



**CHECKLIST OF MEETING DOCUMENTS**  
**2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**15 April 2017**

**CHECKLIST OF MEETING DOCUMENTS**  
**2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINACAFÉ BIEN HOA JOINT STOCK COMPANY**

1. Invitation Letter to the 2017 Annual General Meeting of Shareholders;
2. Power of Attorney Form;
3. Register Letter Form;
4. Agenda of the 2017 Annual General Meeting of Shareholders;
5. Working Principles of the 2017 Annual General Meeting of Shareholders;
6. Voting procedures at the 2017 Annual General Meeting of Shareholders;
7. 2016 Audited separate and consolidated financial statements (quotation);
8. Report of Board of Directors;
9. Report of Chief Executive Officer;
10. Report of Supervisory Board;
11. Proposal on 2017 business plan;
12. Proposal on 2016 profit allocation and 2017 dividend advance;
13. Proposal on report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017;
14. Proposal on selection the Company's auditing firm in 2017;
15. Proposal on the addition of the business lines of the Company;
16. Draft of the 2017 AGM resolutions.



**CÔNG TY CỔ PHẦN VINACAFÉ BIÊN HÒA**

Khu Công nghiệp Biên Hòa 1, TP Biên Hòa, tỉnh Đồng Nai

Tel: 0613.838654

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Website: <http://www.vinacafebienhoa.com> Email: [vinacafe@vinacafebienhoa.com](mailto:vinacafe@vinacafebienhoa.com)

**INVITATION TO  
2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: Shareholders of Vinacafé Bien Hoa Joint Stock Company.**

Vinacafé Bien Hoa Joint Stock Company would like to notify and invite you to attend the 2017 Annual General Meeting of Shareholders:

**Time: 08:00 AM, Saturday, April 15, 2017.**

**Location: Tan Cang Park - A100 Ung Van Khiem Street, Ward 25, Binh Thanh District, Ho Chi Minh City (Thanh Thuy Restaurant).**

**Agenda:**

- Approval of the Report of the Board of Directors;
- Approval of the Report of the Board of Supervisory;
- Approval of CEO Report;
- Approval of the 2016 Audited Financial Statement;
- Approval of the 2017 Business Plan;
- Approval of the 2016 Profit Distribution Proposal and dividend advance in 2017;
- Selection of an auditing firm for 2017; and
- Approval of other decisions of the General Meeting of Shareholders.

**Qualifications for participation:**

Shareholders according to the list of shareholders of Vinacafé Bien Hoa Joint Stock Company as of book closing on March 20, 2017.

**Shareholders or authorized persons participating the meeting shall bring the following papers:** Invitation, Authorization (for authorized persons), valid ID card or passport.

**Documents related to the meeting:**

Please kindly study the detailed agenda and meeting documents are posted on the Company's website at: [www.vinacafebienhoa.com](http://www.vinacafebienhoa.com).

**Registration:**

For a well-prepared meeting, please perform the confirmation procedures of meeting participation or authorization to other persons and send to the company's head office by postal or by fax before 4 pm April 12, 2017.

**For further information about the meeting, please contact:**

Vinacafé Bien Hoa Joint Stock Company – Bien Hoa 1 Industrial Park, Dong Nai Province

Tel: (061) 3 836 554; Fax: (061) 3836108; E-mail: [vinacafe@vinacafebienhoa.com](mailto:vinacafe@vinacafebienhoa.com)

Ms. Do Thi Hoang Yen (+ 84 909991023).

It is our honor to welcome you to this meeting.

*Bien Hoa, 31 March 2017*  
**O.B.O THE BOARD OF DIRECTORS**  
**Chairman**

*(signed and sealed)*

**Phạm Quang Vũ**



**POWER OF ATTORNEY**

**(Re: Participate the 2017 Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stoct Company)**

**To: Organization Committee of 2017 Annual General Meeting of Shareholders**

Shareholder’s name: .....

Owner’s register number: ..... Date of issue: ..... Place of issue: .....

Address: .....

Total number of shares: .....

**By this letter, I/we would like to authorize:**

Mr/ Mrs: ..... Year of birth: .....

ID/ Passport No.: ..... Date of issue: ..... Place of issue: .....

Address: .....

has the right to represent me/us to participate and vote with ..... shares on all matters in the authority of the shareholders in the 2017 Annual General Meeting of Shareholders dated 15 April 2017 of Vinacafé Bien Hoa Joint Stoct Company.

This authorization is effective as of the date of signing and expired at the closing the General Meeting of Shareholders mentioned above.

I/ We commit that I/ we will be responsible for this authorization.

....., dated .....

**AUTHORIZED PERSON**  
*(signature and full name)*

**SHAREHOLDERS**  
*(signature and full name – stamp if organization)*

.....

.....

## REGISTER LETTER

(Re: Participate the 2017 Annual General Meeting of Shareholders of  
Vinacafé Bien Hoa Joint Stock Company)

**To: Organization Committee of 2017 Annual General Meeting of Shareholders**

Shareholder's name: .....

Owner's register number: ..... Date of issue: ..... Place of issue: .....

Address: .....

Total number of shares: .....

**By this letter, I/we would like to confirm:**

- Will participate the meeting:
- Will authorize to Mr/ Mrs (enclosure the Power of attorney): .....

....., *dated* .....

*(signature and full name – stamp if organization)*

.....

**Notes:** For a well-prepared meeting, please confirm the meeting participation by postal or by fax to the Company's head office and contact with the person in the Invitation Letter.

## AGENDA OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VINACAFÉ BIEN HOA JOINT STOCK COMPANY

**Time:** 08:00 AM, Saturday, 15 April 2017.

**Venue:** Tan Cang Park - A100 Ung Van Khiem Street, Ward 25, Binh Thanh District, Ho Chi Minh City (Thanh Thuy Restaurant).

#	AGENDA	TIME
1	Welcome	8:00 am – 8:45 am
2	Meeting opening	8:45 am – 8:50 am
3	<ul style="list-style-type: none"> <li>- Report on result of shareholder registration;</li> <li>- Election the presiding body, secretariat, and vote counting and election board;</li> <li>- Announcement of the working principles of the meeting</li> </ul>	8:50 am – 9:00 am
4	Approval of the meeting content and agenda	9:00 am – 9:05 am
5	The report of the Board of Directors on business management and performance of the Company	9:05 am – 9:20 am
6	The report of the Chief Executive Officer	9:20 am – 9:40 am
7	The Supervisory Board's report on the company's 2015 management by the Board of Directors and the Chief Executive Officer	9:40 am – 9:50 am
8	The Board of Directors' proposals on: <ul style="list-style-type: none"> <li>- The 2017 business plan;</li> <li>- The 2016 profit allocation and 2017 dividend advance;</li> <li>- The report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017;</li> <li>- The selection of Auditor for 2017;</li> <li>- The addition of the business lines of the Company;</li> <li>- Other issues under the authority of General Meeting of Shareholders.</li> </ul>	9:50 am – 10:10 am
9	Voting to approve the meeting's resolutions	10:10 am – 10:20 am
10	Interval	10:20 am – 10:40 am
11	Q&A	10:40 am – 11:00 am
12	Counting votes and announcement of voting results	11:00 am – 11:10 am
13	Read the meeting's minutes aloud Approve the meeting's minutes Close the meeting	11:10 am – 11:20 am

**WORKING PRINCIPLES**  
**AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINACAFÉ BIÊN HÒA JOINT STOCK COMPANY**  
**(15 April, 2017)**

1. The 2017 Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stock Company is held when it meets all conditions set out by legal regulations and it is based on approved agenda.
2. Shareholders or their authorized representatives shall receive 3 voting cards, including:
  - Hand voting card: for voting by raising the card, which is not collected to the vote box.
  - Voting card No. 1: for voting on pre-printed issues on the card.
  - Voting card No. 2: for voting on new issues arising during the meeting.
3. Shareholders shall check upon reception of voting cards the pre-printed information (especially the total voting rights). Should there be errors, they should be informed to the organizing board immediately for correct voting cards.
4. The Presiding Committee shall manage the meeting as regulated by laws and participating shareholders are to observe legal regulations and the Presiding Committee's decisions.
5. Shareholders who leave before the meeting is over are considered to waive their rights and obligations at the meeting from that moment on.
6. Shareholders who show up late shall take part in voting on related issues after completing their registration for the meeting.
7. Participating shareholders shall write their opinions on paper and send to the Secretariat. The secretariat shall collect and send them to Presiding Committee.



*Ho Chi Minh City, 15 April, 2017*

**VOTING PROCEDURES**  
**AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINACAFÉ BIEN HOA JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed on 26 November, 2014 by the Eleventh National Assembly;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company (the “**Company**”), dated 11 May 2013 (as amended from time to time).

Vinacafé Bien Hoa Joint Stock Company would like to inform the voting procedures at the 2017 Annual General Meeting of Shareholders as follows:

**1. Voting cards:**

The organizing committee issues 2 types of voting cards:

- 1.1. Hand-raised voting card: to vote on general issues as supposed by the Presiding Committee of the meeting and not to be collected to the vote box.
- 1.2. Voting cards (with choices of Agreement/ Disagreement/ No Opinions): to vote on important issues submitted for the General Meeting of Shareholders’ opinions as supposed by the Presiding Committee at the meeting and to be collected into the vote box.

**2. Voting procedures:**

- 2.1. **For hand-raised voting card:** voting on the vote number basis.

