

DRAFT

ENGLISH TRANSLATION FOR REFERENCE PURPOSE ONLY

**MASAN MEATLIFE
CORPORATION**
No.:/2022/NQ-DHDCD

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Ho Chi Minh City, 28 April 2022

RESOLUTION OF 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MASAN MEATLIFE CORPORATION

THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises No. 59/2020/QH14 approved by the National Assembly on 17 June 2020;
- Pursuant to the Law on Securities No. 54/2019/QH14 approved by the National Assembly on 26 November 2019;
- Pursuant to the Charter of Masan MEATLife Corporation (the “**Company**”) dated 01 April 2021, as amended and supplemented from time to time; and
- Pursuant to the Meeting Minutes of the 2022 Annual General Meeting of Shareholders No. /2022/BBH-DHDCD on 2022.

RESOLVES

Article 1. To approve the Board of Directors’ report on management and performance results of the Board of Directors in 2021.

Article 2. To approve the report of the independent member of the Board of Directors on operation in the Audit Committee in 2021.

Article 3. To approve the 2021 financial statements of the Company audited by KPMG Company Limited.

Article 4. To approve the following 2022 business plan of the Company on a consolidated basis:

Unit: VND billion

Contents	Plan of 2022
Net revenue	5000 – 6500
NPAT - Pre MI	500 – 670
NPAT - Post MI	500 – 670

Article 5. To approve 2021 year-end dividend distribution of the Company as follows:

- Dividend percentage in cash: 49%. This dividend has been advanced to shareholders according to the Board's Resolution No. 584/2021/NQ-HĐQT dated December 3, 2021.

Article 6. To approve advance of dividend in 2022. Designating the Board of Directors and to allow the Board of Directors to authorize the Chairman or CEO, subject to the business plan and optimization of the Company's treasury, to decide the specific percentage of dividend advance, timeline, payment method and other matters related to the dividend advance for the shareholders.

Article 7. To approve the selection of one of following auditing companies to be the Company's auditing firm for the financial year 2022 and to designate the Board of Directors to select and sign an audit contract with one of those companies:

- KPMG Company Limited;
- Deloitte Viet Nam Company Limited;
- PwC (Viet Nam) Company Limited; and
- Ernst & Young Viet Nam Company Limited.

Article 8. To approve removal of directorship of Mr. Neal Leroux Kok and Mr. Pham Trung Lam due to his resignation.

Article 9. To approve the number of members of the Board of Directors for the period of 2021 – 2026 comprising of 4 members.

Article 10. To approve the additional appointment of [Mr./Mrs. _____] as the member of the Board of Directors for remaining term of the period of 2021 – 2026.

Article 11. To approve the remuneration for the members of the Board of Directors in 2022: VND 0 and projected budget plan for operational expenses of the Board of Directors, including committees under the Board of Directors (if any), in 2022 is not higher than VND1 billion.

Article 12. To approve the issuance plan of new shares under the employee stock option plan (ESOP) as follows:

1. Issuance plan:

- Purpose of the issuance: issuance of new shares to the employees of the Company, subsidiary companies, and affiliated companies to recognize their contribution to the Company, subsidiary companies, and affiliated companies over the last year.
- Plan of using the proceeds from the issuance: the proceeds from the issuance will be used to increase charter capital, for business requirements and supplementing the Company's working capital.
- Type of shares to be issued: ordinary shares.
- Par value: VND10,000/share.
- Proposed timeline of the issuance: to designate the Board of Directors to decide specific timing for issuance of ESOP shares after having the approval of State Securities Commission of Viet Nam.

