

RESOLUTION OF
2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

- Pursuant to the Law on Enterprise No. 68/2014/QH13 passed by the 13th National Assembly of the Socialist Republic of Vietnam on 26 November 2014;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company ;
- Pursuant to the proposal of issues to be approved at the 2016 Annual General Meeting of Shareholders;
- Pursuant to the Minutes of the 2016 Annual General Meeting of Shareholders of Hoang Anh Gia Lai Agricultural Joint Stock Company dated 15 September 2016.

On 15 September 2016, Hoang Anh Gia Lai Agricultural Joint Stock Company ("**the Company** ") held the 2016 Annual General Meeting of Shareholders ("**GMS**", "**the Meeting**") at Hoang Anh Gia Lai Hotel, 01 Phu Dong Street, Phu Dong Ward, Pleiku City, Gia Lai Province with the attendance of the shareholders as follows:

The total number of attendants is **185** shareholders, holding and representing of **675,910,713** shares, in which:

- Presenting in person: **158** shareholders, equivalent to **604,193,388** shares
- Presenting by proxy: **27** shareholders, equivalent to **71,717,325** shares

Attendance rate at the Meeting: **88,11 %**. The GSM is legally and lawfully convened.

RESOLUTION

Article 1. Approving the report of the Board of Directors ("the BOD") on the business results of the Company and the operations of the BOD in 2015 by a vote of 98,89%

The GMS approved the Report on the business results and the report on the operations of the BOD in 2015 with the following contents:

1. The business results of 2015:

- Net revenue: VND 4,730 billion
- Profit after tax: VND 744 billion
- Earnings per share: VND 1,093

2. The operations of the BOD in 2015: The BOD has supervised the implementation of resolutions of the GMS and the BOD in the following assignments:

- Keeping track of fulfilling important targets in 2015 committed by the Board of Management (“the BOM”);
- Requiring the BOM to report the business results and operations in periodical meetings on a quarterly basis of the BOD. Besides, the BOD’s Chairman and some members have participated in and directed the implementation of related assignments in the meetings of the BOM.
- The BOD has also combined with the Board of Supervision (“the BOS”) to supervise the Company’s operations in order to offer practical suggestions that help the BOM fulfill the assignments appointed by the GMS and the BOD.

Article 2. Approving the plan of business and investment for 2016 by a vote of 99,79 %

The GMS approved the plan of business and investment for 2016 with the significant contents as follows:

1. Business plan in 2016

a. Net revenue and gross profit

The estimated net revenue and gross profit in 2016 are VND 4,309 billion and VND 450 billion respectively, gained from the following main sectors:

- Livestock sector:

- o *Beef cattle*: The expected consumption of 100,000 heads of cow in 2016 will bring in VND 3,063 billion in revenue and around VND 345 billion in gross profit.
- o *Dairy cattle*: The total number of dairy cattle of 7,500 heads is expected to provide 24 million liters of fresh milk in 2016, gaining around VND 302 billion in revenue.

- Cultivation sector:

- o *Sugarcane*: The consumption of 31,477 tons of sugar of the Company will bring in VND 370 billion in revenue and around VND 112 billion in gross profit.
- o *Rubber*: In 2016, the tapping area of 4,403 ha of rubber is expected to provide 5,265 tons of dry rubber latex, gaining around VND 127 billion in revenue but the loss is VND 59 billion.
- o *Corn*: The consumption of 26,927 tons of corn will bring in VND 136 billion in revenue and around VND 69 billion in gross profit.

b. The business results after tax in 2016: The loss is VND 559 billion.

2. The investment plan for 2016

- **Agriculture sector:** The Company continues to maintain the rubber and oil palm plantations.
- **Other sectors:** The Company plans to plant other kinds of fruit trees in Vietnam, Laos and Cambodia in order to use up all of the residual land.

Article 3: Approving the audited financial statements for the year 2015 by a vote of 99,99 %

The GMS approved the financial statements for the year 2015 which were reviewed by Ernst & Young Vietnam Co.,Ltd as described in the Annual Report of 2015.

Article 4: Approving the selection of audit firm for the year 2016 by a vote of 99,99 %

The GMS approved the selection of Ernst & Young Vietnam Co., Ltd as the audit firm providing the services of reviewing the interim financial statements and auditing the financial statements for the year 2016 of the Company .

