ordinary shares; or in case of a shareholder owning less than 5% of the total ordinary shares or person who is not the shareholder, then they must satisfy professional expertise and experience in business management or in the line of business which is the main business of the Company.

### **III. Conditions of nomination of candidate to the Board of Directors**

According to Article 24 of the Charter of the Company, shareholders or groups of shareholders holding more than 5% of the total voting shares of the Company for a consecutive period of 06 consecutive months or more as of the shareholder book closing date (i.e., March 20, 2019) shall have the right to nominate candidates to the Board of Directors of the Company. The nomination shall be done in compliance with Articles 24 of the Company Charter, the Law on Enterprises and Articles 11 of Decree No. 71/2017/ND-CP.

### **IV. Documents for nomination**

Shareholders or groups of shareholders satisfying all criteria mentioned in Section III above may nominate candidates to the Board of Directors of Masan Resources Corporation for the remainder of the 2016 – 2021 term by sending nomination documents to the Representative Office of the Company at the latest by 5.00 PM of April 12, 2019:

#### **Representative Office of Masan Resources Corporation – Hanoi**

Floor 15, Hoa Binh Building, 106 Hoang Quoc Viet, Cau Giay District, Hanoi

Contact person: Ho Thi My Hanh

Tel: (+84-24) 3718 2490 (Ext. 8714)

Fax: (+84-24) 3718 2491

Email: [hanh.ho@mr.masangroup.com](mailto:hanh.ho@mr.masangroup.com)

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***Documents for nomination shall include:***

- Form of nomination of candidate to the Board of Directors (in pro-forma);
- Curriculum vitae of the nominated candidate (in pro-forma);
- Certified true copies of ID card/ passport/ relevant degrees of the nominated candidate.

**ON BEHALF OF THE BOARD OF DIRECTORS**

*/Signed and sealed/*

**CHETAN PRAKASH BAXI**  
**Chairman of the Board of Directors**