

**DRAFT RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS OF
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY
(Conducting Poll in Writing)**

- Pursuant to the Law on Enterprises No. 68/2014/QH13 passed by the National Assembly on 26 November 2014 and other documents guiding the implementation;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural JSC ("**the company**") passed by The General Meeting of Shareholders ("GMS") on ^{1st} May 2015, which amended on ; and
- Pursuant to the Minute of counting shareholders' polls dated 2015 on conducting shareholders' polls in writing

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RESOLUTION

ARTICLE 1: THE APPROVAL OF CASH DIVIDEND PAYMENT PLAN OF 2014

The GMS hereby approves cash dividend payment plan of 2014 as follows:

- Method of dividend payment: In cash
- Dividend payout ratio: 10% per share (VND 1,000/share)
- Source of dividend payment: undistributed earnings on the consolidated financial statements on 31 December 2014
- Estimated time of dividend payment: Quarter IV/2015. Authorizing the BOD to decide time and conduct the dividend payment as specified by the Laws.

The Resolution was passed with the consensus among the shareholders representing [●]% of the total voting shares and came into effect immediately.¹

ARTICLE 2: THE APPROVAL OF CASH DIVIDEND PAYMENT PLAN OF 2015

The GMS hereby approves cash dividend payment plan of 2015 as follows:

- Method of dividend payment: In cash
- Dividend payout ratio: 15% per share (VND 1,500/share)
- Source of dividend payment: undistributed earnings on the consolidated financial statements on 31 December 2015
- Estimated time of dividend payment: Authorizing the BOD to decide the time and conduct the dividend payment payment as

¹ As stipulated in Article 21.7 of the Charter, this rate must be higher than 75%.

specified by the Laws, including deciding the time of payment and dividend payout ratio in advance.

The Resolution was passed with the consensus among the shareholders representing [●]% of the total voting shares and came into effect immediately.²

ARTICLE 3: THE APPROVAL OF PRIVATE PLACEMENT PLAN OF HNG SHARES

The Resolution was passed with the consensus among the shareholders representing [●]% of the total voting shares and came into effect immediately.³

ARTICLE 4: AUTHORIZATION FOR THE BOARD OF DIRECTORS

The GMS hereby authorizes the Company's Board of Directors to conduct the passed contents by the General Meeting of Shareholders and based on the actual situation to decide the time of dividend payment in such the most convenient way for the Shareholders and the Company.

The Resolution was passed with the consensus among the shareholders representing [●]% of the total voting shares and came into effect immediately.⁴

ARTICLE 5: EXECUTION

1. This Resolution comes into effect from [●] [●] 2015. Execution of the content of this Resolution is assigned to the Company's Board of Directors.
2. The minute of counting poll shall be sent to all the Shareholders of the Company.

**FOR AND ON BEHALF OF THE BOARD OF
DIRECTORS
CHAIRMAN**

Recipients:

- *All shareholders;*
- *Filling in Office*

DOAN NGUYEN DUC

² As stipulated in Article 21.7 of the Charter, this rate must be higher than 75%.

³ As stipulated in Article 21.7 of the Charter, this rate must be higher than 75%.

⁴ As stipulated at Article 21.7 of the Charter this rate must be higher than 75%.