

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 consolidated Charter of Masan Resources Corporation dated November 22, 2019;

Pursuant to Resolution No. 182/2020/NQ-HĐQT dated 17 June 2020 of the Board of Directors of Masan Resources Corporation,

The Board of Directors of Masan Resources Corporation (the “**Company**”) would like to propose the 2020 Annual General Meeting of Shareholders to approve the transactions between the Company and its related parties as follows:

1. In order to achieve greater synergies by leveraging the operational platforms of the whole Masan Group, including the Company’s and those of its subsidiary companies or affiliated companies, which is expected to bring commercial and strategic benefits to the Company and its shareholders, to approve the following intercompany transactions which are entered into in compliance with laws and the value of each transaction is under the authorization of the General Meeting of Shareholders as provided in the Charter and relevant laws (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 subsidiary companies or affiliated companies; (iii) Masan MEATLfi Corporation and/or its subsidiary companies or affiliated companies; (iv) Masan Horizon Company Limited and/or its subsidiary companies or affiliated companies; (v) VCM Services and Trading Development Joint Stock Company and/or its subsidiary companies or affiliated companies; (vi) The Sherpa Company Limited and/or its subsidiary companies or affiliated companies; and (vii) other subsidiary companies or affiliated companies within Masan Group:
 - a. transactions of sale and purchase of goods;
 - b. transactions of transfer of ownership, right of use with respect to trademarks, innovations, technical improvements, copy rights and other intellectual properties whether registered or not;

MASAN RESOURCES CORPORATION

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- c. transactions of 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;
- d. transactions of borrowing, loan, sale and purchase of bonds issued by the Company, subsidiary companies or affiliated companies within Masan Group as mentioned in the introduction paragraph of this Article, or bonds issued by other organizations; and
- e. on the basis of optimizing the treasury and finance function of the parties, (i) transactions of guarantee, pursuant to that any company provides a guarantee for other company(ies) within Masan Group; and (ii) transactions of pledge and mortgage, pursuant to that any company uses its assets to secure for obligations of other company(ies) within Masan Group.

For the purpose of this Article, a subsidiary company or an affiliated company shall mean a subsidiary company or an affiliated company as listed in the consolidated financial statements of the Company from time to time.

- 2. To authorize the Chairman of the Board of Directors and 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, 19 June, 2020

ON BEHALF OF THE BOARD OF DIRECTORS

/signed and sealed/

DANNY LE

Chairman of the Board of Directors