For general issues like electing voting committee and vote-counting committee; approving the Resolutions of the General Assembly, participating shareholders or their proxy raise the hand-raised voting card when the Presiding Committee ask for votes: Agree/ Disagree/ No Opinions.

- 2.2. **For voting cards (with choices of Agreement/ Disagreement/ No Opinions):** voting on the basis of number of shares.
  - 2.2.1 Shareholders or their proxy shall mark either V or X on **one** of the 3 choices (Agree/ Disagree/ No Opinions).
  - 2.2.2 Shareholders or their proxy do not mark any choice or do not put the voting card into the voting box which means they choose **No opinions**.

- 2.3. In case of mistaken marking, shareholders can ask the organizing committee for a new card after returning the old one.

### **3. Principles to determine the validity of voting cards:**

#### 3.1. Valid voting cards:

- Pre-printed form issued by the organizing committee with the company's seal, without erasing or correcting, without other content being added to the cards.
- For voting cards (with choices of Agreement, Disagreement, or No Opinions): only mark with V or X on **one** of three squares corresponding to one of the three choices.

#### 3.2. Invalid voting cards:

- The voting cards are not issued by the organizing committee, or are erased or corrected, or new content is added into the voting cards.
- For the voting cards (with choices of Agreement, Disagreement, or No Opinions): Marked with more than one choice out of three: Agree, Disagree, No Opinions; or marked with signs other than X or V.

### **4. Principles to collect and count votes, and documents voting results:**

- 4.1. After voting, shareholders shall put their voting cards into sealed vote box. To facilitate the vote counting, the shareholders are kindly requested not fold, crumple the voting cards when putting them in the vote box. The collection of votes shall end when all shareholders or the proxy put their voting cards into the box or when the time for collecting voting cards is up according to the vote counting committee's announcement.
- 4.2. Vote counting shall be performed immediately after the completion of the voting card collection.
- 4.3. Results of vote counting are documented with signatures of all members of the vote counting committee. Minutes of vote counting shall consist of main items according to legal regulations and be read aloud before the meeting closing.

### **5. Approval on the resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders are approved by the voting method once they obtain the minimum percentage of agreement, according to relevant legal regulations and the Charter of the Company:

- 5.1. For resolutions on amendment and supplement to the Charter: 75% of the total votes card by shareholders or their proxy present at the meeting.
- 5.2. Other matters: at least 65% of the total votes card by shareholders or their proxy present at the meeting.

## **6. Claim against the voting and vote counting**

- All claims, inquiries on the voting and vote counting shall be resolved by the Meeting Chairperson or Head of vote counting committee, provided that such claims and inquiries are raised before the announcement of the meeting minutes.

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Dear Shareholders,**

**I- Business operations in 2016**

**1. Evaluation of 2016 business operations**

In 2016, the world economy recovered slowly, causing significant effects to the domestic economy: prices of raw materials increased sharply and unstable; drought, natural disasters in some key areas of material supply; fierce competition from competitors etc. However, with relentless effort, 2016 can be considered to be a year of business success for Vinacafe Bien Hoa as we accomplished all targets, specifically:

- Net revenue:  
VND3,310 billion, up by 10% vs. 2015 and by 16% vs target. This is also the record revenue.
- Net profit:  
VND381 billion, up by 29% vs. 2015 and by 52% vs. target.

2016 business results will create momentum for success in 2017 and upcoming years.

**2. Board activities**

In 2016, the Board of Directors regularly supervised and ensured the activities of CEO and other managers always comply with current laws, regulations and Charter of the Company, and at the same time, comply with the Resolutions of the AGM, Resolutions and Decisions of the Board.

**3. Summary of Board meetings and decisions**

In 2016, Vinacafé Bien Hoa Board of Directors held 4 meetings, collected members' written opinions 3 times and decided on the following issues:

#	Ref	Dated	Content
1	01/2016/NQ-HĐQT	04/3/2016	Approve last registration date for 2016 AGM
2	02/2016/NQ-HĐQT	04/3/2016	Approve issues to be submitted to 2016 AGM for approval
3	03/2016/NQ-HĐQT	04/3/2016	Approve resign application of Mr. Lê Hùng Dũng – Deputy CEO
4	04A/2016/NQ-HĐQT	05/4/2016	Approve additional issues to submit 2016 AGM for approval
5	04/2016/NQ-HĐQT	23/5/2016	Approve M&A of subsidiaries

6	05/2016/NQ-HĐQT	23/6/2016	Approve loans to subsidiaries
7	06/2016/NQ-HĐQT	22/7/2016	Approve transactions with subsidiaries
8	07/2016/NQ-HĐQT	22/7/2016	Approve to lease factories to subsidiaries and related issues
9	08/2016/NQ-HĐQT	22/7/2016	Approve to terminate Ha Noi branch
10	09/2016/NQ-HĐQT	23/11/2016	- Approve the brand building strategy; - Authorise the Chairman to close book of shareholders for 2017 AGM

## II- 2017 plan

### 2017 target

*Unit: VND bn*

#	Item	2017 target
1	Revenue	3,300
2	Net profit	380

### Strategic directions:

- Vinacafé Bien Hoa continues to market many new products, making coffee a favorite drink and daily use throughout Vietnam.
- Successfully penetrating food categories with sufficient market demand.
- Coffee products, new food and beverage products, will be breakthroughs in creating new demands and owning the results of brand building and satisfying demand of customers.

*Bien Hoa, 31 March 2017*  
**O.B.O the Board of Directors**  
**Chairman**

*(signed and sealed)*

**PHẠM QUANG VŨ**

## REPORT OF CEO ON 2016 BUSINESS RESULTS AND 2017 PLAN

### FOR 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VINACAFÉ BIEN HOA JOINT STOCK COMPANY

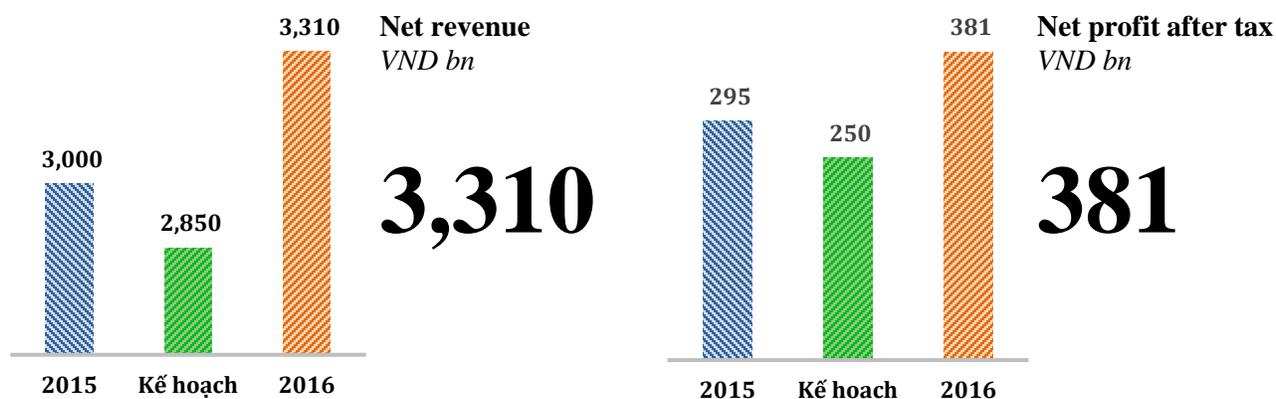
#### I. Mission 2020

*“Always innovate to revolutionize the way coffee is enjoyed by millions of Vietnamese and the world with unique original Vietnamese coffee.”*

#### II. 2016 business results

Although the overall economic situation in 2016 still faced many difficulties, affecting consumers’ purchasing power, business results of Vinacafe BH is very encouraging. We have accomplished more than 2016 business plan. In particular, we achieved record revenue of VND310 billion, up by 16% vs. target and by 10% vs. 2015 revenue. Net profit exceeded our target by 52% to reach VND381 billion, 29% higher than 2015.

Year	Unit	2015	2016	Growth	
Net revenue	VND bn	3,000	3,310	310	10%
Net profit after tax	VND bn	295	381	86	29%
		2016	Target	Actual	% accomplished
Net revenue	VND bn	2,850	3,310	460	16%
Net profit after tax	VND bn	250	381	131	52%



Highlights for good business results in 2016:

1. Good growth of Wake-up 247 coffee energy drink, and this is also a testimony to the company's right decision to invest in coffee-based beverage. Within just less than 3 years, Wake-up 247 has been gaining market share and creating a strong momentum in 2016, approaching VND1,000 billion revenue target in the coming time.

2. Strong growth recovery in the cereal category. The growth in 2 categories of beverage and cereal with good gross margins contributed significant to improving the company's overall gross margin to 36% from 34% in 2015, which contributed to a better net profit of 11.5% in 2016, up by 1.7% vs. target.
3. The optimization of financial activities, also increased financial income by 38% vs. 2015. All contributed to the net profit increase by 29% to VND381 billion.
4. In 2016, we also acquired 85% of CDN, and also launched a new solution for Vinacafe “Café de Nam” R&G coffee brewers (“Phin điện”). This is a breakthrough in science and technology, a re-invention in R&G coffee category in Vietnam, with a dream of reviving and honoring the original value of Vietnamese coffee which we call “Vietnamo” in Vinacafé BH. After nearly a year, Vinacafe “Café de Nam” solution has been offered to consumers who love pure coffee at over 600 stores in Ho Chi Minh City. It can be said Vinacafe “Café de Nam” is one of VCF products for the future.
5. Environment and people are the primary concerns of the company. In the past time, the Company paid a lot of attention to and invested in activities in this aspect to create sustainable development. The wastewater treatment systems of the company are operating for Standard A output, the highest wastewater standards in Vietnam, which can be used for irrigation, contributing to reducing water consumption. The company's boiler and roaster systems also use clean materials that do not pollute the environment such as Biomass, CNG. In addition to the ISO 9001: 2008 quality management system, the company has also applied for Environmental Management Systems ISO 14001: 2004; ISO 50001: 2011 Energy Management System (2016) (saved more than VND600 mn in energy efficiency compared to 2015); Occupational Health and Safety System OHSAS 18001: 2007; Corporate Social Responsibility System SA 8000: 2008; ISO 22000: 2005 Food Safety System and FSSC 22000 Food Safety System Certificates, US FDA Certificate of Registration.

