

ENGLISH TRANSLATION

AMENDMENT TO THE CHARTER OF MA SAN CONSUMER CORPORATION

(The third amendment)

- Pursuant to the 2005 Law on Enterprises related implementing documents;
- Pursuant to the Charter of Ma San Consumer Corporation (the “Company”) dated April 23, 2012 and the second Amendment to the Charter of Ma San Consumer Corporation dated February 18, 2013; and
- Pursuant to the Resolutions No. .../2013/NQ-DHDCD dated April ..., 2013 of the General Meeting of Shareholders.

Today, April ..., 2013, at the head office of the Company, as approved and authorized by the General Meeting of Shareholders, the Chairman of the Board of Directors decides to amend the Charter of Ma San Consumer Corporation for the third time with the following details:

1. To supplement and amend Article 7.1 of the Charter:

“Article 7. Rights of Company’s Shareholders

7.1. The Company’s Shareholders shall have the following rights:

- a. To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through an authorized representative with the votes corresponding to the number of ordinary shares held by such Shareholder;*
- b. To receive dividends at the rate decided by the General Meeting of Shareholders;*
- c. To freely assign their fully paid shares to other Shareholders and other persons in accordance with the law and this Charter;*
- d. To be given priority in subscribing for new shares in proportion to the number of ordinary shares each shareholder holds in the Company at the time of offer, unless otherwise decided by the General Meeting of Shareholders;*
- e. To sight, look up and make an extract of information in the list of Shareholders with voting rights and to request amendment of incorrect information;*
- f. To sight, look up and make an extract or copy of the Charter of the Company, the book of minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;*
- g. Upon dissolution of the Company, to receive a part of the remaining assets in proportion to the number of shares contributed to the company;*
- h. Other rights stipulated in the law and this Charter.”*

2. To supplement Article 42a to the Charter:

“Article 42a. Responsibilities for loss and compensation

42a.1. Members of the Board of Directors, members of the Inspection Committee, the Chief Executive Director and other Managers who breach their obligations and responsibilities

for honesty and prudence or fail to fulfill their obligations diligently and professionally must be responsible for any loss and damage caused by their breach.

42a.2. *The Company shall pay compensation to any person who has been, is or is likely to become a relevant party to a claim, suit or legal proceeding (including civil and administrative cases other than those initiated by the Company) if such person was or is currently a member of the Board of Directors, a Manager, an employee or a representative authorized by the Company, or such person acted or is acting at the request of the Company in the capacity of a member of the Board of Directors, a Manager, an employee or an authorized representative of the Company, provided that such person acted honestly, prudently and diligently in the best interests or not against the best interests of the Company on the basis of compliance with the law and that there is no evidence that such person committed a breach of his/her responsibilities. When implementing the functions, duties or work as authorized by the Company, any member of the Board of Directors or of the Inspection Committee, Manager, employee or authorized representative of the Company shall be entitled to compensation paid by the Company when they become a relevant party to a claim, suit or legal proceeding (excluding legal actions initiated by the Company) in the following cases:*

- a. *They acted honestly, prudently and diligently in the interests of the Company and without conflict with the interests of the Company;*
- b. *They complied with law and there is no evidence that they failed to perform their responsibilities.*

42a.3. *The expenses for compensation shall comprise expenses arising (including legal fees), judgment expenses, fines and payables actually arising or deemed reasonable when dealing with such cases within the framework permitted by law. The Company may purchase insurance for such persons in order to avoid the above responsibilities for compensation. If the Company purchases liability insurance for members of the Board of Directors and members of the Inspection Committee, this must be approved by the General Meeting of Shareholders. The Company may also purchase liability insurance for the Chief Executive Director and other Managers if the Board of Directors approves. Such insurance shall not include insurance for liabilities of members of the Board of Directors, members of the Inspection Committee, the Chief Executive Director and other Managers in relation to any breach of law or the Company Charter.”*

3. This 3rd Amendment of the Charter shall replace the corresponding articles of the Charter dated April 23, 2012 and the Annex of Amendment of the Charter of Ma San Consumer Corporation for the second time dated February 18, 2013. The words “Annex” and “Annex of amendment shall be correspondingly replaced by the word “Amendment”. This 3rd Amendment of the Charter shall take effect from the signing date and shall be an integral part of the Charter dated April 23, 2012 and the Annex of Amendment of the Charter of Ma San Consumer Corporation for the second time dated February 18, 2013.

CHAIRMAN OF THE BOAR OF DIRECTORS

(signed and sealed)

NGUYEN DANG QUANG