

No: 1108/15/NQHDQT – HAGL Agrico

Gia Lai, August 11th, 2015

**RESOLUTION OF BOARD OF DIRECTORS
HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY**

- Pursuant to the Law on Enterprise No. 68/2014/QH13 adopted by the National Assembly on November 26th, 2014 and implementation guiding documents;
- Pursuant to the Charter of Hoang Anh Gia Lai Agricultural Joint Stock Company (“Company”);
- Pursuant to the Resolution No. 1805/15/DHDCD-HAGL dated May 18th, 2015 of the Annual General Meeting of Shareholders 2015;
- Pursuant to the Meeting Minutes of the Company’s Board of Directors dated August 11th, 2015.

The Board of Directors of Hoang Anh Gia Lai Agricultural Joint Stock Company has agreed to adopt the Resolution with the following main contents:

RESOLUTION

Article 1: TO APPROVE THE FINAL LIST OF SHAREHOLDERS OF HOANG ANH GIA LAI AGRICULTURAL JOINT STOCK COMPANY

- Objective: To adopt the dividend payment plan in cash from the undistributed after-tax profits in the consolidated financial statements as at December 31st, 2014; to adopt dividend payment plan from the after-tax profits of 2015 and to adopt the private placement of HNG shares.
- Estimated final subscription date: within August 2015.
- Estimated implementation time: within September 2015.

Article 2: AUTHORISATION

To authorize the Board of Management to implement and organize the collection of the written opinions from the shareholders in writing including the following contents:

- To conduct the procedures for the final list of shareholders by collecting the written opinions as specified by the Laws and Management Authorities.
- To draft the Opinion Card, Resolution of the Extraordinary General Meeting of Shareholders in 2015, Vote-counting Minutes and to announce the information as required by the Laws and the Company’s Charter; and
- Other tasks serving the conduct of shareholder’s poll in writing in accordance with the authority of the Board of Directors as specified by the Laws.

Hoang Anh Gia Lai Agricultural Joint Stock Company

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Article 3: EFFECTIVENESS AND IMPLEMENTATION

This Resolution comes into effect from the signing date. The members of the Board of Directors, The Board of Management of the Company and related individuals take the responsibility to implement this Resolution.

Destination:

- As above;
- Filed: HAGL Agrico

CHAIRMAN OF BOARD OF DIRECTOR

(signed and sealed)

DOAN NGUYEN DUC