

Code	HAG
Company name	Hoang Anh Gia Lai Joint Stock Company
Date	09/16/2016
Subject	Resolution of Annual General Meeting 2016

Content:

Hoang Anh Gia Lai Joint Stock Company has announced the resolution of the 2016 Annual General Meeting as follows:

Article 1: Approving the report of the Board of Directors on business performance in 2015:

- Net revenue: 6,252 billion dongs
- Profit after tax: 602 billion dongs
- Basic EPS: 613 dongs

Article 2: Approving the 2016 investment and business plan:

1. Business plan for 2016:

a. Net revenue and gross profit:

- Net revenue: 6,154 billion dongs
- Gross profit: 1,002 billion dongs

Of which:

- Breeding:
 - Cattle breeding for beef: revenue: 3,063 billion dongs, gross profit: 346 billion dongs;
 - Dairy husbandry: revenue: 302 billion dongs;
- Cultivation:
 - Cane sugar: revenue: 370 billion dongs, gross profit: 116 billion dongs
 - Rubber: revenue: 127 billion dongs, loss: 59 billion dongs;
 - Corn: revenue: 136 billion dongs, gross profit: 69 billion dongs.
- Real-estate in Myanmar: revenue: 951 billion dongs
- Other businesses: revenue: 723 billion dongs
- b. Expected after-tax loss in 2016: 1,191 billion dongs

2. Investment plan for 2016

- Real-estate in Myanmar: the Group is preparing for the construction of the second phase.
- Agricultural sector: continuing to care rubber trees and oil palms
- Hydropower sector: the Group is negotiating with its partners to cancel projects Nam Kong 2 and Nam Kong 3 in Laos.
- Other businesses: besides effective sectors such as hospital and hotel, the Group will plant fruit plans in Viet Nam, Laos and Cambodia.

Article 3: Approving the 2015 financial statements audited by Ernst & Young Vietnam Co., Ltd.

Article 4: Approving to suspend paying 15% stock dividends as earlier approved by the 2015 Annual General Meeting of Shareholders.

Article 5: Approving the report of the Board of Supervisors.

Article 6: Approving to choose Ernst & Young Vietnam Co., Ltd to audit HAG's financial statements in 2016.

Article 7: Approving loans between related parties:

+ Approving that HAG gave loans to related parties as emphasized by the auditor in the audited consolidated financial statements for 2015 and the reviewed consolidated financial statements for the first half of 2016. Besides, shareholders approved the policy on the merger of subsidiaries of An Phu Real Estate Investment JSC to decrease the debts of An Phu Real Estate Investment JSC in HAG.

+ Authorizing the Board of Directors to transfer capital, lend between companies and report results to the 2017 Annual General Meeting.

Article 8: Approving to authorizing the Board of Directors to build and adopt the plan for restructuring the Company for 2016-2026.

Article 9: Approving to adjust some provisions and conditions of convertible bonds HAG-CB2011, which were issued to Northbrooks Investments (Mauritius) Pte Ltd:

I. Approving to adjust some provisions and conditions of convertible bonds HAG-CB2011:

No.	Provision	Currently applied provision	Adjusted provision
1.	Conversion price	VND19,645/share	From VND5,200/share to VND19,645/share (a particular price will be decided by the Board of Directors at the conversion time)

II. Approving to raise the charter capital, issue and list additional shares to convert HAG-CB2011 bonds on the Hochiminh Stock Exchange.

1. Plan for issuing new shares for bond conversion:

- Stock type: common stock
- Par value: VND10,000/share
- Issue time: from August 01, 2013 to the maturity date
- Maximum value of bonds allowed to be converted: 1,100,000,000,000 dong
- The number of new shares expected to issue to convert will not exceed 21% total number of common shares of HAG after completing the issue.
- Issue form: private placement
- Number of issue times: one or many phases
- List of bondholders: Northbrooks Investments (Mauritius) Pte Ltd
- Conversion price: From VND5,200/share to VND19,645/share (a particular price will be decided by the Board of Directors at the conversion time)

Article 10: Approving to amend HAG's Charter under the 2014 Law on Enterprises.

Article 11: Authorizing the BOD to implement the resolution.