### III. 2017 business targets

In general, in 2017, although we have good momentum from 2016, the Board of Directors still consider general economic situation as challenging:

1. Raw material prices such as for green coffee increased sharply vs. the last five years, plus drought and loss of crop in Daklak, Son La (the main source of VCF coffee). This pushed up the price of raw materials, so it was difficult to buy raw materials, affecting the gross profit margin and profit after tax.
2. New policies of Trump government will also affect the coffee export market to the US.
3. Vinacafe “Café de Nam” new product has initially received consumer support for quality and breakthrough technology, but this is a “start up”, a new solution in R&G coffee category, which is still in the process of investing to create consumption habits, build trust, consider wider deployment nationwide, which needs more time...
4. Restructuring inventory in the Distribution System, converting the sales model from PUSH to PULL. This could drive sales down in the first half of 2017.

On a conservative basis considering the general market conditions, the ExCom would like to propose the following targets for 2017:

	Target
Net revenue (VND bn)	3.300
Net profit (VND bn)	380

#### **IV. Business Strategies and plan for 2017**

1. Continue to develop and maintain the leading position in the instant coffee category with two major brands, Vinacafe and Wake-Up 247.
2. Promote the development of beverage category based on flagship product Wake-Up 247.
3. Continue to invest in Vinacafe “Café de Nam” R&G solution with future technology to expand nationwide.
4. Transform business model from Push to Pull, reduce and control inventory at Distributors at all times.
5. Sustainable business development following Masan Group's philosophy “Doing well by doing good”, specifically, Vinacafe co-founded the “Buon Ma Thuot Coffee Development Assistance Program” in Daklak to improve livelihoods for coffee farmers and improve the value of coffee of Buon Ma Thuot and of Vietnam in general. Through that, create high quality raw material areas to provide for the raw material needs.

Wish all shareholders a successful 2017!

*Bien Hoa, 31 March 2017*

**Chief Executive Officer**

*(signed and sealed)*

**Nguyễn Tân Kỳ**

## REPORT OF THE SUPERVISORY BOARD

*(At the 2017 Annual General Meeting of Shareholders)*

**Dear Shareholders,**

***Basis:***

- The Charter of Vinacafé Bien Hoa Joint Stock Company on the functions and duties of the Supervisory Board;
- The Resolutions of Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stock Company No. 01/2016/NQ-ĐHĐCĐ/VCF dated 20 April 2016; and
- The financial statements for the year ended 31 December 2016 have been audited by KPMG

In 2016, the Supervisory Board set up the plan and organized the task of inspecting a number of fields in the production and business activities, and present to the AGM the following results:

**a. Supervisory Board activities in 2016**

In 2016, Supervisory Board performed the following key tasks:

- Carried out inspection and evaluation on operations of the Board and the ExCom in implementing the resolutions of the General Meeting of Shareholders.
- Reviewed and evaluated quarterly and yearly financial statements in 2016.
- Surveyed and obtained feedback from some distributors in business cooperation with Vinacafé Bien Hoa in the Mekong provinces, and at the same time, collected information and evaluated the financial capacity of several distributors. Thereby, Supervisory Board has proposed to the ExCom several practical solutions in business cooperation with Distributors.
- Controlled and proposed preventive measures for activities that could pose a risk to the Company's business.

**b. Board activities**

- In 2016, the Board set forth strategic business development orientations, suitable medium- and long-term investment plans, and fully implemented the objectives and tasks decided by 2016 Annual General Meeting of Shareholders.
- The Board of Directors managed and directed the Company's activities to comply with the Laws, the Charter, the resolutions of the General Meeting of Shareholders, the resolutions of the Board.
- The Board regularly meets quarterly once and requires the presence of a Supervisory Board representative.

**c. Activities of the ExCom and Financial review**

- The market in 2016 was volatile, making the economy in general more challenging and difficult. Vinacafé Bien Hoa was also affected by market conditions. However, with a lot of efforts to achieve the objectives set out in the resolution of the General Meeting of

Shareholders, the ExCom maintained profitable business and achieved results exceeding targets, which deserves respect.

- Key financials for 2016 as follows:

Item	2015	2016	Growth	%
	(VND bn)	(VND bn)	(VND bn)	
Net revenue	3.000	3.310	310	10%
COGS	1.984	2.112	128	6%
Gross profit	1.016	1.198	182	18%
Selling expenses	651	708	57	9%
G&A expenses	77	93	16	21%
Net profit	295	381	86	29%

EPS	2016	2015	Growth	%
	(VND/share)	(VND/share)	(VND/share)	
	14.450	11.112	3.338	30%

Item	2015	2016	2016 plan	Vs. plan	%
	(VND bn)	(VND bn)	(VND bn)	(VND bn)	
Net revenue	3.000	3.310	2.850	460	16%
Net profit	295	381	250	131	52%

- Net revenue increased to VND3,310 billion, up by 16% vs plan. Net profit reached VND381 billion, up by 52% vs plan.
- The Board of Directors regularly held meetings to discuss the situation of production and business activities and decide on key issues of the Company in order to timely implement decisions and resolutions of the Board of Directors in accordance with the Resolution of the General Meeting of Shareholders.
- Accounting has been carried out in accordance with Vietnamese accounting standards, accounting system and related legal regulations.
- The audited financial statements for the year ended 31 December 2016 reflect fairly and truly the financial position of the Company as at 31 December 2016, results of operations and cash flows for the year ended 31 December 2016.
- The circulation, storage, use and maintaining of documents are legal and valid.
- In 2016, Supervisory Board did not receive any recommendations from shareholders related to the BOD, Supervisory Board and ExCom.

(\* Plan: is the figure according to Resolution of AGM 2016

**d. Relationship between ExCom and Employees**

- ExCom and Employees has always focused on the results of business production, discussed and proposed solutions to overcome difficulties
- Employees' rights have been properly taken care of in accordance with the regulations such as social welfare, bonus, etc.

**e. Conclusion**

- Based on the results of inspection and supervision, the Supervisory Board agree with the content of the reports of the Board of Directors and ExCom.
- The Supervisory Board appreciated the efforts of the Board of Management, management and all employees in cooperation to bring revenue and profit in excess of the targets in the context of common difficult market conditions.
- The Board of Directors and ExCom always create favorable conditions for the Supervisory Board to work in accordance with the functions prescribed by the laws and regulations of the Company.

**f. Supervisory Board plan for 2017**

- Verify 2017 Financial Statements, and submit to the 2017 Annual General Meeting of Shareholders the report of the Supervisory Board in 2017.
- Based on the resolutions of the General Assembly of Shareholders in 2017, prepare the inspection and supervision program for production and business activities of the Board of Directors and the ExCom.

The above is the report on the implementation of tasks in 2016 and direction of operations in 2017 of the Supervisory Board of Vinacafé Bien Hoa. We would like to submit to the Annual General Meeting of Shareholders for approval.

Regards.

*Bien Hoa, 31 March 2017*

**Head of Supervisory Board**

*(signed and sealed)*

**HUỖNH THIÊN PHÚ**

**PROPOSAL**  
**AT 2016 GENERAL MEETING OF SHAREHOLDERS**

*(Re: 2017 business plan)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Vinacafé Biên Hòa Joint Stock Company approved by General Meeting of Shareholder on 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

We would like to present the 2017 Annual General Meeting of Shareholders to approve the 2017 business plan of Vinacafé Biên Hòa Joint Stock Company as follows:

No.	Items	2017 Target
1	Revenue	VND3,300 billion
2	Net profit after tax	VND380 billion

We would like to present to 2017 Annual General Meeting of Shareholders to give opinions and approve.

*Bien Hoa, 31 March 2017*  
**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*( Re: 2016 Profit Allocation and 2017 dividend advance)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 on 26 November 2014;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company dated 11 May 2013 (as amended from time to time);
- Pursuant to 2016 audited Financial Statement;
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

The Board of Directors of Vinacafé Bien Hoa Joint Stock Company would like to present the 2017 Annual General Meeting of Shareholders to approve the 2016 profit allocation as follows:

*Unit: VND*

ITEMS	Ratio	Amount
<b>A. NET PROFIT AFTER TAX AS OF 2016</b>		<b>384,070,138,429</b>
1. Profit before tax		455,322,507,038
2. Corporate Income Tax		74,373,761,818
3. Net profit after tax attributable to Non-controlling interests		(3,121,393,209)
<b>B. ALLOCATION 2016 PROFIT</b>		-
1. Dividend	0%	-
2. Allocate to the bonus and welfare funds	0%	-
<b>C. 2016 PROFIT AFTER ALLOCATION</b>		<b>384,070,138,429</b>

We would like to present to 2017 Annual General Meeting of Shareholders to approve.