Article 5: Approving the loans given to related parties by a vote of 97,29%

1. Loans

The GMS approved the fact that the Company has given loans to related parties, which was emphasized in the Auditor's Report of the consolidated financial statements for the year 2015 and the reviewed interim consolidated financial statements for the year 2016. The GMS has also approved the merger of subsidiaries of the An Phu Real Estates and Investment Joint Stock Company. The BOD has been authorized to evaluate the value of those companies and implement the merger.

2. Capital transfer, loans given among the companies in 2016

The GMS approved the authorization given to the BOD to make the capital transfer and to give loans among the companies, which will be reported at the 2017 Annual General Meeting of Shareholders.

Article 6: Approving the purpose of using capital from the issuance of 59 million shares of the Company according to the private placement plan stated in the Resolution of the GMS No. 0610/15/NQĐHĐCĐ-HAGL Agrico dated 06 October 2015 by a vote of 98,65%

The GMS approved the purpose of using capital from the private placement plan stated in the Resolution of the GMS No. 0610/15/NQĐHĐCĐ-HAGL Agrico dated 06 October 2015, which is to purchase 100% of equity interest in Indochina Rubber Investment and Development Co., Ltd.

Article 7: Approving the private placement plan by a vote of 98,63%

The private placement plan was approved as follows:

1. The method of offering:

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 offered	110,000,000 shares (one hundred and ten million shares)
5. Price to be offered	From VND 6,400/share (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)
6. Method of offering	Private placement for the potential investors

<p>7. Subjects to be offered</p>	<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 ▪ Having experience in management, be able to supports the Company in terms of governance, enhancement of financial capacity, transfer of new technology, and expansion of the market for service provision.
<p>8. Number of strategic investors</p>	<p>Less than 100 investors</p>
<p>9. Source of compensation</p>	<p>According to the separate FS as at 30 June 2016, the Company has the share premium of VND1,064,550,800,900 which will be used to compensate for this private placement</p>
<p>10. The total amount of money expected to be obtained</p>	<p>VND 704,000,000,000 (seven hundred and four billion dong)</p>
<p>11. Distributing of share premium to compensate</p>	<p>VND 396,000,000,000 (three hundred ninety six billion dong)</p>
<p>12. Restriction of transfer</p>	<p>one (01) year from the date of completing the offering according to the Laws and regulations, excluding the cases in which the transfer of shares of individuals offered to professional securities investors, the transfer of shares between the professional securities investors or others as stipulated by the regulations of Laws.</p>
<p>13. Treatment of unsold shares</p>	<p>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 (<i>ensures that the percentage of share holding of these subjects will not exceed the percentage as stipulated in item 11 of Article 1 of the Law on amendment, supplement severel articles of the Law on Securities; ensure that the percentage of offering unsold shares is lower than 10% of charter capital</i>)</p>
<p>14. Plan of using capital acquired from the offering</p>	<p>Restructuring the capital of the Company</p>
<p>15. Expected time of issuance</p>	<p>After the State Securities Commission's announcement of full receipt of the registration records of private placement of the Company .</p>

2. The works relating to the increase of charter capital: The GMS approved the issues relating to the increase of charter capital, as follows:

- The 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 1 above.
- Amending the capital in the Company's charter: the amendment of Article 5 of the Company's charter (stipulating the Company's charter capital and total outstanding shares) is based on the actual results of share issuance in line with the offering method as mentioned in Item 1 above.

3. Registration for additional listing and depositing newly issued shares: The GMS approved the registration of additional depositing at Vietnam Securities Depository ("VSD") and the additional listing on Ho Chi Minh Stock Exchange ("HOSE") for the total number of additional shares issued after reporting the results of private placement to the State Securities Commission.

4. Authorizing the BOD to implement the plan of private placement: The GMS approved the authorization given to the BOD to implement the plan of private placement, as follows:

- Deciding the appropriate time to implement the plan of issuance in the most convenient way for the Shareholders and the Company .
- Deciding the number of shares to each investor; the restriction time of share transfer to each investor and other detailed terms and conditions in the plan of offering;
- Implementing the procedures of finalizing the percentage of share ownership of foreign investors in Vietnam to HNG Shares ("Foreign Investor Room") in the period of conducting the offering (if necessary) to ensure that the foreign investors are 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 supplement, amendment, or finalization as required by the State Authorities in such a way that the capital mobilization is implemented legally and in accordance with the regulations.
- Selecting 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 share offering in the replacement plan must ensure the most beneficial right for the Shareholders and the Company.
- Preparing the documents for additional listing and depositing: conducting the procedures and deciding the appropriate time for additional listing on HOSE and depositing at VSD of the total number of share issued in accordance with the offering plan 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 works which the BOD or the Chairman of the BOD finds it necessary for the issuance of new shares.

