

## LETTER OF ASKING SHAREHOLDER'S POLL IN WRITING

(Re. Approval of dividend payment plan of 2014; dividend payment plan of 2015 and private placement plan of HNG shares)

**To:** Shareholders having voting rights of Hoang Anh Gia Lai Agricultural Joint Stock Company ("the Company", "HNG")

### I. GENERAL INFORMATION

- Company's name: HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY
- Head office: 15 Truong Chinh Street, Phu Dong Ward, Pleiku City, Gia Lai Province
- Business registration certificate No: 5900712753 granted by the Department of Planning and Investment of Gia Lai Province for the first time on 26 May 2010 and amended for the 13<sup>th</sup> time on 04 June 2015
- Telephone: +84 59 2222285
- Fax: +84 59 2222218
- Website: www.haagrico.com.vn
- Stock code: HNG
- Charter capital: VND 7,081,438,950,000
- Stock type: Common stock
- Par value: VND 10,000/share
- Closing date: 28 August 2015

### II. PURPOSE OF ASKING SHAREHOLDER'S OPINION POLL

Pursuant to the Resolution of the 2015 Annual General Meeting of Shareholders ("GMS") No. 1805/ĐHĐCĐ-HAGL Agrico on 18 May 2015 and the capital requirement of the Company, the Board of Directors ("BOD") would like to submit the Shareholders to approve the following contents:

1. The plan of dividend payment in cash from undistributed earnings as in the consolidated financial statements as at 31 December 2014;
2. The plan of dividend payment in cash from undistributed earnings as in the consolidated financial statements as at 31 December 2015;
3. The plan of private placement of HNG shares; and
4. The authorization for the BOD to conduct the necessary procedures to implement the relevant tasks.

### III. ISSUES THAT NEED TO BE APPROVED BY GMS

#### 1. THE PLAN OF DIVIDEND PAYMENT OF 2014

Basing on the figures audited by Ernst & Young Vietnam Limited, the accumulated undistributed earnings as in the consolidated financial statements as at 31 December 2014 is VND

1,276,813,665,000 (one thousand two hundred seventy six billion eight hundred thirteen million six hundred sixty five thousand Vietnam dong)

The BOD would like to submit the Shareholders to consider and approve the dividend payment of 2014 as follows:

- Method of dividend payment: In cash
- Dividend payment rate: 10% per share (i.e. VND 1,000/share)
- Source of dividend payment: Undistributed earnings as in the consolidated financial statements as at 31 December 2014
- Expected time of dividend payment: Quarter IV/2015. Authorizing the BOD to decide time and conduct the dividend payment in accordance with the prevailing Laws and regulations.

## 2. THE PLAN OF DIVIDEND PAYMENT OF 2015

The BOD would like to submit the Shareholders to consider and approve the dividend payment of 2015 as follows:

- Method of dividend payment: In cash
- Dividend payment rate: 15% per share (i.e. VND 1,500/share)
- Source of dividend payment: Undistributed earnings as in the consolidated financial statements as at 31 December 2015
- Expected time of dividend payment: Authorizing the BOD to decide the time and conduct the dividend payment in accordance with the prevailing Laws and regulations, including deciding the time of payment and dividend payment rate in advance.

## 3. THE PLAN OF PRIVATE PLACEMENT OF HNG SHARES

### 3.1 The plan of private placement of shares

The BOD would like to submit the Shareholders to consider and approve the plan of private placement of HNG shares as follows:

1. Name of share:	Shares of Hoang Anh Gia Lai Agricultural Joint Stock Company
2. Type of share:	Common share
3. Par value:	VND 10,000/share
4. Number of shares planned to be issued	59,000,000 shares
5. Method of offering	Private placement