We also would like to present the General Meeting of Shareholders to approve the dividend advance in 2017. To approved the authorization of the Board of Directors, depending on the business results, business plan and ensure the optimization of cash flow, to decide all relevant issues to the dividend advance in 2017, including but not limited to decisions on the implement of dividend advance, ratio of dividend advance, timing and method of payment (if any).

*Bien Hoa, 31 March 2017*

**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*( Re: report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 on 26 November 2013
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company dated 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions of 2016 Annual General Meeting of Shareholders No. 01/2016/NQ-ĐHĐCĐ/VCF dated 20 April 2016;
- Pursuant to Resolutions No. 01/2017/NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

The Board of Directors of Vinacafé Bien Hoa Joint Stock Company would like to present the 2017 Annual General Meeting of Shareholders the report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017 as follows:

*Unit: VND*

ITEMS	No. of members	Amount	Notes
<b>A. Compensation for the BOD and the SB in 2016</b>		<b>2,058,256,000</b>	
<b>1. Compensation for the BOD</b>		<b>2,014,256,000</b>	
1.1 Chairman of the BOD (VND121,188,000/ month)	1	1,454,256,000	
1.2 Other Board members (VND20 million/ month/ member)	5	560,000,000	4 members of the BOD refused compensation from May 2016
<b>2. Compensation for the SB</b>		<b>44,000,000</b>	
2.1 Head of SB (VND5 million/ month)	1	20,000,000	Head of SB refused compensation from May 2016
2.2 Other SB members (VND3 million/month/member)	2	24,000,000	2 members of the SB refused compensation from May 2016
<b>B. Compensation plan for the BOD and the SB in 2017</b>			
<b>1. Compensation for the BOD</b>			
1.1 Chairman of the BOD (VND112,874,000/ month)	1	1,354,488,000	
1.2 Other Board members (VND20 million/ month/ member)	5	240,000,000	member/year
<b>2. Compensation for the SB</b>	<b>3</b>	-	All current members of the SB refused compensation from May 2016

We would like to present to 2017 Annual General Meeting of Shareholders to approve.

*Bien Hoa, 31 March 2017*

**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**  
*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 GENERAL MEETING OF SHAREHOLDERS**

*(Re: selection the Company's auditing firm in 2017)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company approved by General Meeting of Shareholder on 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

We would like to present the 2017 Annual General Meeting of Shareholders to approve the selection of KPMG Company Limited as the Company's auditing firm in 2017.

We would like to present to General Meeting of Shareholders to give opinions and approve.

*Bien Hoa, 31 March 2017*  
**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**TO ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017**  
*(Re: adding business lines and amending Company Charter)*

**To: General Meeting of Shareholders**

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26 November, 2014;
- Pursuant to the Law on Securities No. 70/2006/QH11 adopted by the 11<sup>th</sup> National Assembly of the Socialist Republic of Vietnam on June 29, 2006;
- Based on the Charter on organization and operation of Vinacafé Bien Hoa Joint Stock Company (“Company”) approved by the General Meeting of Shareholders dated 11 May 2013 (amended and supplemented from time to time) (the “Charter”).

1. Based on business needs of the Company, we would like to present to the 2017 Annual General Meeting of Shareholders to approve the addition of the following business lines:
  - Wholesale of coffee brewers.
  - Retail sale of coffee brewers.
  - Maintenance of coffee brewers.
2. Accordingly, to approve the amendment of the Charter (Point 3.1 Article 3) as follows:

**Article 3. The Company’s operation objectives**

**3.1. Business lines**

- Producing coffee, tea, fast drinks and food products, special foods such as nutritious foods, milk and nutritious foods, baby foods, foods containing hormones, milk butter and butter, artificial concentrated products.
- Procuding cocoa, chocolate, candy.
- Processing milk and other dairy products.
- Wholesale of coffee, tea, quick drinks and food products, cocoa, chocolate, candies, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products.
- Retail sale of coffee, tea, fast drinks and food products.
- Retail sale of cocoa, chocolate, jelly, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products in general stores.
- Factory lease.
- Wholesale of coffee brewers.
- Retail sale of coffee brewers.
- Maintenance of coffee brewers

3. To authorise Mr. Phạm Quang Vũ – Chairman and/or Mr. Nguyễn Tân Kỳ - CEO:
- (i) To perform the business code registration for the above business lines as per current legal regulations.
  - (ii) To prepare and sign off the amended Charter based on the amendment approved by the AGM. The amended Charter is an inseparable part of the Charter approved by 2013 AGM dated 11 May 2013.

We would like the AGM to vote and approve.

*Biên Hòa, 31 May 2017*

**On behalf of the Board**

**Chairman**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**VINACAFÉ BIEN HOA JOINT  
STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence – Freedom – Happiness

No.: ...../2017/NQ-ĐHĐCĐ/VCF

*Ho Chi Minh City, 15 April 2017*

**RESOLUTIONS OF THE 2017 ANNUAL 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 Meeting Minutes of the 2017 Annual General Meeting of Shareholders No. 01/2017/BBH-ĐHĐCĐ/VCF dated 15 April 2017 of the Company.

**RESOLVED**

**Article 1:** To approve the Board of Directors’ report on the management and operations of the Company in 2016.

**Article 2:** To approve the CEO’s report on the management of the Company in 2016 and the development orientation of the Company.

**Article 3:** To approve the Supervisory Board’s report on the management of the Company in 2016 of the Board of Directors and CEO.

**Article 4:** To approve the 2016 financial statements of the Company audited by KPMG Company Limited.

**Article 5:** To approve the 2017 business plan of the Company.

No.	Items	2017 Target
1	Revenue	VND3.300 billion
2	Net profit	VND380 billion

**Article 6:** To approve the 2016 profit allocation:

*Unit: VND*

ITEMS	Ratio	Amount
<b>A. NET PROFIT AFTER TAX AS OF 2016</b>		

		<b>384,070,138,429</b>
1. Profit before tax		455,322,507,038
2. Corporate Income Tax		74,373,761,818
3. Net profit after tax attributable to Non-controlling interests		(3,121,393,209)
<b>B. ALLOCATION 2016 PROFIT</b>		-
1. Dividend	0%	-
2. Allocate to the bonus and welfare funds	0%	-
<b>C. 2016 PROFIT AFTER ALLOCATION</b>		<b>384,070,138,429</b>

**Article 7:** To approve the dividend advance in 2017. To approved the authorization of the Board of Directors, depending on the business results, business plan and ensure the optimization of cash flow, to decide all relevant issues to the dividend advance in 2017, including but not limited to decisions on the implement of dividend advance, ratio of dividend advance, timing and method of payment (if any).

**Article 8:** To approve the report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017.

ITEMS	No. of members	Amount	Notes
<b>A. Compensation for the BOD and the SB in 2016</b>		<b>2,058,256,000</b>	
<b>1. Compensation for the BOD</b>		<b>2,014,256,000</b>	
1.1 Chairman of the BOD (VND121,188,000/ month)	1	1,454,256,000	
1.2 Other Board members (VND20 million/ month/ member)	5	560,000,000	4 members of the BOD refused compensation from May 2016
<b>2. Compensation for the SB</b>		<b>44,000,000</b>	
2.1 Head of SB (VND5 million/ month)	1	20,000,000	Head of SB refused compensation from May 2016
2.2 Other SB members (VND3 million/month/member)	2	24,000,000	2 members of the SB refused compensation from May 2016
<b>B. Compensation plan for the BOD and the SB in 2017</b>			
<b>1. Compensation for the BOD</b>			

1.1 Chairman of the BOD (VND112,874,000/ month)	1	1,354,488,000	
1.2 Other Board members (VND20 million/ month/ member)	5	240,000,000	member/year
<b>2. Compensation for the SB</b>	<b>3</b>	-	All current members of the SB refused compensation from May 2016

**Article 9:** To approve the selection of KPMG Company Limited as the Company's auditing firm in 2017.

**Article 10:** To approve the addition of the business lines of the Company:

1. To approve the addition of the following business lines to the business lines of the Company:

- Wholesale of coffee brewers.
- Retail sale of coffee brewers.
- Maintenance of coffee brewers.

2. To approve the amendment of the Charter (Point 3.1 Article 3) as follows:

***“Article 3. The Company's operation objectives***

***3.1. Business lines***

- *Producing coffee, tea, fast drinks and food products, special foods such as nutritious foods, milk and nutritious foods, baby foods, foods containing hormones, milk butter and butter, artificial concentrated products.*
- *Procuding cocoa, chocolate, candy.*
- *Processing milk and other dairy products.*
- *Wholesale of coffee, tea, quick drinks and food products, cocoa, chocolate, candies, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products.*
- *Retail sale of coffee, tea, fast drinks and food products.*
- *Retail sale of cocoa, chocolate, jelly, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products in general stores.*
- *Factory lease.*
- *Wholesale of coffee brewers.*
- *Retail sale of coffee brewers.*
- *Maintenance of coffee brewers.”*

3. To authorise Mr. Phạm Quang Vũ – Chairman and/or Mr. Nguyễn Tân Kỳ - CEO:

- (i) To perform the business code registration for the above business lines as per current legal regulations.

- (ii) To prepare and sign off the amended Charter based on the amendment approved by the AGM. The amended Charter is an inseparable part of the Charter approved by 2013 AGM dated 11 May 2013.