Article 8: Approving the report of the Board of Supervision for the year 2015 by a vote of 98,88%

GMS approved the report of the Board of Supervision for the year 2015 presented by Mr. Le Hong Phong, Head of the Board, and mentioned in the Annual Report 2015.

Article 9: Approving the amendment and supplement of the Company's Charter in accordance with the Law on Enterprise 2014 by a vote of 99,66 %

The GMS approved the amendment and supplement of the Company's Charter in accordance with the Law on Enterprise 2014 and authorized the BOD to amend the contents of the Charter as requested by the State competent authorities (if any) and to conduct the necessary procedures to register the Charter at State competent authorities.

Article 10: Authorizing the BOD to implement the issues mentioned above by a vote of 99,99%

The GMS authorized the BOD to implement the issues which have been approved.

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

(signed and sealed)

Doan Nguyen Duc



THE MINUTES OF ANNUAL GENERAL MEETING OF SHAREHOLDERS 2016 OF HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

Meeting time: 08:30 AM to 10:20 AM, on Thursday, 15 September 2016

Venue: Hoang Anh Gia Lai hotel, 01 Phu Dong, Pleiku City, Gia Lai Province

Attendants: Shareholders, Guests, and Journalists

THE MEETING DETAILS:

A. OPENING OF THE GMS

1. Introducing the reason to conven the Meeting

MC announces the reason to conven the Annual General Meeting of Shareholders 2016 (“GMS ”) and introduces the attendants of the Meeting.

2. Reporting the verification eligibility of attendants

Mr.Nguyen Tan Anh, Head of the Board of eligibility verification of attendants, announces the Minutes of verification as at 8:25 AM on 15 September 2016 as follows:

The total number of shareholders attending is 166 shareholders, holding and representing 671,665,133 shares, accounting for 85,55% of the voting shares, in which:

- Present in person: 143 shareholders, equivalent to 603,588,308 shares, accounting for 78.68%
- Present by proxy: 23 shareholders, equivalent to 68,076,825 shares, accounting for 8.87%

3. Approving the Chairman of the GMS

MC introduces the Chairman of the GMS

- ✓ Mr.Doan Nguyen Duc – Chairman of the Board of Directors (“Chairman”)
- ✓ Mr.Nguyen Xuan Thang – The General Director cum the member of the BOD
- ✓ Mr.Vo Truong Son – The Member of the BOD
- ✓ Ms.Vo Thi Huyen Lan – The Members of the BOD
- ✓ Mr.Phan Thanh Thu – The Deputy General Director.

100% of presenting shareholders show hands to approve the Board of Meeting

4. Approving the Board of Secretary and Counting Committee:

MC introduces the Board of Secretary

- ✓ Ms.Tran Thi Minh Phuong
- ✓ Ms.Doan Thi Mai Phuong

100% of presenting shareholders show hands to approve the Board of Secretary

MC introduces the Board of Counting Committee to conduct the inspection and counting the voting results:

- ✓ Mr.Nguyen Tan Anh – Head of the Board
- ✓ Ms. Vo Thi My Hanh - Member
- ✓ Mr.Duong Tran Hung - Member

100% of presenting shareholders show hands to approve the Board of Counting Committee

5. Approving the regulations of holding the Meeting

100% of presenting shareholders show hands to approve the Board of Counting Committee

6. Approving the Agenda of the Meeting

MC introduces the program and agenda of the Meeting:

100% of presenting shareholders show hands to approve the agenda of the Meeting.

