

DRAFT REGULATION OF ORGANIZING THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

Pursuant to:

- *The Corporate Law No. 68/2014/QH13 passed by the National Assembly of the Socialist Republic of Vietnam on 26 November 2014;*
- *The Circular No. 121/2012/TT-BTC dated 26 July 2012 of the Minister of Finance prescribing the company management applicable to public companies; and*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company.*

PART I: GENERAL REGULATIONS

Article 1: Scope of application

These regulations are applicable to the organization of the 2016 Annual General Meeting of Shareholders (“**the Meeting**”) of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**the company**”).

Article 2: These regulations specifically state the rights and obligations of the attendees to the Meeting, conditions, and procedures of conducting the Meeting

Article 3: The shareholders and attendees to the Meeting are expected to comply with these regulations.

PART II: RIGHTS AND OBLIGATIONS OF ATTENDEES TO THE MEETING

Article 4: The shareholders’ rights and obligations

1. Conditions on attendance:

Shareholders who are representatives of a legal entity, a natural person, a group of voting shareholders on the date of finalizing the list of shareholders (23 August 2016) qualifying for attending the Meeting.

2. The rights of the shareholders qualifying for attending the Meeting

2.1 Attending, discussing, and voting at the Meeting according to the company’s Charter, the Corporate Law No. 68/2014/QH13 and other related legal documents.

2.2 Shareholders can choose to attend the Meeting in any of the following ways:

a. Attending the Meeting in person;

b. Authorizing a representative in writing to attend the Meeting. A shareholder being an individual is entitled to authorize any other person in writing to attend the Meeting. An authorized representative of an organization must not further authorize another person

to attend the Meeting and must not stand for the election in his/her own capacity. If a shareholder being an organization does not have an authorized representative mentioned in Article 15 of the Corporate Law No. 68/2014/QH13, another person shall be authorized to attend the Meeting (with the Power of Attorney form as required)

- 2.3 The organizers of the Meeting shall publish all the agenda of the Meeting. All the shareholders qualifying for the Meeting are entitled to give their opinions either in person or through their authorized representative. All the opinions are subject to open discussion at the Meeting.
 - 2.4 Identification of any shareholder or his/her representative attending the Meeting is required (ID card, passport or any other legal identity document), and invitation letter or power of attorney (in case of shareholder's representative) should be presented to the Shareholders' Status Verification Board. Each will receive one Voting Slip (entering the Ordinal number of shareholder and the number of voting shares). The voting value of the voting slip held by a shareholder or his/her representative corresponds the proportion of the number of voting shares owned by a shareholder or held by his/her representative registering for attending the Meeting to the total number of voting shares owned by the shareholders present at the Meeting.
 - 2.5 After the report of the items subject to ratification, the shareholders and their representatives will enter into discussions on passing each item by voting.
 - 2.6 Any shareholder or authorized person arriving at the Meeting late can make registration and is entitled to voting, but the Chairperson of the Meeting will not stop the Meeting for their registration and the validity of the previous voting rounds shall not be affected.
3. Obligations of shareholders attending the Meeting
 - 3.1 Attending in person or authorizing another to attend the Meeting as required by the company's charter
 - 3.2 Complying with these regulations
 - 3.3 Any shareholder or his/her representative attending the Meeting must conduct registration with the Organizers of the Meeting.
 - 3.4 Strictly abiding by the Meeting's Regulations, respecting the results of the Meeting.

Article 5: Rights and obligations of the Shareholders' Status Verification Board to the Meeting

1. The Shareholders' Status Verification Board to the Meeting was nominated by the Board of Directors. The Board receive attendees' papers, give out handouts and voting slips, and report to the Meeting the result of verifying the status of the shareholders attending the Meeting.
2. In case any attendee fails to have full status for attending the Meeting, the Board is entitled to deny him/her, proposing refusal of granting voting slips and handouts of the Meeting.

Article 6: Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee is approved by the Meeting. The committee consists of 3 members (01 Head and 02 members) recommended by the Chairperson and approved by the Meeting. These members are not any of the applicants for members of the BOD.
2. The Vote Counting Committee undertakes the vote counting while conducting a poll and general supervision during the Meeting.

Article 7: Rights and obligations of the Chairperson

1. The Company's Board of Directors nominates the Board of Organizers (including the Presiding Board, the Secretary Committee and the Vote Counting Board) for the Meeting's approval.
2. The Chairman of the Board of Directors acts as the Chairman of the Meeting. In the absence of the Chairman of the Board of Directors, the other members of the Board select one among them as the Chairperson of the Meeting under the majority rule; if a chair is not elected, the Head of the Supervision Board shall direct the Meeting to elect a chair and the person that receives most votes shall chair the meeting;
3. The decisions made by the Chairperson on the sequence, procedures and events arising outside the agenda of the Meeting are final.
4. The Chairperson performs necessary tasks to conduct the Meeting by the regulations and in order and ensure that the majority of the shareholders at the Meeting voice their opinions.
5. The Chairperson is entitled to delay the Meeting to a later time at another venue if finding that:
 - The meeting room is too small for all attendees' comfort.
 - Means of communication at the meeting room are not guaranteed for shareholders to discuss and vote.
 - Any attendee's acts of harassment likely to adversely impact the orderly course of the Meeting
 - The delay is found necessary for the Meeting to take place by the regulations

Article 8: Rights and obligations of the Secretary Committee

1. The Secretary Committee consists of 2 members nominated by the Chairperson and approved by the Meeting.
2. The Board perform supporting tasks assigned by the Chairperson, faithfully reflecting the agenda of the Meeting in the Minutes and Resolution of the Meeting.

