



DRAFT RESOLUTION OF 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 13th National Assembly of the Socialist Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company;
- Pursuant to the Minutes of the 2016 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company dated 15 September 2016.

On 15 September 2016, at Hoang Anh Gia Lai Hotel, at No. 01 Phu Dong St., Phu Dong Ward, Pleiku City, Gia Lai Province, Hoang Anh Gia Lai Agricultural Joint Stock Company ("**the company**") held the 2016 Annual General Meeting of Shareholders ("**GMS**", "**the Meeting**") with the attendance of the shareholders as follows:

The total attendance includes [●] shareholders, owners and representatives of [●] shares, in which

- Attending in person: [●] shareholders, equivalent to [●] shares
- Authorized: [●] shareholders, equivalent to [●] shares

Attendance rate at the Meeting: [●] %. The Meeting met the conditions for taking place.

RESOLUTION BY THE MEETING

Article 1: Passing the Report of the Board of Directors ("the BOD") on the business results and Report on the operation of the BOD for the year 2015 by a vote of [●] %

The GMS passed the Report on the business results and Report on the operation of the BOD for the year 2015 with the following contents:

1. The business results of 2015

- Net revenue: VND 4,731 billion
- Profit after tax: VND 744 billion
- Earnings per share: VND 1,093

2. The operation of the BOD in 2015: In 2015, the BOD has supervised the implementation of Resolutions of the GMS and the BOD in the following assignments.

- Following the fulfilment of important targets during the year committed by the Board of Management ("the BOM");

- Requiring the BOM to report the business results and operation situation in periodical meetings on a quarterly basis of the BOD. Besides, in the meetings of the BOM, the BOD's Chairman and some members have participated in and directed the implementation of related assignments;
- The BOD has also combined with the Board of Supervision ("BOS") to keep track of the company's operation situation in order to offer practical suggestions that help the BOM fulfil the assignments given by the GMS and the BOD.

Article 2: Passing the business and investment plans for the year 2016 by a vote of [●] %

The GMS passed the business and investment plans for the year 2016 with the major contents set as follows:

1. Business plan for the year 2016

a. Net revenue and gross profit

According to the business plan for the year 2016, the estimated net revenue and gross profit are VND 4,309 billion and VND 450 billion respectively, gained from the following main sectors:

- Livestock sector:

- o *Beef cattle*: The estimated consumption of 100,000 heads of cow in 2016 will bring in VND 3,063 billion in revenue and around VND 345 billion in gross profit.
- o *Dairy cattle*: The total number of dairy cattle of 7,500 heads is expected to provide 24 million liter of fresh milk in 2016, gaining around VND 302 billion in revenue.

- Cultivation sector:

- o *Sugarcane*: The consumption of 31,477 tons of sugar of the company will bring in VND 370 billion in revenue and around VND 112 billion in gross profit.
- o *Rubber*: In 2016, the exploitation area of 4,403 ha of rubber is expected to provide 5,265 tons of dry rubber latex, gaining around VND 127 billion in revenue but the loss is VND 59 billion.
- o *Corn*: The consumption of 26,927 tons of corn will bring in VND 136 billion in revenue and around VND 69 billion in gross profit.

b. Business results after tax in 2016: The loss is VND 559 billion.

2. Investment plan for the year 2016

- **Agribusiness sector:** The nurture of rubber and oil palm plantations continues.
- **Other sectors:** The company plans to grow many kinds of fruits in Vietnam, Laos and Cambodia in order to use up all of the abundant land bank.

Article 3: Passing the audited financial statements for the year 2015 by a vote of [●] %

The GMS passed the financial statements for the year 2015 and the Independent Auditor's Report by Ernst & Young Vietnam Limited as described in the Annual Report of 2015.

Article 4: Passing the selection of audit firm for the year 2016 by a vote of [●] %

The GMS passed the selection of ... as the audit firm providing the services of reviewing the interim financial statements and auditing the financial statements for the year 2016 of the company.

Article 5: Passing the loans given to related parties by a vote of [●] %

1. Loans

The GMS passed the fact that the company has given loans to related parties, which was emphasized in the Auditor's Report of the consolidated financial statements for the year 2015 and the reviewed consolidated interim financial statements for the year 2016.

2. Capital transfer, loans given amongs the companies in 2016

The GMS passed the authorization given to the BOD to make the capital transfer and to give loans among the companies, which will be reported at the 2017 Annual General Meeting of Shareholders.

Article 6: Passing the purpose of using capital from the issuance of 59 million shares of the company according to the private placement plan stated in the Resolution of the GMS No. 0610/15/NQĐHĐCĐ-HAGL Agrico dated 06 October 2015 by a vote of [●] %

The GMS passed the purpose of using capital from the private placement plan stated in the Resolution of the GMS No. 0610/15/NQĐHĐCĐ-HAGL Agrico dated 06 October 2015, which is to re-purchase 100% of equity interest in Indochina Rubber Investment and Development Co., Ltd.

Article 7: Passing the private placement plan by a vote of [●] %

Article 8: Passing the Statement of the Board of Supervision of 2015 by a vote of [●] %

Article 9: Passing the amendment and supplementation of Charter in accordance with the Corporate Law of 2014 by a vote of [●] %

The GMS passed the amendment and supplementation of Charter in accordance with the Corporate Law of 2014.

Article 10: Authorizing the BOD to implement the issues mentioned above by a vote of [●] %

The GMS authorized the BOD, on their own initiative, to implement the issues and policies which have been passed.

**THE BOARD OF DIRECTORS
CHAIRMAN**

Doan Nguyen Duc