B. AGENDA OF THE MEETING

I. REPORT ON THE BUSINESS RESULTS FOR THE YEAR 2015

Mr.Nguyen Xuan Thang, the General Director, reports the business results in 2015 with the following contents

- Net revenue: VND4,730 billion
- Profit after tax: VND 744 billion
- Earnings per share: VND 1,093 billion

II. THE OPERATIONS OF THE BOD IN 2015

Mr.Nguyen Xuan Thang, the General Director of the Company, reports the operations of the BOD in 2015 as follows:

- In 2015, the BOD has held 10 meetings to solve the issues under the authority of the BOD, approving the following main issues:
 - Approving the restructuring, arranging the organizational and operational structure, appointing the managers of the Company
 - Approving the issuance of Governance Regulations of the Company.
 - Approving the listing of the Company's shares on Ho Chi Minh Stock Exchange with the stock code of HNG
 - Approving the implementation of private placement plan.
- In 2015, the BOD has supervised the implementation of the resolutions of GMS and the BOD, as follows:
 - Keeping track of fulfilling the significant targets committed by the Board of Management ("the BOM")
 - Requiring the BOM to report the business results and operations in periodical meetings on a quarterly basis of the BOD. Besides, the BOD's Chairman and some members have

participated in and directed the implementation of related assignments in the meetings of the BOM.

- The BOD has also combined with the Board of Supervision (“the BOS”) to supervise the Company’s operations in order to offer practical suggestions that help the BOM fulfill the assignments appointed by the GMS and the BOD.

III. REPORTING THE PLAN OF BUSINESS AND INVESTMENT FOR THE YEAR 2016.

Mr. Nguyen Xuan Thang, the General Director of the Company, reports the plan of business and investment for the year 2016 with the following targets:

A. Reporting the business results in the first 6 months of 2016

1. Net revenue and gross profit:

In the first 6 months of 2016, the Company has earned the net revenue of VND 2,596 billion, increased by 125% as compared to that in the same quarter of 2015 and the gross profit of VND 344 billion, in which:

- **Livestock sector:** the consumption of 62,664 heads has brought in VND 1,863 billion in revenue and VND 210 billion in gross profit.
- **Cultivation sector:**
 - o *Sugar cane:* the consumption of 31,477 tonnes of sugar has brought in VND 370 billion in revenue and VND 112 billion in gross profit.
 - o *Rubber:* in the Quarter II/2016, the consumption of 602 tonnes rubber latex has brought in VND 16 billion in revenue but the loss is VND 2.6 billion. In the Quarter I/2016, the revenue from rubber latex has not generated because the latex tapping has just been started since May 2016. Meanwhile the total output of latex tapped from May 2015 to December 2015 has been processed and already sold out in 2015.
 - o *Corn:* the consumption of 26,927 tonnes of corn has brought in VND 136 billion in revenue and VND 69 billion in gross profit.

2. The business results after Tax in the first 6 months of 2016: the loss is VND 559 billion.

B. The plan of the business for the year 2016

1. Net revenue and gross profit

The estimated revenue and gross profit of 2016 are expected to reach VND 4,309 billion and VND 450 billion respectively from the main sectors as follows:

- **Livestock sector:**
 - o *Beef cattle:* The estimated consumption of 100,000 heads in 2016 will bring in VND 3,063 billion in revenue and VND 345 billion in gross profit.
 - o *Dairy cattle:* The total number of 7,500 heads is expected to provide 24 million liters of fresh milk in 2016, gaining around VND 302 billion in revenue.
- **Cultivation sector:**
 - o *Sugar cane:* The consumption of 31,477 tons of sugar of the Company will bring in VND 370 billion in revenue and around VND 112 billion in gross profit.

- o *Rubber*: In 2016, the tapping area of 4,403 hectares is expected to provide 5,265 tonnes of dry rubber latex, gaining around VND 127 billion in revenue but the loss is around VND 59 billion.
- o *Corn*: The consumption of 26,927 tonnes will bring in VND 136 billion in revenue and VND 69 billion in net profit.

2. The business results after Tax of 2016: the loss is VND 559 billion.

C. The investment plan for the year 2016

- **Agriculture sector:** The Company continues to maintain the rubber and oil palm plantations.
- Other sectors: The Company plans to plant other kinds of fruit trees in Vietnam, Laos and Cambodia to use up the residual land of the Company.

