

DRAFT REGULATIONS

OF ADDITIONAL ELECTION TO THE BOARD OF DIRECTORS OF

HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

AT THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Pursuant to:

- *The Corporate Law No. 68/2014/QH13 passed by the National Assembly on 26 November 2014;*
- *Decree No. 71/2017/ND-CP dated 06/06/2017 of the Government providing guidance on corporate governance applicable to public companies and relevant guiding documents;*
- *The Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“**the Company**”).*

ARTICLE 1: General principles:

- Complying with the law, the organizational regulations and operations of the company.
- Method of performance: ballot by accumulative calculation of votes.
- The results of the election shall be calculated on the number of shares entitled to vote of direct or authorized shareholders.
- At each election, a shareholder is allowed to use only one voting sheet related to a certain content of the election (The voting sheet is issued by organizers of the General Meeting of Shareholders ("GMS", and stamped by the Company).
- The participants of the vote-counting Committee must be approved by the GMS. Members of the Vote-counting Committee are not included in the nomination list.
- The principles of publicity, democracy and the legitimate benefits of all shareholders must be ensured.

ARTICLE 2: Who have voting rights at the Meeting:

Shareholders owning shares with voting rights or representing authorization of shareholders owning voting shares (according to the list of shareholders of the Company at the record date on 08 April 2019) present at the meeting.

ARTICLE 3: The number of additionally elected members of the Board of Directors (the BOD):

The number of additionally elected members of the Board of Directors is one (01) member:

ARTICLE 4: Voting sheets and writing voting sheets:

1. The list of candidates for the BOD

Full name is written on the voting sheet.

2. Voting sheets and writing voting sheets:

- Voting sheets are printed in a uniform format, with the total number of voting cards by the attendance code.
- A shareholder or authorized representative is given one voting sheet to elect the BOD by the attendance code.
- In case of incorrect writing, the shareholder may request the Board of Election to change to another sheet.
- Shareholders must write the number of voting cards corresponding with each candidate.

3. Invalid voting sheets

- Voting sheets are not in regulated form provided to the shareholders by the Organizing Committee or the representatives authorized to attend the meeting.
- The total number of voting cards for candidates exceeds the total number of voting cards that the shareholders or authorized representatives are allowed to vote.
- The names of people outside the nomination list approved by the Meeting are written on the voting sheets, or the voting sheets are crossed, erased, altered or blank.

ARTICLE 5: Method of voting (according to the principle of accumulative calculation of votes)

1. Each shareholder shall be given one voting sheet to elect the BOD (with the total number of voting cards of each shareholder).
2. The election of members of the BOD shall be conducted by accumulatively calculating the votes, following which each shareholder's number of voting cards is equal to the total number of shares he/she owns or represents multiplied by the number of members elected by the BOD (01 person).
3. If a shareholder or an authorized representative elects a candidate, he/she shall write the number of voting cards corresponding to that candidate. The shareholder or representative authorized to attend the meeting must specify the number of voting cards for the candidate to vote for.
4. Shareholders have the right to accumulate the number of their voting cards to some candidates with the same proportion of votes for each candidate; or accumulate all of the

voting cards for a single candidate; or accumulate voting cards for some candidates with the unequal proportion of votes for each candidate.

5. In the course of conducting the election, in their own voting sheets, the shareholders fill the number of voting cards for each candidate he/she elects in the table so that the total number of voting cards for all elected candidates by him/her is equal or less than the total number of his/her voting cards.
6. If there is any mistake, the shareholders should contact the Vote-counting Committee to be re-issued a new voting sheet upon condition that they return the old one.

ARTICLE 6: Vote-counting Committee, and principles of voting and counting votes:

1. Vote-counting Committee

- The Vote-counting Committee is nominated by the Chairperson and approved by the General Meeting of Shareholders.

The Vote-counting Committee shall:

- ✓ Introduce and issue voting sheets, guide and answer questions during the election process.
- ✓ Make a vote count.
- ✓ Announce the results of the election to the General Meeting of Shareholders.
- Members of the Vote-counting Committee must not be named on the list of nominees and candidates for the BOD.

2. Principles of voting and counting votes

- The Vote-counting Committee shall check the voting sheets in the presence of the shareholders.
- Voting begins when the voting sheets are all issued and it ends when the last shareholder casts the vote.
- Vote counting should be made immediately after the vote is closed.
- The vote counting results must be made in written and announced by the Vote-counting committee in the Meeting

ARTICLE 7: Principles of electing BOD member:

Electing the BOD members must be conducted by accumulative calculation of votes following which each shareholder's number of voting cards is equal to the total number of shares he/she owns or represents multiplied by the number of elected members of the BOD

or the BOD; and the shareholders have the right to accumulate their voting cards for one or a number of candidates. The elected members of the BOD shall be determined by the number of voting cards casted from high to low, starting with the candidate having the highest number of voting cards until the full number of members is elected. In cases where two (02) candidates or more reach the same number of voting cards for the last member to be elected, the GMS shall continue to elect among the candidates with equal number of voting cards or decide on the selection according to the criteria prescribed in the Regulation of Election.

ARTICLE 8: Writing up and publishing minutes of counting votes

After counting the voting cards, the Vote-counting Committee must write up a vote-counting minutes. The contents of the minutes shall include the total number of shareholders attending the meeting, the total number of shareholders participating in the vote, the percentage of voting cards of the shareholders participating in the vote against the total number of voting cards of the shareholders attending the meeting (by accumulative calculation of votes), the number of and the proportion of valid voting sheets, invalid voting sheets, blank votes; and the number of and the percentage of voting cards for each candidate of the BOD.

The full minutes of counting votes must be announced in the Meeting.

ARTICLE 9:

Complaints about the election and counting of votes shall be resolved by the chairman of the Meeting and recorded in the minutes of the GMS.

This regulation consists of 09 articles and is read publicly before the GMS for voting approval.

Gia Lai, 26 April 2019

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK
COMPANY**

(signed)

DOAN NGUYEN DUC