**Article 11:** The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

**Article 12:** 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**



**CÔNG TY CỔ PHẦN VINACAFÉ BIÊN HÒA**

Khu Công nghiệp Biên Hòa 1, TP Biên Hòa, tỉnh Đồng Nai

Tel: 0613.838654

Fax: 0613.836108

Website: <http://www.vinacafebienhoa.com> Email: [vinacafe@vinacafebienhoa.com](mailto:vinacafe@vinacafebienhoa.com)

**INVITATION TO  
2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To: Shareholders of Vinacafé Bien Hoa Joint Stock Company.**

Vinacafé Bien Hoa Joint Stock Company would like to notify and invite you to attend the 2017 Annual General Meeting of Shareholders:

**Time: 08:00 AM, Saturday, April 15, 2017.**

**Location: Tan Cang Park - A100 Ung Van Khiem Street, Ward 25, Binh Thanh District, Ho Chi Minh City (Thanh Thuy Restaurant).**

**Agenda:**

- Approval of the Report of the Board of Directors;
- Approval of the Report of the Board of Supervisory;
- Approval of CEO Report;
- Approval of the 2016 Audited Financial Statement;
- Approval of the 2017 Business Plan;
- Approval of the 2016 Profit Distribution Proposal and dividend advance in 2017;
- Selection of an auditing firm for 2017; and
- Approval of other decisions of the General Meeting of Shareholders.

**Qualifications for participation:**

Shareholders according to the list of shareholders of Vinacafé Bien Hoa Joint Stock Company as of book closing on March 20, 2017.

**Shareholders or authorized persons participating the meeting shall bring the following papers:** Invitation, Authorization (for authorized persons), valid ID card or passport.

**Documents related to the meeting:**

Please kindly study the detailed agenda and meeting documents are posted on the Company's website at: [www.vinacafebienhoa.com](http://www.vinacafebienhoa.com).

**Registration:**

For a well-prepared meeting, please perform the confirmation procedures of meeting participation or authorization to other persons and send to the company's head office by postal or by fax before 4 pm April 12, 2017.

**For further information about the meeting, please contact:**

Vinacafé Bien Hoa Joint Stock Company – Bien Hoa 1 Industrial Park, Dong Nai Province

Tel: (061) 3 836 554; Fax: (061) 3836108; E-mail: [vinacafe@vinacafebienhoa.com](mailto:vinacafe@vinacafebienhoa.com)

Ms. Do Thi Hoang Yen (+ 84 909991023).

It is our honor to welcome you to this meeting.

*Bien Hoa, 31 March 2017*  
**O.B.O THE BOARD OF DIRECTORS**  
**Chairman**

*(signed and sealed)*

**Phạm Quang Vũ**



**POWER OF ATTORNEY**

**(Re: Participate the 2017 Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stoct Company)**

**To: Organization Committee of 2017 Annual General Meeting of Shareholders**

Shareholder’s name: .....

Owner’s register number: ..... Date of issue: ..... Place of issue: .....

Address: .....

Total number of shares: .....

**By this letter, I/we would like to authorize:**

Mr/ Mrs: ..... Year of birth: .....

ID/ Passport No.: ..... Date of issue: ..... Place of issue: .....

Address: .....

has the right to represent me/us to participate and vote with ..... shares on all matters in the authority of the shareholders in the 2017 Annual General Meeting of Shareholders dated 15 April 2017 of Vinacafé Bien Hoa Joint Stoct Company.

This authorization is effective as of the date of signing and expired at the closing the General Meeting of Shareholders mentioned above.

I/ We commit that I/ we will be responsible for this authorization.

....., dated .....

**AUTHORIZED PERSON**  
*(signature and full name)*

**SHAREHOLDERS**  
*(signature and full name – stamp if organization)*

.....

.....

## REGISTER LETTER

(Re: Participate the 2017 Annual General Meeting of Shareholders of  
Vinacafé Bien Hoa Joint Stock Company)

**To: Organization Committee of 2017 Annual General Meeting of Shareholders**

Shareholder's name: .....

Owner's register number: ..... Date of issue: ..... Place of issue: .....

Address: .....

Total number of shares: .....

**By this letter, I/we would like to confirm:**

- Will participate the meeting:
- Will authorize to Mr/ Mrs (enclosure the Power of attorney): .....

....., *dated* .....

*(signature and full name – stamp if organization)*

.....

**Notes:** For a well-prepared meeting, please confirm the meeting participation by postal or by fax to the Company's head office and contact with the person in the Invitation Letter.

## AGENDA OF THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VINACAFÉ BIEN HOA JOINT STOCK COMPANY

**Time:** 08:00 AM, Saturday, 15 April 2017.

**Venue:** Tan Cang Park - A100 Ung Van Khiem Street, Ward 25, Binh Thanh District, Ho Chi Minh City (Thanh Thuy Restaurant).

#	AGENDA	TIME
1	Welcome	8:00 am – 8:45 am
2	Meeting opening	8:45 am – 8:50 am
3	<ul style="list-style-type: none"> <li>- Report on result of shareholder registration;</li> <li>- Election the presiding body, secretariat, and vote counting and election board;</li> <li>- Announcement of the working principles of the meeting</li> </ul>	8:50 am – 9:00 am
4	Approval of the meeting content and agenda	9:00 am – 9:05 am
5	The report of the Board of Directors on business management and performance of the Company	9:05 am – 9:20 am
6	The report of the Chief Executive Officer	9:20 am – 9:40 am
7	The Supervisory Board's report on the company's 2015 management by the Board of Directors and the Chief Executive Officer	9:40 am – 9:50 am
8	The Board of Directors' proposals on: <ul style="list-style-type: none"> <li>- The 2017 business plan;</li> <li>- The 2016 profit allocation and 2017 dividend advance;</li> <li>- The report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017;</li> <li>- The selection of Auditor for 2017;</li> <li>- The addition of the business lines of the Company;</li> <li>- Other issues under the authority of General Meeting of Shareholders.</li> </ul>	9:50 am – 10:10 am
9	Voting to approve the meeting's resolutions	10:10 am – 10:20 am
10	Interval	10:20 am – 10:40 am
11	Q&A	10:40 am – 11:00 am
12	Counting votes and announcement of voting results	11:00 am – 11:10 am
13	Read the meeting's minutes aloud Approve the meeting's minutes Close the meeting	11:10 am – 11:20 am

**WORKING PRINCIPLES**  
**AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINACAFÉ BIÊN HÒA JOINT STOCK COMPANY**  
**(15 April, 2017)**

1. The 2017 Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stock Company is held when it meets all conditions set out by legal regulations and it is based on approved agenda.
2. Shareholders or their authorized representatives shall receive 3 voting cards, including:
  - Hand voting card: for voting by raising the card, which is not collected to the vote box.
  - Voting card No. 1: for voting on pre-printed issues on the card.
  - Voting card No. 2: for voting on new issues arising during the meeting.
3. Shareholders shall check upon reception of voting cards the pre-printed information (especially the total voting rights). Should there be errors, they should be informed to the organizing board immediately for correct voting cards.
4. The Presiding Committee shall manage the meeting as regulated by laws and participating shareholders are to observe legal regulations and the Presiding Committee's decisions.
5. Shareholders who leave before the meeting is over are considered to waive their rights and obligations at the meeting from that moment on.
6. Shareholders who show up late shall take part in voting on related issues after completing their registration for the meeting.
7. Participating shareholders shall write their opinions on paper and send to the Secretariat. The secretariat shall collect and send them to Presiding Committee.



*Ho Chi Minh City, 15 April, 2017*

**VOTING PROCEDURES**  
**AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**  
**VINACAFÉ BIEN HOA JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed on 26 November, 2014 by the Eleventh National Assembly;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company (the “**Company**”), dated 11 May 2013 (as amended from time to time).

Vinacafé Bien Hoa Joint Stock Company would like to inform the voting procedures at the 2017 Annual General Meeting of Shareholders as follows:

**1. Voting cards:**

The organizing committee issues 2 types of voting cards:

- 1.1. Hand-raised voting card: to vote on general issues as supposed by the Presiding Committee of the meeting and not to be collected to the vote box.
- 1.2. Voting cards (with choices of Agreement/ Disagreement/ No Opinions): to vote on important issues submitted for the General Meeting of Shareholders’ opinions as supposed by the Presiding Committee at the meeting and to be collected into the vote box.

**2. Voting procedures:**

- 2.1. **For hand-raised voting card:** voting on the vote number basis.

For general issues like electing voting committee and vote-counting committee; approving the Resolutions of the General Assembly, participating shareholders or their proxy raise the hand-raised voting card when the Presiding Committee ask for votes: Agree/ Disagree/ No Opinions.

- 2.2. **For voting cards (with choices of Agreement/ Disagreement/ No Opinions):** voting on the basis of number of shares.

2.2.1 Shareholders or their proxy shall mark either V or X on **one** of the 3 choices (Agree/ Disagree/ No Opinions).

2.2.2 Shareholders or their proxy do not mark any choice or do not put the voting card into the voting box which means they choose **No opinions**.

- 2.3. In case of mistaken marking, shareholders can ask the organizing committee for a new card after returning the old one.

### **3. Principles to determine the validity of voting cards:**

#### 3.1. Valid voting cards:

- Pre-printed form issued by the organizing committee with the company's seal, without erasing or correcting, without other content being added to the cards.
- For voting cards (with choices of Agreement, Disagreement, or No Opinions): only mark with V or X on **one** of three squares corresponding to one of the three choices.

#### 3.2. Invalid voting cards:

- The voting cards are not issued by the organizing committee, or are erased or corrected, or new content is added into the voting cards.
- For the voting cards (with choices of Agreement, Disagreement, or No Opinions): Marked with more than one choice out of three: Agree, Disagree, No Opinions; or marked with signs other than X or V.