IV. REPORTING THE SELECTION OF AUDIT FIRM FOR 2016

Pursuant to the Resolution No. 0407/16/NQHĐQT-HAGL Agrico dated 4 July 2016, the BOD has agreed to select Ernst &Young Vietnam Co.,Ltd as the audit firm to supply the auditing service of 2016 for the Company. Whereby, Mr.Nguyen Xuan Thang, the General Director of the Company submits for GMS 's approval on selecting Ernst &Young Vietnam Co., Ltd as the audit firm providing the services of reviewing the interim financial statements and auditing the financial statements for the year 2016 of the Company.

V. REPORTING THE LOANS OF RELATED PARTIES

Mr.Nguyen Xuan Thang, the General Director of the Company, reports the loans given to related parties as follows:

1. Loans

In respect of the loans given to related parties, these transactions have been implemented to serve the business operations of the Company and the restructuring of the Group. The BOD would like to submit for GMS's approval for the loan transactions given to the related parties which was emphasized in the consolidated financial statement (FS) of 2015 and consolidated interim FS of 2016. At the same time, the BOD proposes the Meeting to take into consideration to approve the merge of subsidiaries of An Phu Real Estate Investment JSC and to authorize the BOD to estimate the value of these subsidiaries and to implement the merge.

2. Capital transfer, loans given amongs the companies in 2016

The Company is operated under the parent-subsidiary model and managed by the financial management system of the Group. Therein, the parent company plays a role of arranging and distributing the capital (including the loans) as well as regulating the profit obtained from its subsidiaries to ensure that all subsidiaries have sufficient capital for operation and the Company's cash flow is balanced. Therefore, the BOD proposes the Meeting to take into consideration to authorize ther BOD to make the capital transfer and to give loans between the companies, which will be reported in the GMS 2017.

VI. REPORTING THE PURPOSE OF USING THE CAPITAL FROM THE PRIVATE PLACEMENT OF 59 MILLION OF SHARES OF THE COMPANY

Pursuant to the Letter No. 4732/VSD-ĐK dated 27 April 2016 of Vietnam Securities Depository, 59 million of shares of the Company (stock code:HNG) owned by Cuong Thinh Rubber Investment Co.,Ltd (27,500,000 shares) and An Thinh Rubber Investment Co.,Ltd (31,500,000 shares) will be locked up until the GMS approves the purpose of using capital from private placement, which is to purchase 100% of equity interest in Indochina Rubber Development and Investment Co.,Ltd.

Mr.Nguyen Xuan Thang, the General Director of the Company, reports and asks for GMS's approval on the purpose of using capital from private placement as per the Resolution of the GMS No. 0610/15/NQĐHĐCĐ-HAGL Agrico dated 6 October to purchase 100% of equity interest in Indochina Rubber Development and Investment Co.,Ltd.

VII. REPORTING THE PLAN OF PRIVATE PLACEMENT

Mr.Nguyen Xuan Thang, the General Director of the Company, reports the plan of private placement as follows:

1. Method of offering

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 offered	110,000,000 shares (one hundred and ten million shares)
5. Price to be offered	From VND 6,400/share (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)
6. Method of offering	Private placement for the potential investors
7. 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 ▪ Having experience in management, be able to supports the Company in terms of governance, enhancement of financial capacity, transfer of new technology, and expansion of the market for service provision.
8. Number of strategic investors	Less than 100 investors
9. Source of compensate	According to the separate FS as at 30 June 2016, the Company has the share premium of VND1,064,550,800,900 which will be used to compensate for this private placement
10. The total amount of money expected to be obtained	VND 704,000,000,000 (seven hundred and four billion dong)
11. Distributing of share premium to compensate	VND 396,000,000,000 (three hundred ninety six billion dong)

12. Restriction of transfer	one (01) year from the date of completing the offering according to the Laws and regulations, excluding the cases in which the transfer of shares of individuals offered to professional securities investors, the transfer of shares between the professional securities investors or others as stipulated by the regulations of Laws.
13. 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 (<i>ensures that the percentage of share holding of these subjects will not exceed the percentage as stipulated in item 11 of Article 1 of the Law on amendment, supplement several articles of the Law on Securities; ensure that the percentage of offering unsold shares is lower than 10% of charter capital</i>)
14. Plan of using capital acquired from the offering	Restructuring the capital of the Company
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.

2. The works relating to the increase in charter capital: the BOD proposes the Meeting to take into consideration and approve the issues relating to the increase in charter capital, as follows:

- The 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 1 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 1 above.

