



ENGLISH TRANSLATION

**PROPOSAL ON AMENDMENT TO THE CHARTER OF MA SAN
GROUP CORPORATION**

- Pursuant to the Law on Enterprises No. 60/2005/QH11 enacted by the National Assembly on November 29, 2005;
- Pursuant to the Law on Securities No. 70/2006/QH11 enacted by the National Assembly on June 29, 2006;
- Pursuant to the Charter of Ma San Group Corporation approved by the General Meeting of Shareholders on October 9, 2009 and its amendments from time to time;
- Pursuant to the Board of Directors' Resolution of Q2-2011.

The Board of Directors of Ma San Group Corporation proposes the General Meeting of Shareholders to approve the amendments of clause 14, Article 29 of the Company's Charter as follows:

Clause 14 Article 29 is amended as follows:

“Article 29. Meetings of the Board of Directors

.....

14. Written resolutions: The Board of Directors may pass its resolutions by collecting written opinions of members of the Board of Directors.

The collection of written opinions shall be implemented as follows:

- a. The Chairman of the Board of Directors shall have the right to collect written opinions in order to pass a resolution of the Board of Directors at any time if considered necessary in the interests of the Company;*
- b. The Chairman of the Board of Directors must prepare letters to collect written opinions of members of the Board of Directors. The letter to collect written opinions must include at least the following contents: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) voting options including approve, disapprove and no opinion, (iii) time-limit within which the completed letter to collect written opinions must be returned to the Company and (iv) full name and signature of the Chairman of the Board of Directors and of the member of the Board of Directors required to give the opinions;*

- c. *The Chairman of the Board of Directors shall conduct counting of the votes and shall prepare minutes of the counting of the votes in the presence of a representative of the Supervisory Board. The minutes of counting of votes shall contain the following basic particulars: (i) issues on which they are necessary to obtain opinions in order to pass resolutions, (ii) total of members of the Board of Directors participated in the voting, classifying the votes into valid and invalid, (iii) total number of votes for, against and abstentions on each issue voted upon, (iv) resolutions which have been passed and (v) full name and signature of the Chairman of the Board of Directors, of the representative of the Supervisory Board and the Secretary of the Company.*
- d. *Written resolutions are passed by when they are approved by the majority of members of the Board of Directors (above 50%) who have right to vote each issue on which it is necessary to obtain opinions. In the case of a tied vote, the final decision shall be made in favour of the vote of the Chairman of the Board of Directors.*
- e. *Resolutions which are passed by the form of collecting written opinions of members of the Board of Directors shall have the same validity as resolutions passed in a meeting convened and held duly.*

HCMC, April 11, 2011.

BOARD OF DIRECTORS

CHAIRMAN

[signed and sealed]

NGUYỄN ĐĂNG QUANG