

**ENGLISH TRANSLATION**

**MA SAN GROUP CORPORATION**  
No.: 144/2014/NQ-HDQT

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence – Freedom – Happiness  
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*Ho Chi Minh City, August 13, 2014*

**RESOLUTION OF THE BOARD OF DIRECTORS  
MA SAN GROUP CORPORATION**

**THE BOARD OF DIRECTORS**

- Pursuant to the Law on Enterprises No. 60/2005/QH11 approved by the National Assembly on November 29, 2005;
- Pursuant to the Charter of Ma San Group Corporation (“**MSN**”);
- Pursuant to the Minutes of checking votes of the letters for opinions of the Board of Directors’ members No. 142/2014/BBKP-HDQT dated August 13, 2014,

**RESOLVES**

**Article 1:** To approve the following matters:

1. MSN and/or Orchid Consultant Company Limited (“**Orchid**”) to acquire the capital contribution equivalent to 100% of the charter capital (“**LamKa Acquisition**”) of LamKa One Member Company Limited (“**LamKa**”), the company currently holds the shares equivalent to 99.9% of the charter capital of Phu Yen Bear and Beverage Joint Stock Company (“**PYBECO**”);
2. To increase the charter capital of Orchid, LamKa and PYBECO; and
3. To change the name of Orchid to Masan Brewery Company Limited.

**Article 2:** To approve Mr. Nguyen Thieu Nam – Deputy CEO of MSN and Chairman of Orchid:

1. To decide terms and conditions of all contracts, agreements, documents in relation to the LamKa Acquisition, including the amendments thereto;
2. To sign and implement all contracts, agreements, documents in relation to the LamKa Acquisition, including the amendments thereto;
3. To decide and implement all other issues to complete the transaction of LamKa Acquisition;
4. To appoint, remove and change the authorized representative to manage the capital contribution owned by Orchid in LamKa; to appoint, remove and change the authorized representative to manage the shares owned by LamKa in PYBECO;
5. To decide the organizational structure, corporate type, name and charter of LamKa;

6. To appoint and remove the legal representative and managerial positions of LamKa; to nominate persons to be appointed to managerial positions of PYBECO;
7. To register the change of name of Orchid with competent authority and if requested by the competent authority, to decide to change the name of “Masan Brewery Company Limited” accordingly; and
8. To decide methods of increase of charter capital, specific amount of the charter capital and to register the increase of charter capital of Orchid and LamKa with the competent authority.

**Article 3:** The relevant departments, individuals are responsible for implementing this Resolution.

**Article 4:** This Resolution is effective from the signing date hereof.

**O.B.H. THE BOARD OF DIRECTORS  
CHAIRMAN**  
*[signed and sealed]*

**NGUYEN DANG QUANG**