### **4. Principles to collect and count votes, and documents voting results:**

- 4.1. After voting, shareholders shall put their voting cards into sealed vote box. To facilitate the vote counting, the shareholders are kindly requested not fold, crumple the voting cards when putting them in the vote box. The collection of votes shall end when all shareholders or the proxy put their voting cards into the box or when the time for collecting voting cards is up according to the vote counting committee's announcement.
- 4.2. Vote counting shall be performed immediately after the completion of the voting card collection.
- 4.3. Results of vote counting are documented with signatures of all members of the vote counting committee. Minutes of vote counting shall consist of main items according to legal regulations and be read aloud before the meeting closing.

### **5. Approval on the resolutions of the General Meeting of Shareholders**

Resolutions of the General Meeting of Shareholders are approved by the voting method once they obtain the minimum percentage of agreement, according to relevant legal regulations and the Charter of the Company:

- 5.1. For resolutions on amendment and supplement to the Charter: 75% of the total votes card by shareholders or their proxy present at the meeting.
- 5.2. Other matters: at least 65% of the total votes card by shareholders or their proxy present at the meeting.

## **6. Claim against the voting and vote counting**

- All claims, inquiries on the voting and vote counting shall be resolved by the Meeting Chairperson or Head of vote counting committee, provided that such claims and inquiries are raised before the announcement of the meeting minutes.

**REPORT OF THE BOARD OF DIRECTORS  
AT THE 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Dear Shareholders,**

**I- Business operations in 2016**

**1. Evaluation of 2016 business operations**

In 2016, the world economy recovered slowly, causing significant effects to the domestic economy: prices of raw materials increased sharply and unstable; drought, natural disasters in some key areas of material supply; fierce competition from competitors etc. However, with relentless effort, 2016 can be considered to be a year of business success for Vinacafe Bien Hoa as we accomplished all targets, specifically:

- Net revenue:  
VND3,310 billion, up by 10% vs. 2015 and by 16% vs target. This is also the record revenue.
- Net profit:  
VND381 billion, up by 29% vs. 2015 and by 52% vs. target.

2016 business results will create momentum for success in 2017 and upcoming years.

**2. Board activities**

In 2016, the Board of Directors regularly supervised and ensured the activities of CEO and other managers always comply with current laws, regulations and Charter of the Company, and at the same time, comply with the Resolutions of the AGM, Resolutions and Decisions of the Board.

**3. Summary of Board meetings and decisions**

In 2016, Vinacafé Bien Hoa Board of Directors held 4 meetings, collected members' written opinions 3 times and decided on the following issues:

#	Ref	Dated	Content
1	01/2016/NQ-HĐQT	04/3/2016	Approve last registration date for 2016 AGM
2	02/2016/NQ-HĐQT	04/3/2016	Approve issues to be submitted to 2016 AGM for approval
3	03/2016/NQ-HĐQT	04/3/2016	Approve resign application of Mr. Lê Hùng Dũng – Deputy CEO
4	04A/2016/NQ-HĐQT	05/4/2016	Approve additional issues to submit 2016 AGM for approval
5	04/2016/NQ-HĐQT	23/5/2016	Approve M&A of subsidiaries

6	05/2016/NQ-HĐQT	23/6/2016	Approve loans to subsidiaries
7	06/2016/NQ-HĐQT	22/7/2016	Approve transactions with subsidiaries
8	07/2016/NQ-HĐQT	22/7/2016	Approve to lease factories to subsidiaries and related issues
9	08/2016/NQ-HĐQT	22/7/2016	Approve to terminate Ha Noi branch
10	09/2016/NQ-HĐQT	23/11/2016	- Approve the brand building strategy; - Authorise the Chairman to close book of shareholders for 2017 AGM

## II- 2017 plan

### 2017 target

*Unit: VND bn*

#	Item	2017 target
1	Revenue	3,300
2	Net profit	380

### Strategic directions:

- Vinacafé Bien Hoa continues to market many new products, making coffee a favorite drink and daily use throughout Vietnam.
- Successfully penetrating food categories with sufficient market demand.
- Coffee products, new food and beverage products, will be breakthroughs in creating new demands and owning the results of brand building and satisfying demand of customers.

*Bien Hoa, 31 March 2017*  
**O.B.O the Board of Directors**  
**Chairman**

*(signed and sealed)*

**PHẠM QUANG VŨ**

## REPORT OF CEO ON 2016 BUSINESS RESULTS AND 2017 PLAN

### FOR 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF VINACAFÉ BIEN HOA JOINT STOCK COMPANY

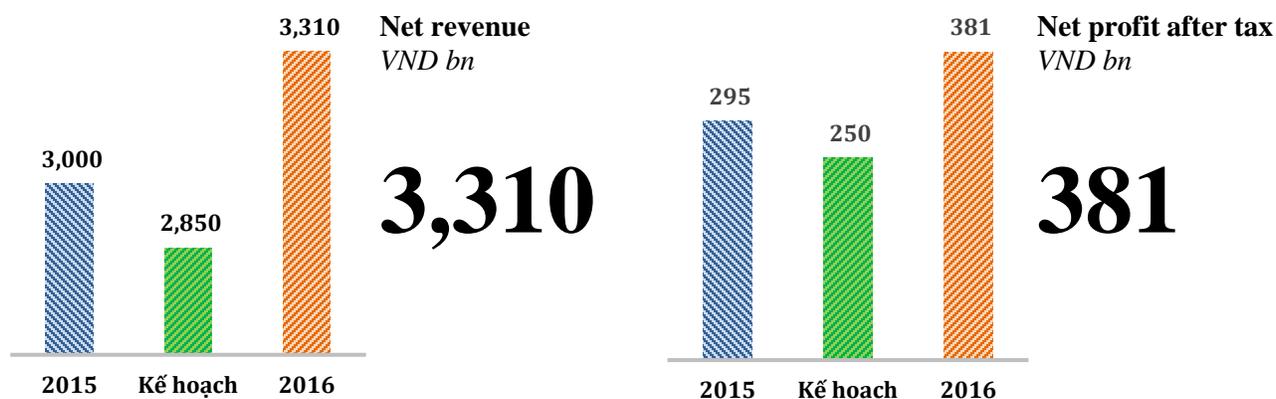
#### I. Mission 2020

*“Always innovate to revolutionize the way coffee is enjoyed by millions of Vietnamese and the world with unique original Vietnamese coffee.”*

#### II. 2016 business results

Although the overall economic situation in 2016 still faced many difficulties, affecting consumers’ purchasing power, business results of Vinacafe BH is very encouraging. We have accomplished more than 2016 business plan. In particular, we achieved record revenue of VND310 billion, up by 16% vs. target and by 10% vs. 2015 revenue. Net profit exceeded our target by 52% to reach VND381 billion, 29% higher than 2015.

Year	Unit	2015	2016	Growth	
Net revenue	VND bn	3,000	3,310	310	10%
Net profit after tax	VND bn	295	381	86	29%
		2016	Target	Actual	% accomplished
Net revenue	VND bn	2,850	3,310	460	16%
Net profit after tax	VND bn	250	381	131	52%



Highlights for good business results in 2016:

1. Good growth of Wake-up 247 coffee energy drink, and this is also a testimony to the company's right decision to invest in coffee-based beverage. Within just less than 3 years, Wake-up 247 has been gaining market share and creating a strong momentum in 2016, approaching VND1,000 billion revenue target in the coming time.

2. Strong growth recovery in the cereal category. The growth in 2 categories of beverage and cereal with good gross margins contributed significant to improving the Company's overall gross margin to 36% from 34% in 2015, which contributed to a better net profit of 11.5% in 2016, up by 1.7% vs. target.
3. The optimization of financial activities, also increased financial income by over 2.5 times vs. 2015. All contributed to the net profit increase by 29% to VND381 billion.
4. In 2016, we also acquired 85% of CDN, and also launched a new solution for Vinacafe “Café de Nam” R&G coffee brewers (“Phin điện”). This is a breakthrough in science and technology, a re-invention in R&G coffee category in Vietnam, with a dream of reviving and honoring the original value of Vietnamese coffee which we call “Vietnamo” in Vinacafé BH. After nearly a year, Vinacafe “Café de Nam” solution has been offered to consumers who love pure coffee at over 600 stores in Ho Chi Minh City. It can be said Vinacafe “Café de Nam” is one of VCF products for the future.
5. Environment and people are the primary concerns of the Company. In the past time, the Company paid a lot of attention to and invested in activities in this aspect to create sustainable development. The wastewater treatment systems of the company are operating for Standard A output, the highest wastewater standards in Vietnam, which can be used for irrigation, contributing to reducing water consumption. The company's boiler and roaster systems also use clean materials that do not pollute the environment such as Biomass, CNG. In addition to the ISO 9001: 2008 quality management system, the company has also applied for Environmental Management Systems ISO 14001: 2004; ISO 50001: 2011 Energy Management System (2016) (saved more than VND600 million in energy efficiency compared to 2015); Occupational Health and Safety System OHSAS 18001: 2007; Corporate Social Responsibility System SA 8000: 2008; ISO 22000: 2005 Food Safety System and FSSC 22000 Food Safety System Certificates, US FDA Certificate of Registration.

