

**ENGLISH TRANSLATION**

*Hanoi, April 10, 2018*

**VOTING PROCEDURES**  
**AT THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**MASAN RESOURCES CORPORATION**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed on November 26, 2014 by the National Assembly of Vietnam and its guiding legal documents;
- Pursuant to the Charter of Masan Resources Corporation (the “**Company**”) approved by the General Meeting of Shareholders on May 26, 2015, as amended from time to time,

The voting procedures at the 2018 Annual General Meeting of Shareholders shall be as follows:

**1. Voting Cards**

Each attending Shareholder, or his/her authorized person, shall receive 4 Voting Cards, including:

- 1.1. **Hand-raising Voting Card:** for voting on general matters as supposed by the Chairperson of the Meeting and not to be collected to the voting box.
- 1.2. **Voting Card No. 1:** for voting on important matters submitted for the General Meeting of Shareholders’ opinions as supposed by the Chairperson at the Meeting and to be collected into the voting box. For each matter to be voted on, there are 3 choices: Agree/Disagree/No Opinion. This Voting Card No. 1 shall be collected to the voting box.
- 1.3. **Voting Card No. 2:** for election of a replacement to membership of the Supervisory Board of the term 2016 - 2021, replacing Mr. Tung Hoang Nguyen due to resignation. This Voting Card No. 2 shall be collected to the voting box.
- 1.4. **Voting Card No. 3 (Reserved Voting Card):** for voting on matters arising during the Meeting which are within the authority of the General Meeting of Shareholders. For each matter to be voted on, there are 3 choices: Agree/Disagree/No Opinion. This Voting Card No. 3 shall be collected to the voting box only in case there is any matter(s) arising during the Meeting which need to be approved by the General Meeting of Shareholders.

**2. Voting procedures**

- 2.1 **Regarding the Hand-raising Voting Card:** voting on the vote number basis

For general matters, such as election of the Committee on Checking Eligibility of Attending Shareholders, election of the Vote-counting Committee, and approval of the Resolution of the General Meeting of Shareholders, attending Shareholders

or their proxy shall raise the Hand-raising Voting Cards when the Chairperson asks for votes: Agree/ Disagree/No Opinion.

**2.2 Regarding Voting Card No. 1 and Voting Card No. 3:** voting on the basis of number of shares.

2.2.1. Attending Shareholders, or their proxy, shall tick on only **one** of the three choices: Agree/ Disagree/ No Opinion, using either ✓ or ✕.

2.2.2. Shareholder, or his/her proxy, who does not tick any choice of a matter shall be deemed as choosing **No opinion** for that matter.

2.2.3. Shareholder, or his/her proxy, who tick more than one choice of a matter shall be deemed as choosing **No opinion** for that matter.

2.2.4. Shareholder, or his/her proxy, who does not cast his/her Voting Card into the voting box shall be deemed as choosing **No opinion** for all matters.

**2.3 With regard to Voting Card No. 2:** voting on accumulative basis using either of the voting methods as follow

2.3.1. Method 1 (cast all votes to the selected candidate): Attending Shareholders, or their proxy, shall tick either ✓ or ✕ on the box in the column named “CAST ALL VOTES” corresponding to the selected candidate.

2.3.2. Method 2 (cast a part of votes to the selected candidate): Attending Shareholders, or their proxy, shall write the number of votes into the column “CAST A PART OF VOTES” corresponding to the selected candidate. The casted votes shall not exceed the total number of votes of each shareholder.

2.3.3. Attending Shareholders, or their proxy, who wish to absent from voting shall leave their Voting Cards No. 2 blank.

**3. Principles to determine the validity of the Voting Cards**

3.1. A Voting Card shall be invalid if it has any of the following indications:

3.1.1. not be in the pre-printed form issued by the organizing committee;

3.1.2. not be sealed with the Company’s stamp;

3.1.3. be erased or torn;

3.1.4. not be signed by the attending Shareholder or his/her proxy;

3.1.5. have any additional content written on the Voting Cards, except those clearly required with instructions on the Voting Cards;

- 3.1.6. regarding Voting Card No. 1 and Voting Card No. 3, be ticked with more than one choice corresponding to a matter subject to voting.
- 3.1.7. regarding Voting Card No. 1 and Voting Card No. 3, be marked with any symbol other than ✓ or ✕.
- 3.1.8. regarding Voting Card No. 2, be marked with any symbol other than ✓ or ✕ (in case of casting all votes to the selected candidate), or has the number of casted votes exceeding the total number of votes of the casting shareholder (in case of casting a part of votes to the selected candidate).

For indications under paragraphs 3.1.6 and 3.1.7, such indications showing at a matter shall invalidate all choices on that matter (i.e., deemed as choosing **No opinion** for that matter). However, the invalidity of such choice shall not in any way affect the validity of the choices on other matters on the same Voting Card or the Voting Card itself.

- 3.2. A Voting Card shall be valid if it does not have any indications provided in paragraph 3.1.

#### **4. Principles to collect and count votes, and voting counting minutes**

- 4.1. After voting, attending Shareholders or their authorized persons shall cast their Voting Cards into sealed voting boxes. To facilitate the vote counting, attending Shareholders or their authorized persons are kindly requested not to fold or crumple the Voting Cards when putting them into the voting box. The collection of votes shall end upon the earlier of the completion by all attending Shareholders or their authorized persons to put their Voting Cards into the voting box, or the expiration of the time for collecting the Voting Cards in accordance with the voting schedule as announced by the Vote-counting Committee.
- 4.2. Vote counting shall be performed immediately after the completion of collection of the Voting Cards.
- 4.3. Results of vote counting shall be documented with signatures of all members of the Vote-counting Committee. The Minutes of vote counting shall contain all contents required under the laws and shall be announced before the Meeting closing.

#### **5. Approval on the resolutions of the General Meeting of Shareholders**

Under the Charter of the Company and applicable laws, a resolution of the General Meeting of Shareholders at the Meeting shall be passed if it is:

- 5.1. with regards to all matters submitted to the Meeting and pre-printed on the Voting Card No. 1, approved by a number of votes representing at least 51% of the total voting shares of all attending shareholders or their authorized persons.

**MASAN RESOURCES CORPORATION**

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5.2 with regards to matters arising during the Meeting and not pre-printed on the Voting Card No. 1, approved by the minimum threshold of votes as set forth in the Charter of the Company and applicable laws.

**6. Claim against the voting and vote counting**

All claims, inquiries on the voting and vote counting shall be resolved at the Meeting by the Chairperson of the Meeting or the Head of Vote-counting Committee, provided that such claims or inquiries are raised before the announcement of the Meeting Minutes.