

MINUTES OF COUNTING SHAREHOLDERS' POLLS
(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 on 01 May 2015;
- Pursuant to the Shareholder's list of the record date on 28 August 2015 for conducting shareholders' opinion poll in writing; and
- Pursuant to Shareholder's Ballot on 05 September 2015 ("**Shareholder's ballot**").

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 13th time on 04 June 2015.

II. PURPOSE AND ISSUES FOR CONDUCTING SHAREHOLDER'S OPINION POLL

Purpose: Conducting shareholder's opinion poll in writing to approve the following contents: The plan of dividend payment of 2014, the plan of dividend payment of 2015 and the plan of private placement of HNG shares.

Issues for conducting shareholder's opinion poll:

- Issue 1: Approval of plan of dividend payment in cash from undistributed earnings as in the consolidated financial statements as at 31 December 2014;
- Issue 2: Approval of plan of dividend payment in cash from undistributed earnings as in the consolidated financial statements as at 31 December 2015;
- Issue 3: Approval of plan of private placement of HNG shares;
- Issue 4: The authorization for the Board of Directors ("BOD") to implement the issues approved by the General Meeting of Shareholders ("GMS")

Today, at 8:00 AM on 22 September 2015 at the Office of Hoang Anh Gia Lai Agricultural Joint Stock Company, the Vote Counting Committee conducts counting of shareholders' ballots.

III. COMPOSITION OF THE VOTE COUNTING COMMITTEE

1. Vote Counting Committee

No.	Full Name	Position
1.	Mr. Doan Nguyen Duc	Chairman of the BOD
2.	Mr. Nguyen Xuan Thang	Member of the BOD cum the General Director

2. Supervisor of vote counting

No.	Full Name	Position
1.	Mr. Le Hong Phong	Head of the Board of Supervision

3. Secretary: Ms. Nguyen Thien Tuong

IV. THE VOTE COUNTING COMMITTEE CONDUCTS COUNTING VOTES WITH THE FOLLOWING RULES:

- **Voting "Agree"**: In the ballots, any voting content which is marked a cross in its "Agree" box is deemed that such content is approved by Shareholder's opinions.

- **Voting "Not Agree"**: In the ballots, any voting content which is marked a cross in its "Not Agree" , "No idea" box and in invalid ballots is deemed that such content is not approved by Shareholder's opinions.

- **Unvoted ballot**: Any ballot for asking Shareholder's opinions which was sent to Shareholder was returned to the Company due to incorrect registered address of shareholder; or was sent to the Company after deadline 16:00 on 21 September 2015; or was not returned to the Company, is considered as unvoted ballot.

V. VOTE COUNTING RESULTS

1. The total number of letters and ballots for asking Shareholder's opinions

There were 595 letters and ballots for asking Shareholder's opinions sent to 595 Shareholders as specified in the list of the record date on 28 August 2015.

2. The total number of ballots for asking Shareholder's opinions received from the Shareholders

- By 16:00 on 21 September 2015, the BOD of the Company has received 83 ballots representing for 667,519,860 shares, accounting for 94.26% of charter capital.
- As the result, after 595 letters and ballots for asking shareholder's opinions were sent by the Company, there were: 83 valid letters; no invalid letters; 512 letters including (i) letters returned due to incorrect registered address of shareholder, (ii) letters sent to the Company as per informed address but after deadline 16:00 on 21 September 2015 and (iii) letters without returning to the Company.

3. The voting results

3.1 Issue 1: Approval of dividend payment plan of 2014

<i>Contents</i>	<i>Voting ballots</i>	<i>Voting shares</i>	<i>Rate (%)</i>
Ballots of voting "Agree"	78	660,029,520	93.21
Ballots of voting "Not agree"	3	7,488,340	1.06
Ballots of voting "No idea"	2	2,000	0
Invalid ballots	0	0	0
Ballots are returned; non-deliverable or sent to the Company after 16:00 on 21 September 2015	512	40,624,035	5.73
TOTAL	595	708,143,895	100.00%

Approval of issue 1: According to the rules of vote counting and the formula of voting rate, the total number of votes for the issue 1 is 78 votes, equivalent to 660,029,520 shares, accounting for 93.21%.