### III. 2017 business targets

In general, in 2017, although we have good momentum from 2016, the Board of Directors still consider general economic situation as challenging:

1. Raw material prices such as for green coffee increased sharply vs. the last five years, plus drought and loss of crop in Daklak, Son La (the main source of VCF coffee). This pushed up the price of raw materials, so it was difficult to buy raw materials, affecting the gross profit margin and profit after tax.
2. Vinacafe “Café de Nam” new product has initially received consumer support for quality and breakthrough technology, but this is a “start up”, a new solution in R&G coffee category, which is still in the process of investing to create consumption habits, build trust, consider wider deployment nationwide, which needs more time...
3. Restructuring inventory in the Distribution System, converting the sales model from Push to Pull. This could drive sales down in the first half of 2017.

On a conservative basis considering the general market conditions, the ExCom would like to propose the following targets for 2017:

	Target
Net revenue (VND bn)	3.300
Net profit (VND bn)	380

#### **IV. Business Strategies and plan for 2017**

1. Continue to develop and maintain the leading position in the instant coffee category with two major brands, Vinacafe and Wake-Up 247.
2. Promote the development of beverage category based on flagship product Wake-Up 247.
3. Continue to invest in Vinacafe “Café de Nam” R&G solution with future technology to expand nationwide.
4. Transform business model from Push to Pull, reduce and control inventory at Distributors at all times.
5. Sustainable business development following Masan Group's philosophy “Doing well by doing good”, specifically, Vinacafe co-founded the “Buon Ma Thuot Coffee Development Assistance Program” in Daklak to improve livelihoods for coffee farmers and improve the value of coffee of Buon Ma Thuot and of Vietnam in general. Through that, create high quality raw material areas to provide for the raw material needs.

Wish all shareholders a successful 2017!

*Bien Hoa, 31 March 2017*

**Chief Executive Officer**

*(signed and sealed)*

**Nguyễn Tân Kỳ**

## REPORT OF THE SUPERVISORY BOARD

*(At the 2017 Annual General Meeting of Shareholders)*

**Dear Shareholders,**

***Basis:***

- The Charter of Vinacafé Bien Hoa Joint Stock Company on the functions and duties of the Supervisory Board;
- The Resolutions of Annual General Meeting of Shareholders of Vinacafé Bien Hoa Joint Stock Company No. 01/2016/NQ-ĐHĐCĐ/VCF dated 20 April 2016; and
- The financial statements for the year ended 31 December 2016 have been audited by KPMG

In 2016, the Supervisory Board set up the plan and organized the task of inspecting a number of fields in the production and business activities, and present to the AGM the following results:

**a. Supervisory Board activities in 2016**

In 2016, Supervisory Board performed the following key tasks:

- Carried out inspection and evaluation on operations of the Board and the ExCom in implementing the resolutions of the General Meeting of Shareholders.
- Reviewed and evaluated quarterly and yearly financial statements in 2016.
- Surveyed and obtained feedback from some distributors in business cooperation with Vinacafé Bien Hoa in the Mekong provinces, and at the same time, collected information and evaluated the financial capacity of several distributors. Thereby, Supervisory Board has proposed to the ExCom several practical solutions in business cooperation with Distributors.
- Controlled and proposed preventive measures for activities that could pose a risk to the Company's business.

**b. Board activities**

- In 2016, the Board set forth strategic business development orientations, suitable medium- and long-term investment plans, and fully implemented the objectives and tasks decided by 2016 Annual General Meeting of Shareholders.
- The Board of Directors managed and directed the Company's activities to comply with the Laws, the Charter, the resolutions of the General Meeting of Shareholders, the resolutions of the Board.
- The Board regularly meets quarterly once and requires the presence of a Supervisory Board representative.

**c. Activities of the ExCom and Financial review**

- The market in 2016 was volatile, making the economy in general more challenging and difficult. Vinacafé Bien Hoa was also affected by market conditions. However, with a lot of efforts to achieve the objectives set out in the resolution of the General Meeting of

Shareholders, the ExCom maintained profitable business and achieved results exceeding targets, which deserves respect.

- Key financials for 2016 as follows:

Item	2015	2016	Growth	%
	(VND bn)	(VND bn)	(VND bn)	
Net revenue	3.000	3.310	310	10%
COGS	1.984	2.112	128	6%
Gross profit	1.016	1.198	182	18%
Selling expenses	651	708	57	9%
G&A expenses	77	93	16	21%
Net profit	295	381	86	29%

EPS	2016	2015	Growth	%
	(VND/share)	(VND/share)	(VND/share)	
	14.450	11.112	3.338	30%

Item	2015	2016	2016 plan	Vs. plan	%
	(VND bn)	(VND bn)	(VND bn)	(VND bn)	
Net revenue	3.000	3.310	2.850	460	16%
Net profit	295	381	250	131	52%

- Net revenue increased to VND3,310 billion, up by 16% vs plan. Net profit reached VND381 billion, up by 52% vs plan.
- The Board of Directors regularly held meetings to discuss the situation of production and business activities and decide on key issues of the Company in order to timely implement decisions and resolutions of the Board of Directors in accordance with the Resolution of the General Meeting of Shareholders.
- Accounting has been carried out in accordance with Vietnamese accounting standards, accounting system and related legal regulations.
- The audited financial statements for the year ended 31 December 2016 reflect fairly and truly the financial position of the Company as at 31 December 2016, results of operations and cash flows for the year ended 31 December 2016.
- The circulation, storage, use and maintaining of documents are legal and valid.
- In 2016, Supervisory Board did not receive any recommendations from shareholders related to the BOD, Supervisory Board and ExCom.

(\* Plan: is the figure according to Resolution of AGM 2016

**d. Relationship between ExCom and Employees**

- ExCom and Employees has always focused on the results of business production, discussed and proposed solutions to overcome difficulties
- Employees' rights have been properly taken care of in accordance with the regulations such as social welfare, bonus, etc.

**e. Conclusion**

- Based on the results of inspection and supervision, the Supervisory Board agree with the content of the reports of the Board of Directors and ExCom.
- The Supervisory Board appreciated the efforts of the Board of Management, management and all employees in cooperation to bring revenue and profit in excess of the targets in the context of common difficult market conditions.
- The Board of Directors and ExCom always create favorable conditions for the Supervisory Board to work in accordance with the functions prescribed by the laws and regulations of the Company.

**f. Supervisory Board plan for 2017**

- Verify 2017 Financial Statements, and submit to the 2017 Annual General Meeting of Shareholders the report of the Supervisory Board in 2017.
- Based on the resolutions of the General Assembly of Shareholders in 2017, prepare the inspection and supervision program for production and business activities of the Board of Directors and the ExCom.

The above is the report on the implementation of tasks in 2016 and direction of operations in 2017 of the Supervisory Board of Vinacafé Bien Hoa. We would like to submit to the Annual General Meeting of Shareholders for approval.

Regards.

*Bien Hoa, 31 March 2017*

**Head of Supervisory Board**

*(signed and sealed)*

**HUỖNH THIÊN PHÚ**

**PROPOSAL**  
**AT 2016 GENERAL MEETING OF SHAREHOLDERS**

*(Re: 2017 business plan)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Vinacafé Biên Hòa Joint Stock Company approved by General Meeting of Shareholder on 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

We would like to present the 2017 Annual General Meeting of Shareholders to approve the 2017 business plan of Vinacafé Biên Hòa Joint Stock Company as follows:

No.	Items	2017 Target
1	Revenue	VND3,300 billion
2	Net profit after tax	VND380 billion

We would like to present to 2017 Annual General Meeting of Shareholders to give opinions and approve.

*Bien Hoa, 31 March 2017*  
**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*( Re: 2016 Profit Allocation and 2017 dividend advance)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 on 26 November 2014;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company dated 11 May 2013 (as amended from time to time);
- Pursuant to 2016 audited Financial Statement;
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

The Board of Directors of Vinacafé Bien Hoa Joint Stock Company would like to present the 2017 Annual General Meeting of Shareholders to approve the 2016 profit allocation as follows:

*Unit: VND*

ITEMS	Ratio	Amount
<b>A. NET PROFIT AFTER TAX AS OF 2016</b>		<b>384,070,138,429</b>
1. Profit before tax		455,322,507,038
2. Corporate Income Tax		74,373,761,818
3. Net profit after tax attributable to Non-controlling interests		(3,121,393,209)
<b>B. ALLOCATION 2016 PROFIT</b>		-
1. Dividend	0%	-
2. Allocate to the bonus and welfare funds	0%	-
<b>C. 2016 PROFIT AFTER ALLOCATION</b>		<b>384,070,138,429</b>

We would like to present to 2017 Annual General Meeting of Shareholders to approve.

We also would like to present the General Meeting of Shareholders to approve the dividend advance in 2017. To approved the authorization of the Board of Directors, depending on the business results, business plan and ensure the optimization of cash flow, to decide all relevant issues to the dividend advance in 2017, including but not limited to decisions on the implement of dividend advance, ratio of dividend advance, timing and method of payment (if any).

