

OPINION COLLECTION FORM

1. Company's name: **VINACAFÉ BIEN HOA JOINT STOCK COMPANY**
2. Address: Bien Hoa 1 Industrial Park, An Binh Ward, Bien Hoa City, Dong Nai Province, Vietnam.
3. Telephone number: (+84 251) 3 836 554 Fax number: (+84 251) 3 836 108
4. Business registration certificate number: 3600261626 issued by the Department of Planning and Investment of Dong Nai Province initially on 29 December 2004 (as amended from time to time)
5. Purpose for collecting the opinion: to approve the related party transactions
Details are provided at Section 7 of this Opinion Collection Form.
6. Information of shareholder*:
 - Name:
 - Address:
 - Nationality:
 - Trading code number or ID number: Issuance date:
 - Number of shares:
 - Number of votes:
7. Issues are required to collect opinions:

Article 1. In order to achieve greater synergies by leveraging Masan Group and MasanConsumerHoldings' larger operational platforms which is expected to bring commercial and strategic benefits to VCF and its shareholders, approving the following intercompany transactions (the "**Related Transaction(s)**"), including but not limited to the transactions listed below among the Company and (a) Masan Group Corporation and/or any related companies of Masan Group Corporation; and/ or (b) MasanConsumerHoldings Company Limited and/or any related companies of MasanConsumerHoldings Company Limited; and/ or (c) Masan Brewery Company Limited and/or any related companies of Masan Brewery Company Limited. The Related Transaction(s) will be entered into in a transparent, fair, and appropriate manner, and shall be in compliance with applicable laws and market practices and on arm's length terms.

- a. Transactions for sale and purchase of goods, machinery, equipment, materials to distribute products, and/ or use products as promotional goods, and/ or gifts to employees/customers, and/ or internal;
- b. Service agreements to serves as a trade promotion agent, distribute samples to end-consumers for testing;
- c. Brand own/ use right transfer agreements, pursuant to which the companies above transfer the own/ use rights of the brands that have registered for protection with the National Office of Intellectual Property to the other for their business activities;
- d. Transactions for support to pay the investment and/ or operating costs (the "**Costs**") and the Costs will be reimbursed in accordance with accounting standards as provided by the laws;
- e. Rental agreements for plants, machinery and equipment;
- f. Outsourcing agreements;
- g. General expense allocation/ sharing agreements, pursuant to which the allocated expenses are expenses for management, product introduction and development that actually arise, are consistent with market prices, and are allocated based on the agreement among the companies above; and

- h. Loan and guarantee agreements.

Agree ☐

Disagree ☐

No opinion ☐

Article 2. Authorizing the Chairman of the Board of Directors, and/or Chief Executive Officer, and/or Deputy Chief Executive Officer of the Company:

- a. to decide the terms and conditions of the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any); and
- b. to sign and implement the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any).

provided, in each case, the Related Transaction(s) are entered into in a transparent, fair, and appropriate manner and shall be in compliance with applicable laws and market practices and on arm's length terms.

Agree ☐

Disagree ☐

No opinion ☐

8. The timing for which the completed opinion collection form must be sent to the Company at its address or fax number mentioned above: 10 am on 15 January 2018 (which will be based on the stamp of the post office).

Shareholder's confirmation:

Bien Hoa City, 29 December 2017

- In respect of shareholder being an individual: sign with your full name;
- In respect of shareholder being an institution: its legal representative or authorised representative shall sign with full name, title of the signatory and sealed with corporate seal

Chairman of the Board of Directors
(signed and sealed)

PHAM QUANG VU

Signature: _____

Full name: _____

Title: _____

ENGLISH TRANSLATION
FOR REFERENCE PURPOSES ONLY

VINACAFÉ BIEN HOA
JOINT STOCK COMPANY
No.:/2018/NQ-ĐHĐCĐ/VCF

SOCIALIST REPUBLIC OF VIETNAM
Independence – Freedom – Happiness

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Bien Hoa City,, 2018

**RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS
VINACAFÉ BIEN HOA JOINT STOCK COMPANY**

THE GENERAL MEETING OF SHAREHOLDERS

- Pursuant to the Law on Enterprises 2014 and its implementing documents;
- Pursuant to the Law on Securities 2006 and its implementing documents;
- Pursuant to the Charter approved by the General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stock Company (the “**Company**”) on 11 May, 2013, as amended from time to time; and
- Pursuant to the Shareholder Voting Minutes of the General Meeting of Shareholders dated, 2018 of the Company.

RESOLVED

Article 1. In order to achieve greater synergies by leveraging Masan Group and MasanConsumerHoldings’ larger operational platforms which is expected to bring commercial and strategic benefits to VCF and its shareholders, approving the following intercompany transactions (the “**Related Transaction(s)**”), including but not limited to the transactions listed below among the Company and (a) Masan Group Corporation and/or any related companies of Masan Group Corporation; and/ or (b) MasanConsumerHoldings Company Limited and/or any related companies of MasanConsumerHoldings Company Limited; and/ or (c) Masan Brewery Company Limited and/or any related companies of Masan Brewery Company Limited. The Related Transaction(s) will be entered into in a transparent, fair, and appropriate manner, and shall be in compliance with applicable laws and market practices and on arm's length terms.

- a. Transactions for sale and purchase of goods, machinery, equipment, materials to distribute products, and/ or use products as promotional goods, and/ or gifts to employees/customers, and/ or internal;
- b. Service agreements to serves as a trade promotion agent, distribute samples to end-consumers for testing;
- c. Brand own/ use right transfer agreements, pursuant to which the companies above transfer the own/ use rights of the brands that have registered for protection with the National Office of Intellectual Property to the other for their business activities;

- d. Transactions for support to pay the investment and/ or operating costs (the “**Costs**”) and the Costs will be reimbursed in accordance with accounting standards as provided by the laws;
- e. Rental agreements for plants, machinery and equipment;
- f. Outsourcing agreements;
- g. General expense allocation/ sharing agreements, pursuant to which the allocated expenses are expenses for management, product introduction and development that actually arise, are consistent with market prices, and are allocated based on the agreement among the companies above; and
- h. Loan and guarantee agreements.

Article 2. Authorizing the Chairman of the Board of Directors, and/or Chief Executive Officer, and/or Deputy Chief Executive Officer of the Company:

- a. to decide the terms and conditions of the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any); and
- b. to sign and implement the Related Transaction(s) and contracts, agreements, documents in relation to the Related Transaction(s), including agreements amending the Related Transaction(s) (if any).

provided, in each case, the Related Transaction(s) are entered into in a transparent, fair, and appropriate manner and shall be in compliance with applicable laws and market practices and on arm's length terms.

Article 3. The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

Article 4. These resolutions shall take effect from the signing date.

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

PHẠM QUANG VŨ