3.2 Issue 2: Approval of dividend payment plan of 2015

<i>Contents</i>	<i>Voting ballots</i>	<i>Voting shares</i>	<i>Rate (%)</i>
Ballots of voting "Agree"	80	660,042,860	93.21
Ballots of voting "Not Agree"	1	7,475,000	1.06
Ballots of voting "No idea"	2	2,000	0
Invalid ballots	0	0	0
Ballots are returned; non-deliverable or sent to the Company after 16:00 on 21 September 2015	512	40,624,035	5.73
TOTAL	595	708,143,895	100.00%

Approval of issue 2: According to the rules of vote counting and the formula of voting rate, the total number of votes for the issue 2 is 80 votes, equivalent to 660,042,860 shares, accounting for 93.21%.

3.3 Issue 3: Approval of private placement plan of HNG shares

<i>Contents</i>	<i>Voting ballots</i>	<i>Voting shares</i>	<i>Rate (%)</i>
Ballots of voting "Agree"	79	660,041,860	93.21
Ballots of voting "Not Agree"	1	7,475,000	1.06
Ballots of voting "No idea"	3	3,000	0
Invalid ballots	0	0	0

Ballots are returned; non-deliverable or sent to the Company after 16:00 on 21 September 2015	512	40,624,035	5.73
TOTAL	595	708,143,895	100.00%

Approval of issue 3: According to the rules of vote counting and the formula of voting rate, the total number of votes for the issue 3 is 79 votes, equivalent to 660,041,860 shares, accounting for 93.21%.

3.4 Issue 4: Authorizing the BOD to implement the issues approved by the GMS

<i>Contents</i>	<i>Voting ballots</i>	<i>Voting shares</i>	<i>Rate (%)</i>
Ballots of voting "Agree"	79	660,041,860	93.21
Ballots of voting "Not Agree"	1	7,475,000	1.06
Ballots of voting "No idea"	3	3,000	0
Invalid ballots	0	0	0
Ballots are returned; non-deliverable or sent to the Company after 16:00 on 21 September 2015	512	40,624,035	5.73
TỔNG CỘNG	595	708,143,895	100.00%

Approval of issue 4: According to the rules of vote counting and the formula of voting rate, the total number of votes for the issue 4 is 79 votes, equivalent to 660,041,860 shares, accounting for 93.21%

4. Approved issues

4.1 Issue 1: The plan of dividend payment of 2014

- 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: Authorizing the BOD to decide time and conduct the dividend payment in accordance with the prevailing Laws and regulations.

4.2 Issue 2: The plan of dividend payment of 2015

- 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.

4.2 Issue 3: The plan of private placement of HNG Shares

a. The plan of private placement of shares

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"> - Domestic and Foreign Investors - The criteria to select Investors: <ul style="list-style-type: none"> ▪ 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. ▪ Having the appropriate percentage of

	share ownership after the offering in accordance with the laws and regulations.
7. Number of strategic investors	Less than 100 investors
8. Price to be offered	From VND 28,000/share <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>
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.

- b. Approval of issues relating to the increase in Charter capital:** the GMS approves the issues relating to the increase in charter capital, as follows:
- 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 4.3.a above.
 - Amending the Company's charter relating to the charter capital: approval of amendment of Article 5 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 4.3.a above.
- c. Registration for additional listing and depositing newly issued shares:** The GMS approves 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.
- d. Authorizing the BOD to conduct the plan of private placement:**

- Deciding the appropriate time to conduct the plan of issuance in the most convenient way for the Shareholders and the Company.
- 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;
- 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.
- 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.
- 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.
- 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;
- 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
- 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.

4.4 Issue 4: Approval of authorizing the BOD to implement the issues approved by the GMS

The GMS approves the authorization for the BOD to conduct the necessary procedures to implement the contents approved by the GMS in the most convenient way for the Shareholders and the Company.

The Minutes is recorded at 11:00 on 06 October 2015 and approved by the Vote Counting Committee, and read to the BOD of Hoang Anh Gia Lai Agricultural Joint Stock Company at the same time.

Chairman of BOD

General Director

Mr. Doan Nguyen Duc

Mr. Nguyen Xuan Thang

Supervisor of vote counting

Secretary

Mr. Le Hong Phong

Ms. Nguyen Thien Tuong