

NOTICE

Re. Nomination and application for members of Board of Directors

To: Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company,

Hoang Anh Gia Lai Agricultural Joint Stock Company ("the Company") convenes the Annual General Meeting of Shareholders 2019 ("GMS 2019") at 8:00am on Friday 26 April 2019.

On 20 April 2019, The Board of Directors (BOD) was in receipt of the resignation letter of Mr. Nguyen Hung Minh, member of the BOD. Thereby, the GMS 2019 will conduct electing an additional member for the BOD.

According to Enterprise Law No. 68/2014/QH13 ("Enterprise Law"), Decree No. 71/2017/ND-CP dated 06/06/2017 guiding corporate management applicable to Public Company ("Decree No.71") and the Company's current Charter, the application and nomination for members of the BOD must comply with the following conditions:

- 1. Clause 151.1 of Enterprise Law:** A member of the BOD has to satisfy these criteria and conditions:
 - a. Have full capacity for civil acts, and not fall into the category of persons not permitted to manage an enterprise as stipulated in article 18.2 of this Law;
 - b. Have professional expertise and experience in business management of the company and not necessarily be a shareholder of the company, unless otherwise stipulated in the charter of the company;
 - c. A member of the BOD may concurrently be a member of the BOD of another company;
- 2. Decree No.71**
 - **Clause 12.1:** Members of the BOD must meet the criteria and conditions specified in Clause 1 Article 151 of the Law on enterprises and the company's charter; a member of the board of directors is not required to be the shareholder of the company.
 - **Clause 12.3:** a member of the BOD of a public company must not be the member of the board of directors of more than 5 other companies.
- 3. The Company's Charter**
 - **Article 24.2 of the Company's Charter:** Shareholders holding voting shares exercising the right to vote for at least six (6) consecutive months shall be entitled to have the number of each such shareholder's voting rights aggregated to nominate candidates to the BOD. Shareholders or a group of Shareholders holding from 5% to less than 10% of total voting shares for at least six (6) consecutive months shall be entitled to nominate one (1) candidate; from 10% to less than 30% shall be entitled to nominate maximum two (2) candidates, from 30% to less than 40% shall be entitled to nominate maximum three (3) candidates,, from 40% to less than 50% shall be entitled to nominate maximum four (4) candidates,, from 50% to less

than 60% shall be entitled to nominate maximum five (5) candidates, from 60% to less than 70% shall be entitled to nominate six (6) candidates, from 70% to less than 80% shall be entitled to nominate seven (7) candidates, and from 80% to less than 90% shall be entitled to nominate eight (8) candidates.

Should shareholders or a group of shareholders satisfying the said conditions would like to nominate or apply for members to the BOD, please kindly send the application, nomination dossier (by attached sample) **before 5pm on 25 April 2019** to the following address:

To: HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

Address: 15 Truong Chinh St, Phu Dong Ward, Pleiku City, Gia Lai Province

Tel. 0269.2222283

Fax: 0269.2222218

Nomination dossier includes:

1. Letter of nomination/application (*with the form attached in the Meeting's documents*);
2. Curriculum vitae of candidates (with the form attached in the Meeting's documents);
3. Certified copy of ID card/passport and degrees, certificates to prove the qualification of candidates.
4. Document to verify the holding percentage and holding period of HNG.

After the deadline mentioned above but the Shareholder Committee does not receive the nomination dossier, the BOD will consider appointing qualified candidates to apply for members to the BOD.

Gia Lai, 22nd April 2019

FOR AND ON BEHALF OF

HOANG ANH GIA LAI AGRICULTURAL JSC

CHAIRMAN OF THE BOD

(Signed)

DOAN NGUYEN DUC