

DRAFT REGULATION OF HOLDING THE 2019 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 on 26 November 2014;*
- *The Decree No. 71/2017/ND-CP dated 6 June 2017 of the Government guiding corporate governance applicable to public companies; and*
- *The current 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 2019 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 shareholders, the authorized representatives of shareholders, the attendees to the Meeting, conditions, procedures of conducting the Meeting and voting on issues under the authority of the Meeting.

Article 3: The shareholders, authorized representatives of 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 whose names are listed on the record date (8 April 2019) qualify for attending the Meeting or authorizing any individual/organization to attend the meeting according to this Regulation, the Company Charter or the applicable Laws.

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

- 2.1 Attending, discussing, and voting at the Meeting according to the Charter of the Company, 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 publicly disclose the whole 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 Board of Shareholder Status. Each will receive one Voting Sheet (entering the Ordinal number of shareholder and the number of voting shares). The voting value of the voting sheet held by a shareholder or his/her representative corresponds to 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 reports of the items subject to ratification, the shareholders and shareholder representatives will enter into discussions on them and pass 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 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 Board of Shareholder Status attending the Meeting

1. The Board of Shareholder Verification attending the Meeting was nominated by the Board of Directors and introduced to the Meeting. The Board of Shareholder Verification has the following functions and duties:
 - a) Check the attendance status of shareholders, authorized representatives of shareholders based on the documents they present: ID card / Passport or other legal personal certifications; business registration certificate or equivalent legal documents; Invitation Letter; Power of attorney for attending the Meeting and other documents (if any);
 - b) Release documents and voting sheets;
 - c) Collect the results and report to the Meeting on the results of checking the status of the shareholders attending the Meeting.
2. The Board of Shareholder Verification has the right to set up an assisting section to complete the task.
3. In case any attendee fails to be fully qualified to attend the Meeting, the Board is entitled to deny them, proposing refusal of granting voting ballot 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 candidates for membership of the BOD.
2. The Vote Counting Committee shall:
 - a) Undertake the vote counting while conducting a poll of shareholders' opinion and general supervision during the Meeting;
 - b) Make records of counting votes and announce them to the Meeting and handover the records and all the votes to the Chairperson of the Meeting;
 - c) The Voting Counting Committee must be honest, accurate and be responsible for the results of all the works of counting votes, making records, and announcing.

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 Secretariat Board and the Vote Counting Committee) 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 chairperson is not elected, the Head of the Supervision Board shall direct the Meeting to elect a chairperson and the person who 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 has the right to delay the Meeting to a later time at another venue in case:
 - 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 regulation
6. The Chairperson of the Meeting has the right to:
 - Request all attendees to be subject to inspection or other reasonable legal security measures;
 - Request competent authorities to maintain the order of the meeting; expel those who do not obey the Chairmanship of the Chairperson, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements of the security check.

Article 8: Rights and obligations of the Secretarial Board

1. The Secretarial Board consists of 2 members nominated by the Chairperson and approved by the Meeting.
2. The Board performs 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 finalized on 6 June 2018.

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 legitimate 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 speech at the General Meeting

1. A shareholder should follow the following rules if he/she wants bring forward a proposal at the General Meeting of Shareholders:
 - Give comments only within the time allowed for discussion section 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.
 - The content of the proposal must be consistent with the contents being discussed at the Meeting
 - 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 interrupt the shareholder's speech if necessary.
 - Comments or questions will be collected and answered in turn later.
 - In case of many different opinions, voting will be carried out by majority.

2. Shareholders' suggestions should ensure the following conditions:
 - Be concise and clear. In case of complicated a suggestion that needs time to present, the shareholder may send them to the Company in writing 03 working days prior to the Meeting date.
 - Do not re-state issues already mentioned before.
 - Suggestions must not violate the law, not related to personal matters 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 Sheets.
 - Appointing authorized representatives to attend the Meeting, then the authorized representatives shall vote on the shareholders' behalf.

2. All the resolutions, decisions of the 2019 Annual General Meeting of Shareholders of the company such as Nomination for Presidium, Secretary Committee, Vote Counting Committee and other decisions of the Meeting are subject to voting 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:
 - Business results and investment in 2018
 - The business and investment plans for the year 2019
 - Report of the BOD in 2018
 - The audited financial statements for the year ended 2018
 - Report of the Board of Supervision for 2018
 - Selection of an audit firm for 2019
 - Transactions with related parties
 - Change of investment capital use of proceeds of offering convertible bonds

- Profit plan for 2019, profit appropriation, appropriation to remuneration to the BOD, BOS and the Secretarial Board for 2019
- Amendment and supplement to the Company's Charter
- And other issues as required by the company's Charter and the current regulations.

4. Voting method:

Voting to approve the issues at the 2019 Annual General Meeting of Shareholders must be implemented by ballot casting

Shareholders vote on each issue by marking ("X") in the box next to any option of "Agree", "Disagree", or "No idea" corresponding to each issue on the Voting Sheet.

Article 13: Resolution and Minutes of the Meeting.

1. All of the agenda items 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 to 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 at the company's head office as required. The Resolution of the Meeting shall be published on the company's website.

PART IV: IMPLEMENTATION PROVISION.

Article 14: If the General Meeting of Shareholders fails to successfully take place

1. If the first General Meeting of Shareholders fails to meet the conditions stipulated in Article 9 of this Regulation, the second Meeting must be held within 30 days from the date the first Meeting is scheduled to open. A second meeting of the General Meeting of Shareholders shall be held if the number of shareholders attending the meeting represents at least 33% of the shares with voting rights.
2. If the second Meeting fails to take place in accordance with the Clause 1 of this Article, the third Meeting must be held within 20 days from the date the second Meeting is scheduled to open. In this case, the General Meeting of Shareholders shall be held regardless of the total number of votes of the shareholders attending the Meeting.

Article 15: Execution provision

1. This regulation consists of 4 parts and 15 articles, which shall be approved by the 2019 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company on 26 April 2019 and come into effects so that the 2019 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company can be conducted.
2. The Chairperson is responsible for presiding over the Meeting under this regulation.
3. Shareholders or their authorized representatives and other attendees are obliged to comply with this regulation.

Gia Lai, 26 April 2019

For and on behalf of

**HOANG ANH GIA LAI AGRICULTURAL
JOINT STOCK COMPANY
THE BOARD OF DIRECTORS
CHAIRMAN**

DOAN NGUYEN DUC