



DRAFT SOLUTION
THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

- Pursuant to the Corporate Law No. 68/2014/QH13 approved by the 13th National Assembly on 26 November 2014;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company;
- Pursuant to the Proposal at the 2019 Annual General Meeting of Shareholders;
- Pursuant to the Minutes of the 2019 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company dated 26 April 2019.

Today, 26 April 2019, at the meeting hall of Hoang Anh Gia Lai Hotel, 01 Phu Dong St., Phu Dong Ward, Pleiku City, Gia Lai Province, Hoang Anh Gia Lai Agricultural Joint Stock Company ("**the Company**") convenes the 2019 Annual General Meeting of Shareholders ("**GMS**", "**the Meeting**") with the attendance of the shareholders as follows:

The total attendance includes [●] shareholders, holding and presenting of [●] shares, of which:

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

Attending percentage of the Meeting: [●] %. The Meeting meets the conditions for taking place.

RESOLUTION BY THE MEETING

Article 1. Approval on the Report of the Board of Management ("the BOM") on the Results of the production, business operations and investments in 2018 by a vote of [●] %

The GMS approves the Report of the BOM on the Results of the production, business operations and investments in the year 2018 with the following contents:

- 1. The production and business results of 2019**
 - Net revenue: VND 3,688 billion
 - Profit (Loss) after tax: VND 656 billion
- 2. The investment and project-running position of 2018**
 - Fruit : 16,676 ha has been planted.
 - Rubber: The company is stably maintaining 47,122 ha

Article 2. Approval on the production, business and investment plans for the year 2019 by a vote of [●] %

The GMS approves the production, business and investment plans for the year 2019 with details as follows:

1. The production and business plan for 2019

a. Net revenue

According to the production and business plan for 2019, the estimated net revenue is VND 4,755 billion mainly from fruits, details as follows:

- **Fruits:** the fruit tree sector is expected to generate major revenue of about VND 4,306 billion accounting for 90.2% of the revenue structure, in which:
 - Banana: expected in 2019 to produce a yield of 241,528 tons, generating a revenue of VND 3,501 billion, accounting for 73.3% of the revenue structure;
 - Dragon fruit: expected in 2019 to produce a yield of 18,480 tons, generating a revenue of VND 575 billion, accounting for 12.0% of the revenue structure;
 - Jack fruit: expected in 2019 to produce a yield of 2,539 tons, generating a revenue of VND 108 billion, accounting for 2.3% of the revenue structure ;
 - Pomelo: expected in 2019 to produce a yield of 1,561 tons, generating a revenue of VND 65 billion, accounting for 1.4% of the revenue structure ;
 - Mango: expected in 2019 to produce a yield of 3,135 tons, generating a revenue of VND 57 billion, accounting for 1.2% of the revenue structure ;
- **Rubber:** expected to produce a yield of 15,081 tons of dry latex, generating a revenue of VND 469 billion, accounting for 9.8% of the revenue structure .

b. Business operation result before tax in 2019: VND 103 billion

2. Investment plan for 2019:

- Reviewing the business operations and reevaluating the inefficient assets.
- Focusing on fruit projects: increasing the planting area, expanding the market, boosting investment in mechanization and high technology in post harvest and diversifying fruits.
- Maintaining the rubber plantations.

Article 3. Approval on the Report of the Board of Directors (“the BOD”) for the year 2018 by a vote of [•] %

The GMS approves the Report of the BOD presented at the Meeting and as displayed in the 2018 Annual Report.

Article 4. Approval on the audited financial statements for the year 2018 by a vote of [•] %

The GMS approves the 2018 financial statements audited by Ernst & Young Vietnam Limited and as displayed in the 2018 Annual Report.

Article 5. Approval on transactions with related parties by a vote of [•] %

1. Capital transfer, loans given among the companies in 2018

According to Article 6.1 at the 2018 GMS Resolution No.2306/18/NQĐHĐCĐ-HAGL on the capital transfer, loans given among the companies in 2018, the BOD reported the implementation of the capital transfer, loans given among the companies performed in 2018 to the GMS, detailed in Note No. 26 in the audited Separate Financial Statements 2018 and Note No. 33 in the audited Consolidated Financial Statements of the Company.

2. Capital transfer, loans given among the companies in 2019

The GMS approves the authorization to the BOD to make the capital transfer, loans given among the companies and will report the result to the 2020 Annual General Meeting of Shareholders.

Article 6. Approval on change of investment capital use of proceeds from offering convertible bonds by a vote of [●]

The GMS approves the change of investment capital use of proceeds from offering convertible bonds to public in 2019, pursuant to the Resolution of the BOD No.1010/18 NQHĐQT-HAGL Agrico dated 10 October 2019, in which the planting area of fruits are changed to suitable to the market situation.

Article 7. Approval on the profit plan for 2019, profit appropriation, appropriation to remuneration to the BOD , BOS and the Secretarial Board for 2019 by a vote of [●]

The GMS approves the profit plan, profit appropriation, appropriation to remuneration to the BOD , BOS and the Secretarial Board for 2019 as follows:

- Profit before tax targeted for 2019: VND 103 billion.
- Plan for Appropriation of profit 2019:
 - o Investment and development fund: 5% of profit after tax.
 - o Bonus and welfare fund: 3% of profit after tax.
 - o Dividend payment: no dividend distribution for 2019.
 - o Appropriation to the BOD, BOM, Board of Supervision and the Secretarial Board: authorizing the BOD to implement the appropriation to the BOD, BOM, Board of Supervision and the Secretarial Board and report to the 2020 Annual General Meeting of Shareholders.

Article 8. Approval on adjustment and supplement the Company's Charter by a vote of [●]%

The GMS approves the authorization for the BOD to amend and supplement the Company's Charter in accordance with Decree No. 71/2017/NĐ-CP guiding corporate governance applicable to public companies and a model of Charter issued together with Circular No. 95/2017/TT-BTC guiding some articles of Decree No. 71/2017/NĐ-CP, detailed as follows:

1. Content in Article 22.2 changed to: " the Meeting's Minutes must be announced on the Company's website within 24 hours"
2. Content in Article 24.1 changed to: "the number of BOD members is seven (07) persons".
3. Deleting the content in Article 24.5: "The BOD may temporarily appoint new Board member to fill the vacancy and this new member must be approve by the next Shareholders' General Meeting. After being approved by the Shareholders' General Meeting, the appointment of that member takes effect on the date he/she is appointed by the Board. In case the new Board member is not approved by the Shareholders' Meeting, all the decisions of the Board of Directors before date of Shareholders's Meeting, which is having the voting of this person, is still considered valid."

Article 9. Approval on the Report of the Board of Supervision of 2018 by a vote of [●]%

The GMS approves the Report of the Board of Supervision of 2018 presented by Mr. Nguyen Duc Quang – Head of the BOS and presented at the Annual report 2018.

Article 10. Approval on authorizing the BOD to implement the issues mentioned above by a vote of [●]%

The GMS authorizes the BOD, on their own initiative, to implement the issues and policies approved by the GMS.

THE BOARD OF DIRECTORS

CHAIRMAN

Doan Nguyen Duc