



ENGLISH TRANSLATION



**PROPOSAL ON ISSUANCE OF NEW SHARES UNDER THE
EMPLOYEE STOCK OWNERSHIP PLAN**

- 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 Q2-2011.

The Board of Directors of Ma San Group Corporation proposes the General Meeting of Shareholders to approve plan of ESOP shares of the Company as follows:

Charter capital of 2010	5,152,722,690,000
Increased charter capital under ESOP	100,000,000,000

Plan of issuance of new shares under the Employee Stock Ownership Plan (ESOP):

1. Issuance plan:
 - Purpose of issuance and plan of using the proceeds: to use for business requirements, supplement the Company's working capital.
 - Type of shares to be issued: ordinary shares.
 - Face value: VND10,000/share.
 - Proposed timing: in 2011 and 4 first months of 2012.
 - Issuance method: under the Employee Stock Ownership Plan.
 - Number of shares to be issued: 10,000,000 (ten million) shares.
 - Issuance price: VND10,000/share.
 - Subscribers: management officers or employee within the group who have the ability to contribute to the Company and subsidiaries in accordance with the Board of Directors' decision.
2. To approve the increase of charter capital of the Company which is equivalent to total face value of the actually issued shares.

3. To approve the amendment of Article 5.1 of the Company's Charter regarding the new charter capital based on total face value of the actually issued shares.
4. To approve listing of the actually issued shares on the Ho Chi Minh Stock Exchange.
5. To authorize the Board of Directors:
 - to decide specific subscribers under the criteria mentioned above, number of shares issued to each subscriber, time for issuing, number of employee entitled to this plan, deal with shares will not be subscribed;
 - to implement other necessary procedures to register the increase of charter capital and additional listing of the actually issued shares.

HCM, April 11, 2011
BOARD OF DIRECTORS
CHAIRMAN
[signed and sealed]

NGUYỄN ĐĂNG QUANG