6. Subjects to be offered	<ul style="list-style-type: none"> <li>- Domestic and Foreign Investors</li> <li>- The criteria to select Investors: <ul style="list-style-type: none"> <li>▪ having financial capacity, having long-term commitments with the Company and giving supports to the Company in terms of business management, enhancement of financial capacity, transfer of new technology, and expansion of the market for service provision.</li> <li>▪ Having the appropriate percentage of share ownership after the offering in accordance with the laws and regulations.</li> </ul> </li> </ul>
7. Number of strategic investors	Less than 100 investors
8. Price to be offered	<p>From VND 28,000/share</p> <p><i>(the specific offering price shall be decided by the BOD at the time of offering and basing on the negotiation with each subject, but not lower than the minimum offering price mentioned above)</i></p>
9. Restriction of transfer	The newly-offered shares in the private placement are subject to restriction of transfer for at least one (01) year from the date of completing the offering according to the Laws and regulations.
10. Treatment of unsold shares	The unsold shares shall be distributed by the BOD to other subjects with appropriate method and condition, but the offering price cannot be less than the minimum offering price as mentioned above.
11. Plan of using capital acquired from the offering	Supplementing investment capital to the projects
12. Expected time of issuance	After the State Securities Commission's announcement of full receipt of the registration records of private placement of the Company.

**3.2 Approval of issues relating to the increase in Charter capital:** the BOD would like to submit the GMS to consider and approve the issues relating to the increase in charter capital, as follows:

- 3.2.1 The approval of increase in charter capital corresponding to the total par value of the shares actually issued in line with the method of offering as mentioned in Item III.3.1 above.

3.2.2 Amending the Company's charter relating to the charter capital: approval of amendment of Article 5.1 of the Company's charter (stipulating the Company's charter capital and total outstanding shares) based on the actual results of share issuance in line with the offering method as mentioned in Item III.3.1 above.

**3.3 Registration for additional listing and depositing newly issued shares:** The BOD would like to submit the Shareholders to consider and approve the additional share depositing registration at Vietnam Securities Depository ("VSD") and the additional listing on Ho Chi Minh Stock Exchange ("HOSE") for the total number of additionally shares actually issued after conducting the reports on the results of private placement to the State Securities Commission.

**3.4 Authorizing the BOD to conduct the plan of private placement:**

- 3.4.1 Deciding the appropriate time to conduct the plan of issuance in the most convenient way for the Shareholders and the Company.
- 3.4.2 Deciding the number of shares; the specific price of shares for each investor; the restriction time of share transfer to each investor and other detailed terms and conditions in the plan of offering;
- 3.4.3 Authorizing the BOD to conduct the procedures of finalizing the share ownership rates of foreign investors in Vietnam to HNG Shares ("Foreign Investor Room") in the period of implementing the offering (if necessary) to ensure the foreign investors to be able to purchase the adequate rates as subscribed in the offering without exceeding the rates stipulated for the Foreign Investor Room.
- 3.4.4 Conducting the necessary procedures to implement the plan of offering, including the supplements, amendments, or finalizations as required by the State Authorities in such a way that the capital mobilization is implemented legally and in accordance with the regulations.
- 3.4.5 Authorizing the BOD to decide the replacement plan of offering (if necessary) in such a way that the capital mobilization can be done successfully and in accordance with the Laws. The terms of offering in the replacement plan must ensure the most convenience for the Shareholders and the Company.
- 3.4.6 Preparing the documents for additional listing and depositing: conducting the procedures, tasks and deciding appropriate time for additional listing on HOSE and depositing at VSD the number of actual issued shares in accordance with the offering plan approved as mentioned above;
- 3.4.7 Performing the procedures of amending the Company's business registration certificate relating to the change of charter capital according to the result of the issuance as mentioned above with the competent authorities; and
- 3.4.8 Depending on each specific case, the BOD authorizes the Chairman of the BOD to decide the other issues and to implement the other tasks which the BOD or the Chairman of the BOD thinks necessary for the issuance of new shares.

**4. AUTHORIZATION FOR THE BOD**

The BOD would like to submit the Shareholders to consider and approve the authorization for the BOD of the Company to conduct the necessary procedures to implement the contents approved by the GMS in the most convenient way for the Shareholders and the Company.

**IV. TIME AND METHOD OF SENDING VOTING POLL**

To ensure the rights of shareholders as well as the set schedule, we suggest the Shareholders consider and give opinion on the issues mentioned above in the Shareholder's ballot (form attached) and send it back to us before 16:00 PM on 21 September 2015 at the following address:

**To: Ms. NguyenThien Tuong**

Hoang Anh Gia Lai Agricultural Joint Stock Company

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

Telephone: 059. 2222 285 | Fax: 059. 2222 218

Mobile: +8496 6373735

Email: [tuong.nguyen@hagl.com.vn](mailto:tuong.nguyen@hagl.com.vn)

Best regards,

**Recipients:**

- As above
- Filed

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

**DOAN NGUYEN DUC**