*Bien Hoa, 31 March 2017*

**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

*( Re: report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 on 26 November 2013
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company dated 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions of 2016 Annual General Meeting of Shareholders No. 01/2016/NQ-ĐHĐCĐ/VCF dated 20 April 2016;
- Pursuant to Resolutions No. 01/2017/NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

The Board of Directors of Vinacafé Bien Hoa Joint Stock Company would like to present the 2017 Annual General Meeting of Shareholders the report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017 as follows:

*Unit: VND*

ITEMS	No. of members	Amount	Notes
<b>A. Compensation for the BOD and the SB in 2016</b>		<b>2,058,256,000</b>	
<b>1. Compensation for the BOD</b>		<b>2,014,256,000</b>	
1.1 Chairman of the BOD (VND121,188,000/ month)	1	1,454,256,000	
1.2 Other Board members (VND20 million/ month/ member)	5	560,000,000	4 members of the BOD refused compensation from May 2016
<b>2. Compensation for the SB</b>		<b>44,000,000</b>	
2.1 Head of SB (VND5 million/ month)	1	20,000,000	Head of SB refused compensation from May 2016
2.2 Other SB members (VND3 million/month/member)	2	24,000,000	2 members of the SB refused compensation from May 2016
<b>B. Compensation plan for the BOD and the SB in 2017</b>			
<b>1. Compensation for the BOD</b>			
1.1 Chairman of the BOD (VND112,874,000/ month)	1	1,354,488,000	
1.2 Other Board members (VND20 million/ month/ member)	5	240,000,000	member/year
<b>2. Compensation for the SB</b>	<b>3</b>	-	All current members of the SB refused compensation from May 2016

We would like to present to 2017 Annual General Meeting of Shareholders to approve.

*Bien Hoa, 31 March 2017*

**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**  
*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**AT 2017 GENERAL MEETING OF SHAREHOLDERS**

*(Re: selection the Company's auditing firm in 2017)*

**To: General Meeting of Shareholders**

- Pursuant to the Law of Enterprise No. 68/2014/QH13 passed by the National Assembly of Social Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Vinacafé Bien Hoa Joint Stock Company approved by General Meeting of Shareholder on 11 May 2013 (as amended from time to time);
- Pursuant to Resolutions No. 01/2017NQ-HĐQT dated 22 March 2017 of the Board of Directors of the Company.

We would like to present the 2017 Annual General Meeting of Shareholders to approve the selection of KPMG Company Limited as the Company's auditing firm in 2017.

We would like to present to General Meeting of Shareholders to give opinions and approve.

*Bien Hoa, 31 March 2017*  
**O.B.O. BOARD OF DIRECTORS**  
**CHAIRMAN**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**PROPOSAL**  
**TO ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017**  
*(Re: adding business lines and amending Company Charter)*

**To: General Meeting of Shareholders**

- Pursuant to Enterprise Law No. 68/2014/QH13 dated 26 November, 2014;
  - Pursuant to the Law on Securities No. 70/2006/QH11 adopted by the 11<sup>th</sup> National Assembly of the Socialist Republic of Vietnam on June 29, 2006;
  - Based on the Charter on organization and operation of Vinacafé Bien Hoa Joint Stock Company (“Company”) approved by the General Meeting of Shareholders dated 11 May 2013 (amended and supplemented from time to time) (the “Charter”).
1. Based on business needs of the Company, we would like to present to the 2017 Annual General Meeting of Shareholders to approve the addition of the following business lines:
- Wholesale of coffee brewers.
  - Retail sale of coffee brewers.
  - Maintenance of coffee brewers.
2. Accordingly, to approve the amendment of the Charter (Point 3.1 Article 3) as follows:

**Article 3. The Company’s operation objectives**

**3.1. Business lines**

- *Producing coffee, tea, fast drinks and food products, special foods such as nutritious foods, milk and nutritious foods, baby foods, foods containing hormones, milk butter and butter, artificial concentrated products.*
- *Procuding cocoa, chocolate, candy.*
- *Processing milk and other dairy products.*
- *Wholesale of coffee, tea, quick drinks and food products, cocoa, chocolate, candies, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products.*
- *Retail sale of coffee, tea, fast drinks and food products.*
- *Retail sale of cocoa, chocolate, jelly, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products in general stores.*
- *Factory lease.*
- **Wholesale of coffee brewers.**
- **Retail sale of coffee brewers.**
- **Maintenance of coffee brewers**

3. To authorise Mr. Phạm Quang Vũ – Chairman and/or Mr. Nguyễn Tân Kỳ - CEO:
- (i) To perform the business code registration for the above business lines as per current legal regulations.
  - (ii) To prepare and sign off the amended Charter based on the amendment approved by the AGM. The amended Charter is an inseparable part of the Charter approved by 2013 AGM dated 11 May 2013.

We would like the AGM to vote and approve.

*Biên Hòa, 31 March 2017*

**On behalf of the Board**

**Chairman**

*(signed and sealed)*

**PHẠM QUANG VŨ**

**VINACAFÉ BIEN HOA JOINT  
STOCK COMPANY**

**SOCIALIST REPUBLIC OF VIETNAM**  
Independence – Freedom – Happiness

No.: ...../2017/NQ-ĐHĐCĐ/VCF

*Ho Chi Minh City, 15 April 2017*

**RESOLUTIONS OF THE 2017 ANNUAL 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 Meeting Minutes of the 2017 Annual General Meeting of Shareholders No. 01/2017/BBH-ĐHĐCĐ/VCF dated 15 April 2017 of the Company.

**RESOLVED**

**Article 1:** To approve the Board of Directors’ report on the management and operations of the Company in 2016.

**Article 2:** To approve the CEO’s report on the management of the Company in 2016 and the development orientation of the Company.

**Article 3:** To approve the Supervisory Board’s report on the management of the Company in 2016 of the Board of Directors and CEO.

**Article 4:** To approve the 2016 financial statements of the Company audited by KPMG Company Limited.

**Article 5:** To approve the 2017 business plan of the Company.

No.	Items	2017 Target
1	Revenue	VND3.300 billion
2	Net profit	VND380 billion

**Article 6:** To approve the 2016 profit allocation:

*Unit: VND*

ITEMS	Ratio	Amount
<b>A. NET PROFIT AFTER TAX AS OF 2016</b>		

		<b>384,070,138,429</b>
1. Profit before tax		455,322,507,038
2. Corporate Income Tax		74,373,761,818
3. Net profit after tax attributable to Non-controlling interests		(3,121,393,209)
<b>B. ALLOCATION 2016 PROFIT</b>		-
1. Dividend	0%	-
2. Allocate to the bonus and welfare funds	0%	-
<b>C. 2016 PROFIT AFTER ALLOCATION</b>		<b>384,070,138,429</b>

**Article 7:** To approve the dividend advance in 2017. To approved the authorization of the Board of Directors, depending on the business results, business plan and ensure the optimization of cash flow, to decide all relevant issues to the dividend advance in 2017, including but not limited to decisions on the implement of dividend advance, ratio of dividend advance, timing and method of payment (if any).

**Article 8:** To approve the report of compensation for the Board of Directors and the Supervisory Board in 2016 and the compensation plan for the Board of Directors and the Supervisory Board in 2017.

ITEMS	No. of members	Amount	Notes
<b>A. Compensation for the BOD and the SB in 2016</b>		<b>2,058,256,000</b>	
<b>1. Compensation for the BOD</b>		<b>2,014,256,000</b>	
1.1 Chairman of the BOD (VND121,188,000/ month)	1	1,454,256,000	
1.2 Other Board members (VND20 million/ month/ member)	5	560,000,000	4 members of the BOD refused compensation from May 2016
<b>2. Compensation for the SB</b>		<b>44,000,000</b>	
2.1 Head of SB (VND5 million/ month)	1	20,000,000	Head of SB refused compensation from May 2016
2.2 Other SB members (VND3 million/month/member)	2	24,000,000	2 members of the SB refused compensation from May 2016
<b>B. Compensation plan for the BOD and the SB in 2017</b>			
<b>1. Compensation for the BOD</b>			

1.1 Chairman of the BOD (VND112,874,000/ month)	1	1,354,488,000	
1.2 Other Board members (VND20 million/ month/ member)	5	240,000,000	member/year
<b>2. Compensation for the SB</b>	<b>3</b>	-	All current members of the SB refused compensation from May 2016

**Article 9:** To approve the selection of KPMG Company Limited as the Company's auditing firm in 2017.

**Article 10:** To approve the addition of the business lines of the Company:

1. To approve the addition of the following business lines to the business lines of the Company:

- Wholesale of coffee brewers.
- Retail sale of coffee brewers.
- Maintenance of coffee brewers.

2. To approve the amendment of the Charter (Point 3.1 Article 3) as follows:

***“Article 3. The Company’s operation objectives***

***3.1. Business lines***

- *Producing coffee, tea, fast drinks and food products, special foods such as nutritious foods, milk and nutritious foods, baby foods, foods containing hormones, milk butter and butter, artificial concentrated products.*
- *Procuding cocoa, chocolate, candy.*
- *Processing milk and other dairy products.*
- *Wholesale of coffee, tea, quick drinks and food products, cocoa, chocolate, candies, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products.*
- *Retail sale of coffee, tea, fast drinks and food products.*
- *Retail sale of cocoa, chocolate, jelly, nutritious foods, milk and nutritious foods, baby food, foods containing hormones, milk butter and butter, artificial concentrated products, milk and other dairy products in general stores.*
- *Factory lease.*
- *Wholesale of coffee brewers.*
- *Retail sale of coffee brewers.*
- *Maintenance of coffee brewers.”*

3. To authorise Mr. Phạm Quang Vũ – Chairman and/or Mr. Nguyễn Tân Kỳ - CEO:

- (i) To perform the business code registration for the above business lines as per current legal regulations.

- (ii) To prepare and sign off the amended Charter based on the amendment approved by the AGM. The amended Charter is an inseparable part of the Charter approved by 2013 AGM dated 11 May 2013.

**Article 11:** The Board of Directors, the Supervisory Board and the management board shall be responsible for implementing these resolutions.

**Article 12:** 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**