

Gia Lai, 06 October 2015

**RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS OF  
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY  
(Conducting Shareholder's opinion 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 01 May 2015, which amended on ; and
- Pursuant to the Minutes of counting shareholders' polls dated 06 October 2015 on conducting shareholders' opinion poll in writing

**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 as in the consolidated financial statements as at 31 December 2014
- Estimated time of dividend payment: 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 93,21% of the total voting shares and came into effect immediately.<sup>1</sup>*

**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 as in the consolidated financial statements as at 31 December 2015
- Estimated time of dividend payment: Authorizing the BOD to decide the time and conduct the dividend payment as specified by the Laws, including deciding the time of payment and dividend payout ratio in advance.

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

*The Resolution was passed with the consensus among the shareholders representing 93,21% of the total voting shares and came into effect immediately.<sup>2</sup>*

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

*The Resolution was passed with the consensus among the shareholders representing 93,21% of the total voting shares and came into effect immediately.<sup>3</sup>*

**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 93,21% of the total voting shares and came into effect immediately.<sup>4</sup>*

**ARTICLE 5: EXECUTION**

1. This Resolution comes into effect from 06 October 2015. Execution of the content of this Resolution is assigned to the Company's Board of Directors.
2. The Minutes of vote counting shall be sent to all the Shareholders of the Company.

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

**CHAIRMAN**

(Singed)

**DOAN NGUYEN DUC**

*Recipients:*

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

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

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

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