- Issuance method: new shares will be issued directly to the employees of the Company, subsidiary companies, and affiliated companies.
 - Proposed number of shares to be issued: up to 0.5% of the Company's total outstanding shares.
 - Issuance price: VND 60,000/share.
 - Subscribers: employees of the Company, subsidiary companies, and affiliated companies entitled to take part into the ESOP approved in accordance with the paragraph 5 below.
 - Lock-up: all of new shares issued under the ESOP shall be restricted from transferring within 1 year from the date of completion of the issuance.
2. To approve the increase of charter capital of the Company that is equivalent to the total par value of the actually issued shares.
 3. To approve the amendment of the Charter regarding the new charter capital based on the total par value of the actually issued shares.
 4. To approve the additional registering and depository of the actually issued shares at the Vietnam Securities Depository and on the Hanoi Stock Exchange.
 5. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO:
 - to promulgate policy on issuance of new shares to the employees under the ESOP;
 - to decide the total number of shares to be issued in accordance with the issuance plan and the applicable laws; to decide criteria of the employees, list of employees participating in the program; specific number of shares to be allocated to each employee and timing for implementation;
 - to implement necessary work and procedures to temporarily lock ownership percentage by foreign investors or implement other methods before issuing new shares to the employees in case where the employees are foreigners in order for the issuance of new shares under ESOP to satisfy the foreign ownership limitation at the Company (if any);
 - to amend the Charter to record the new charter capital based on the total par value of the actually issued shares;
 - to implement necessary procedures to register the new charter capital with the Department of Planning and Investment of Ho Chi Minh City, to implement additional depository of the actually issued shares at the Vietnam Securities Depository and additional registering of the actually issued shares on the Hanoi Stock Exchange;
 - to supplement or change the issuance plan at the requests of the State Securities Commission of Vietnam and/or for the compliance purposes with applicable regulations; and
 - to decide other matters and implement other actions in relation to the issuance of new shares under the ESOP as deemed necessary by the Board of Directors or the Chairman or CEO.

Article 13. To approve the issuance plan of new shares and plan of using proceeds as follows:

1. The issuance plan of new shares and plan of using proceeds of the Company as follow:

- 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) optimization of the Company's balance sheet; and/or (v) M&A activities; and/or (vi) increase of percentage ownership in subsidiary companies; and/or (vii) forming a basis for its sustainable development, safety and efficiency.
- Criteria to select investors: (1) with respect to strategic investors: being domestic and foreign institutions having financial capability or technological capability supporting development of the business operations of the Company and its subsidiary companies, (2) with respect to professional investors: being domestic and foreign institutions, individuals satisfying conditions in accordance with law. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO, to decide the specific strategic investors, professional investors.
- Number of the investors: new shares shall be issued to not more than 99 strategic investors and/or professional investors.
- Total number of shares to be issued: maximum expected 32,862,338 shares. To designate the Board of Directors to decide total specific number of shares to be issued and number of shares to be issued to each strategic investor, professional investor.
 - Type of shares to be issued: ordinary shares.
 - Par value: VND10,000/share.
 - Form of issuance: private placement.
 - Number of tranches of issuance: in one or multiple tranches.
 - Timing of issuance: in 2022 or until the Company's 2023 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 designate the Board of Directors to decide the specific subscription price.
 - Lock-up: all of new shares issued under the form of private placement shall be restricted from transferring within 3 years with respect to the strategic investors and within 1 year with respect to the professional investors from the date of completion of the issuance.
- 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 the 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 the actually issued shares with the Vietnam Securities Depository and the Hanoi Stock Exchange.
6. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO:
 - 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 decide specific plan of using proceeds;
 - to implement necessary work and procedures to temporarily lock ownership percentage by foreign investors or implement other methods before issuing new shares in case where issuing new shares to foreign investors in order for the issuance of new shares to satisfy the foreign ownership limitation at the Company (if any);
 - to decide the strategic investors, professional investors, specific number of shares to be issued to and the subscription price for each strategic investor, professional investor;
 - to decide the number of tranches of issuance;
 - to decide the specific timing for issuance of shares 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 amend the Charter to record the new charter capital based on the total par value of the actually issued shares;
 - to 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 the Hanoi 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 or CEO.

Article 14. To approve the listing of bonds issued by the Company under public offerings in 2022 and before the 2023 Annual General Meeting of Shareholders on Vietnam Stock Exchange and/or its subsidiary companies in accordance with applicable laws. To designate the Board of Directors, and to allow the Board of Directors to authorize the Chairman or CEO to decide and implement necessary works, procedures in relation to the listing of the bonds.

Article 15. The Board of Directors, Board of Management and shareholders are responsible for implementing this Resolution.

Article 15. This Resolution is effective from the signing date.

**O.B.H THE GENERAL MEETING OF
SHAREHOLDERS
CHAIRMAN**

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DANNY LE