



MASAN MEATLIFE CORPORATION

10th Floor, Central Plaza, 17 Le Duan Street, Ben Nghe Ward,
District 1, Ho Chi Minh City, Vietnam

Phone: +84 28 6256 3862

Facsimile: +84 28 3827 4115

Web: <https://masanmeatlife.com.vn/>

PROPOSAL ON ISSUANCE PLAN OF NEW SHARES AND PLAN OF USING PROCEEDS

- Pursuant to Law on Enterprises No. 59/2020/QH14 dated 17 June 2020;
- Pursuant to Law on Securities No. 54/2019/QH14 dated 26 November 2019;
- Pursuant to the Charter of Masan MEATLife Corporation dated 01 April 2021, as amended and supplemented from time to time; and
- Pursuant to Resolution No. 04/2023/NQ-HDQT dated 30 March 2023 of the Board of Directors.

The Board of Directors of Masan MEATLife Corporation (the “**Company**”) would like to submit to the 2023 Annual General Meeting of Shareholders 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, 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 to 10% of the Company’s total outstanding 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 2023 or until the Company's 2024 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, except for the case of transfer between professional investor.
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 decide to deal with undistributed shares in accordance with the issuance plan;
 - 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.

Ho Chi Minh City, 31 March 2023

**ON BEHALF OF THE BOARD OF DIRECTORS
CHAIRMAN**

(Signed and sealed)

DANNY LE