3. Registration for additional listing and depositing newly issued shares: The BOD proposes the Meeting to take into consideration and approve the registration of additional depositing at Vietnam Securities Depository ("VSD") and the additional listing on Ho Chi Minh Stock Exchange ("HOSE") for the total number of additional shares issued after reporting the results of private placement to the State Securities Commission

4. Authorizing the BOD to conduct the plan of private placement: The BOD proposes the Meeting to take into consideration and authorize the BOD to implement the plan of private placement, as follows:

- Deciding the appropriate time to implement the plan of issuance in the most convenient way for the Shareholders and the Company .
- Deciding the number of shares to each investor; the restriction time of share transfer to each investor and other detailed terms and conditions in the plan of offering;
- Implementing the procedures of finalizing the percentage of share ownership of foreign investors in Vietnam to HNG Shares ("Foreign Investor Room") in the period of conducting the offering (if necessary) to ensure that the foreign investors are 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 supplement, amendment, or finalization as required by the State Authorities in such a way that the capital mobilization is implemented legally and in accordance with the regulations.
- Selecting 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 share offering in the replacement plan must ensure the most beneficial right for the Shareholders and the Company.
- Preparing the documents for additional listing and depositing: conducting the procedures and deciding the appropriate time for additional listing on HOSE and depositing at VSD of the total number of share issued in accordance with the offering plan 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 works which the BOD or the Chairman of the BOD finds it necessary for the issuance of new shares.

VIII. REPORTING OF THE BOARD OF SUPERVISION

Mr.Le Hong Phong, Head of the Board of Supervision, reports the supervision which has been presented in the Annual Report of 2015.

IX. PRESENTING THE ADMENDMENT OF SEVERAL ARTICLES IN THE CHARTER IN ACCORDANCE WITH THE LAW ON ENTERPRISE.

Mr.Vo Thi Huyen Lan, Member of the BOD, presents the amendment and supplement of the Charter in accordance with the Law on Enterprise 2014.

X. DISCUSSION BETWEEN THE SHAREHOLDERS AND THE BOD

Chairman of the BOD, hosting of the conversation, and Members of the BOD have fulfill response to the questions from shareholders.

XI. OPINION OF THE SHAREHOLDERS FOR THE PRESENTED ISSUES.

The shareholders have no opposite opinion on the above issues.

XII. VOTING FOR THE ISSUES SUBMITTED FOR APPROVAL AT THE GMS

1. The attendants at the GMS before voting

The total number of attendants is 185, representing of 675,910,713 shares, accounting for 88.11% of voting shares, in which:

- Present in person: 158 shareholders
- Present by proxy: 27 shareholders

2. The results of voting for the issues presented at the GMS

No.	Content	Agree (%)	Not agree (%)	No idea (%)

1.	Approval of the BOD's report for the year 2015	98,89	1,11	0,00
2.	Approval of the plan of business and investment for the year 2016	99,79	0,19	0,01
3.	Approval of the audited FS for the year 2015	99,99	0,00	0,00
4.	Approval of selecting the Audit firm for the year 2016	99,99	0,00	0,01
5.	Approval of the loans given to the related parties (*).	97,29	0,96	1,73
6.	Approval of the purpose of using the issuance capital of 59 million shares to purchase 100% of equity interest in Indochina Rubber Development and Investment.	98,65	0,19	1,16
7.	Approval of the private placement plan	98,63	0,19	1,17
8.	Approval of the report of the Board of Supervision for the year 2015	98,88	0,00	1,11
9.	Approval of the amendment and supplement of the Charter in accordance with the Law on Enterprise 2014	99,66	0,00	0,33
10.	Approval of authorizing the BOD to implement the above issues.	99,99	0,00	0,00

(*) Hoang Anh Gia Lai Joint Stock Company is the relevant person as stipulated by Law on Securities, therefore the voting percentatge of Hoang Anh Gia Lai Joint Stock Company is omitted.

D. APPROVAL OF THE MINUTES OF THE GMS

Mr.Nguyen XuanThang announces the Draft of the Resolution of the GMS

The Meeting is ended at 10:20 AM on the same day.

SECRETARY

CHAIRMAN

(Signed)

(signed and sealed)

DOAN THI MAI PHUONG

DOAN NGUYEN DUC