

Ho Chi Minh City, 30 March 2015

No. 3003/15/NQHĐQT-HAGL

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

- Pursuant to the Corporate Law passed by the National Assembly on 29 November 2005;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company ("the Company") passed by the General Shareholders' Meeting on 23 April 2013;
- Pursuant to the Meeting Minutes of the Board of Directors (BOD) on 30 March 2015.

**RESOLUTION**

**Article 1:** The Board of Directors agreed to pass the business results in the year 2014, which were audited by Ernst & Young Vietnam Limited as follows:

	<u>Billion dong</u>
Revenue	3,054
Costs of goods sold	(1,827)
Gross profit	1,227
Selling expenses	(82)
Administrative overheads	(240)
Financial income	1,478
Financial expenses	(634)
Other profit/(loss)	24
Profit before tax	1,773
Profit after tax	1,556

**Article 2:** The Board of Directors agreed to pass the figures of financial position and borrowings as at 31 December 2014 as follows:

	<u>Billion dong</u>
Borrowings	18,176
Cash balance	978
Net borrowings	17,198

Owner's equity	14,238
Total assets	36,369
Net borrowings/Owner's equity	1.21
Net borrowings/Total assets	0.47

**Article 3:** The Board of Directors agreed to pass the plans of business, production and investment in the year 2015 as follows:

- Livestock:
  - Dairy cows: to be invested to develop up to 13,000 heads until the end of 2015.
  - Beef cattle: to be sold out 60,000 heads during 2015 and the number of beef cattle at farms will reach 100,000 heads until the end of 2015.
- Cultivation
  - Rubber:
    - The rubber area is currently 42,500 ha.
    - To maintain and run the latex processing factory well.
    - Latex exploitation work: to be selectively developed on rubber trees with big sizes.
  - Sugarcane:
    - To nurse and harvest on 6,000 ha during the 2015 crop.
    - To maintain and run the sugar processing plant well.
  - Oil palm:
    - Already planted and nursed 17,300 ha of oil palm trees well.
    - The plan of planting 13,000 ha of oil palm trees in 2015: seeds have been fully prepared in the nursery garden. Reclamation works have been completed and are prepared for new plantation in 2015.
    - To install equipment and complete the palm oil processing plant in Cambodia to start harvesting and producing from July 2015.
  - Corn: Since the 4<sup>th</sup> quarter of 2014, the new crop has been started on 3,000 ha in Laos and Cambodia. The plan is to plant and harvest until May, 2015. The 2015 plan is not to increase the corn planting area.
- Hydroelectric power: The construction projects of Nam Kong 2 (66 MW) and Nam Kong 3 (45 MW) are to be kept on. At the end of 2015, the Nam Kong 2 project is expected to be completed and put into operation.
- Real estate: focusing on building the project in Myanmar as follows:

- The commercial center: is under completion. The plan is to hand over premises to tenants from April 2015 and to possibly open for operation in June, 2015.
- The office building: there are totally 27 floors. Currently, the building has been built up to 26<sup>th</sup> floor. The plan is to hand over premises to tenants from September 2015.
- The hotel: there are totally 23 floors. Currently, the building has been built up to 19<sup>th</sup> floor. The plan is to put this hotel into operation from September 2015.

**Article 4:** The Board of Directors agreed to appoint Mr. Vo Truong Son as the Company's General Director for the term 2015-2018.

**Article 5:** The Board of Directors agreed to pass the following issues to be presented to shareholders in the 2015 Annual General Shareholders' Meeting:

***5.1 Plan of dividend distribution by means of shares from the profit after tax as at 31 December 2014***

The distribution of dividends by means of shares from the Company's retained earnings in the audited consolidated financial statements as at 31 December 2014 is to be made at the rate 10:1 (i.e. Any shareholder holding 10 outstanding shares will receive 1 new share).

***5.2 Plan of business operations and profit distribution in 2015***

- The planned profit before tax in 2015: VND 2,100 billion.
- Profit distribution in 2015:
  - Appropriation for business promotion fund: 5% of profit after tax.
  - Appropriation for welfare fund: 3% of profit after tax.
  - Dividend distribution: expected at the rates from 10% to 15% in cash or by means of shares. This distribution will be presented to the shareholders in the following General Meetings for comments (including written comments).
  - Appropriation for remuneration and bonus for the Board of Directors, the Board of Management, The Board of Supervision and the Board of Secretary is as follows:
    - Independent or non-executive members of the BOD: VND 22,000,000/month/person.
    - Members of the Board of Supervision: Head of the Board: VND 15,000,000/month/person; Members: VND 11,000,000/month/person.
    - Extracting 0,5% of profit after tax to pay Members of the BOD, the Board of Management and the Board of Secretary as a bonus on the business results.

***5.3 Plan of issuing shares to pay employees as a bonus***

- Number of shares to be issued: 10,000,000 shares (In words: ten million shares).
- Total face value of shares: VND 100,000,000,000 (In words: one hundred billion dong).

- Capital source: Retained earnings of the Company as in the audited consolidated financial statements.
- Transfer limitation: Shares issued to the Company's employees will be limited to transfer within five (5) years as prescribed in the Regulation of issuing shares to employees as decided by the BOD.

#### **5.4 Election for members of the BOD and the Board of Supervision for the 3<sup>rd</sup> term (2015-2020)**

Since the 2<sup>nd</sup> term (2010-2015) of the BOD and the Board of Supervision nearly ends, the 2015 General Shareholders' Meeting will vote 7 members of the BOD and 3 members of the Board of Supervision for the 3<sup>rd</sup> term (2015-2020).

#### **5.5 Plan of selecting an audit firm for the year 2015**

The BOD is authorized to select 1 out of 4 following audit firms: Ernst & Young, KPMG, PWC or Deloitte.

**Article 6:** This resolution comes into effect from the date of signing. The Chairman of the Board of Directors and the Board of Management are authorized to give directions to related sections and individuals on implementing this resolution.

**CHAIRMAN OF  
THE BOARD OF DIRECTORS**

***Doan Nguyen Duc***