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

ENGLISH TRANSLATION

PROPOSAL ON THE TRANSACTIONS BETWEEN THE COMPANY AND ITS RELATED PARTIES

Pursuant to the Law on Enterprises No. 68/2014/QH13 enacted by the National Assembly on November 26, 2014;

Pursuant to the Law on Securities No. 70/2006/QH11 approved by the National Assembly on June 29, 2006 and and Law on amendments, supplements of some articles of the Law on Securities No. 62/2010/QH12 enacted by the National Assembly on November 24, 2010;

Pursuant to the Charter of Masan Resources Corporation dated May 26, 2015, as amended from time to time;

Pursuant to Resolution No. 117/2018/NQ-HDQT dated April 10, 2018 of the Board of Directors of Masan Resources Corporation,

The Board of Directors of Masan Resources Corporation (the "**Company**") would like to propose the 2018 Annual General Meeting of Shareholders to approve the transactions between the Company and its related parties s follows:

1. In order to achieve greater synergies by leveraging the operational platforms of the whole Group, including the Company's and those of its affiliated and member companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, to approve the following intercompany transactions (the "**Related Transactions**"), including and without limitation the transactions listed below between/among the Company and (i) Masan Group Corporation; (ii) MasanConsumerHoldings Company Limited and/or its affiliated and member companies; (iii) Masan Nutri-Science Corporation and/or its affiliated and member companies; (iv) Masan Horizon Company Limited and/or its affiliated companies; (v) the affiliated and member companies of the Company; and (vi) other affiliated and member companies within Masan Group:

a. transactions for sale and purchase of goods;

b. transactions for transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;

c. transactions for cost sharing; pursuant to which the shared costs shall include, without limitations, information technology services costs, management costs, other services fees, and operation costs which are actually incurred, all on an arm-length basis and allocated by agreements among the companies in a transparent, fair and reasonable manner, and in accordance with market

practices and compliance with applicable laws; and

d. loan, guarantee, pledge and mortgage agreements on the basis of optimizing the treasury and finance function of the parties.

2. To authorize Mr. Chetan Prakash Baxi - the Chairman of the Board of Directors, or Mr. Craig Richard Bradshaw - the Chief Executive Officer of the Company, and allow the Chairman of the Board of Directors and the Chief Executive Officer of the Company to reauthorize other management personnel of the Company:

a. to decide specific terms and conditions of the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any); and;

b. to sign and implement the Related Transactions and agreements, contracts, documents in relation to the Related Transactions, including the amendments, supplements, termination, novation thereof (if any).

Best regards,

Ho Chi Minh City, April 10, 2018

ON BEHALF OF THE BOARD OF DIRECTORS

/signed and sealed/

CHETAN PRAKASH BAXI
Chairman of the Board of Directors