PART III: CONDUCTING THE MEETING

Article 9: Conditions for conducting the Meeting.

The General Meeting of Shareholders can be proceeded when the shareholders attending own at least 51% of the total voting shares according to the list of the company's shareholders on 23 August 2016.

Article 10: Procedures for conducting the Meeting

1. The Meeting shall discuss and vote by raising hands to approve the Meeting agenda, the Vote Counting Committee and the contents of the Meeting right after all the procedures are completed so that the Meeting can be validly held.
2. The Meeting shall be respectively conducted on each issue in the Meeting agenda, which shall be discussed prior to voting to approve these issues.

The voting to approve each issue in the Meeting shall be conducted in accordance with the Article 11 of this Regulation.

Article 11: Rules of speaking at the General Meeting

1. A shareholder should follow the following rules if he/she wants to propose a requirement at the General Meeting of Shareholders:
 - Give comments only within the discussion time of the Meeting.
 - Raise hand for the Chairperson's permission and speak only after being permitted by the Chairperson. Only one shareholder can speak at a specific time.
 - If more than one shareholder would like to speak at the same time, the Chairperson will invite them to speak in turn.
 - The Chairperson has the right to stop the shareholder's speech if necessary.
 - Comments or questions will be collected and later answered in turn.
 - In case of many different opinions, a voting will be carried out by majority.
2. Shareholders' suggestions should ensure the following conditions:
 - Be concise and clear. In case of complicated suggestions that needs time to present, the shareholder may send the organizer in writing 03 working days prior to the Meeting date.
 - Do not re-state issues as mentioned before.
 - Suggestions must not violate the law, not relate to personal issues or exceed the company's power.

Article 12: Approval of Resolution of the Meeting

1. Shareholders can vote to approve the issues by ways of:
 - Directly voting in the meeting with Voting Slips.
 - Appointing authorized representatives to attend the Meeting, then the authorized representatives shall vote on the shareholders' behalf.
2. All the resolutions, decisions of the 2016 Annual General Meeting of Shareholders of the company such as Nomination for Presidium, Secretary Committee, Vote Counting Committee and other decisions of the Meeting must be put to the vote publicly and directly.
3. The following issues shall be approved by the Meeting when there is approval of attending shareholders holding at least 51% of the total voting shares:
 - The BOD's report on business results and the BOD's activities in 2015
 - The audited financial statements for the year ended 2015

- The report of the Board of Supervision for the year 2015
 - The business and investment plans for the year 2016
 - The external auditor selection for the fiscal year 2016
 - The loans given to related parties
 - The purpose of utilizing the capital raised from the private placement
 - And other matters in compliance with the company's Charter and the prevailing regulations.
4. The following issues shall be approved by the Meeting when there is approval of attending shareholders holding at least 65% of the total voting shares:
- Supplementation and amendment to the company's Charter.
 - Investment or sale of 50% or more of the total asset value as recorded in the 2015 financial statements of the company.
 - Other matters in compliance with the company's Charter and the prevailing regulations.
5. Voting method:

Voting to approve the issues at the 2016 Annual General Meeting of Shareholders must be implemented by ballot.

Shareholders vote on each issue by making a cross ("X") on the square before any option of "Agree", "Do not agree", or "No idea" corresponding to each issue on Voting Sheet.

Article 13: Resolution and Minutes of the Meeting.

1. All of the contents at the Meeting must be recorded in the Meeting Minutes by the Secretary. The Minutes and the Draft of Resolution of the Meeting must be read aloud at the Meeting to be approved by voting prior to the end of the Meeting.
2. The Minutes and the Resolution of the Meeting shall be filed in the company's head office as regulated. The Resolution of the Meeting shall be posted on the company's website.

PART IV: IMPLEMENTATION PROVISION.

Article 14: Implementation provision

1. This regulation consists of 4 parts and 14 articles, which shall be approved by the 2016 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company on 15 September 2016 and come into effects so that the 2016 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company can be conducted.
2. The Chairperson is responsible for directing the Meeting under this regulation.
3. Shareholders or their authorized representatives and other attendees are responsible for implementing this regulation.

Gia Lai, 15 September 2016

**For and on behalf of
HOANG ANH GIA LAI AGRICULTURAL JOINT
STOCK COMPANY
CHAIRMAN
THE BOARD OF DIRECTORS**

(signed)

DOAN NGUYEN DUC