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Ho Chi Minh City, dated May 21st 2016

DRAFT
RESOLUTION

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2016
VIETNAM DAIRY PRODUCTS JOINT STOCK COMPANY (VINAMILK)**

Pursuant to:

- The Law on Enterprise No. 60/2005/QH11, stipulated by National Assembly of Socialist Republic of Vietnam on 29th November 2005;
- The Charter of Vietnam Dairy Products Joint Stock Company;
- The Minute of the Annual General Meeting of Shareholders 2016 dated may 21st 2016.

The Annual General Meeting of Shareholders 2016 (“AGM”) of Vinamilk was held in Ho Chi Minh City on May 21st 2016, the AGM has approved this Resolution with the contents below:

APPROVED

**1. AUDITED FINANCIAL STATEMENTS, REPORTS OF THE BOARD OF
MANAGEMENT AND INSPECTION COMMITTEE ON 2015 OPERATIONAL
PERFORMANCE**

The AGM approves the 2015 Audited Financial Statements audited by KPMG (Vietnam) Ltd. Co. and the 2015 operational performance reports of the Board of Management and Inspection Committee (Fully-presented in the Annual Report 2015).

2. DIVIDENDS AND DISTRIBUTION OF 2015 PROFIT

The AGM approves the remaining dividend for 2015 as follows:

- (a) Dividend rate : 2,000 dong/share
- (b) Record date : June 6th 2016
- (c) Payment date : June 16th 2016

In summary, the distribution of 2015 profit is as follow:

(Vietnam dong)	Consolidated
Undistributed profits balance at the beginning of 2015	7,157,699,467,945
Bonus shares issued in 2015 ⁽¹⁾	(2,000,207,940,000)
Second dividend for 2014 ⁽²⁾	(2,000,237,208,000)
Profit after tax for 2015	7,773,409,631,243
Profit distribution in 2015:	
1) Funds for Development Investment ⁽³⁾	(769,488,863,029)

2) Funds of welfares and bonuses ⁽⁴⁾	(768,905,099,077)
3) Dividends	
<input type="checkbox"/> First dividend for (4,000 dong/share, implemented)	(4,000,474,416,000)
<input type="checkbox"/> Second dividend for 2015 (2,000 dong/share, to be implemented, estimated) ⁽⁵⁾	(2,401,324,386,000)
Undistributed profits balance⁽⁶⁾	2,990,471,187,082

Notes:

⁽¹⁾ - ⁽²⁾-⁽³⁾-⁽⁴⁾ are under the 2015 AGM Resolution.

⁽⁵⁾ = 2,000 dong/ share x Total number of issued shares (1,200,662,193 shares). The actual payment is likely to be lower, variable to the outstanding shares at the recording time due to the fact that treasury shares are not entitled to dividend payments.

⁽⁶⁾ Variable to the actual payment of the second dividend for 2015, which is based on outstanding shares.

3. BUSINESS PLAN FOR 2016

The AGM approves the revenues-profit in consolidation for 2016 are planned as follows:

(in billion dong)	Plan 2016	Actual 2015	Increase/decrease	
			In Value	%
Revenues	44,560	40,223	4,337	11%
Profit before tax	10,020	9,367	653	7%
Profit after tax	8,266	7,770	496	6%

Note: The CIT rate of Vinamilk on average in 2016 is estimated at 17.5%.

The AGM approves the adjustment to total investment capital for the course of 2012-2016 (“T.I.C 2012-2016”) as follows:

No.	In billion dong	T.I.C 2012-2016 (adopted in 2015)	T.I.C 2012-2016 proposed for adjustment
1	Vinamilk	7,900,418	8,448,144
2	Lam Son Milk	858,160	789,453
3	Vietnam Dairy Cow Company	1,775,371	1,616,553
4	Other subsidiaries and associates	2,346,459	1,346,459
5	Contingency	115,821	300,000
	Total	12,996,229	12,500,609

The AGM approves the plan of 2016 profit distribution as follows:

- Funds for development investment 10% profit after tax (“PAT”)
 - Funds of welfares and bonuses 10% PAT
 - Cash dividend rate At least 50% PAT
- (a) Time of dividend payments:
- 1) First dividend for 2016 : August-September 2016
The first interim dividend rate for 2016 is **4,000 dong per share**.
 - 2) Second dividend : May-June 2017

4. ISSUING AND LISTING OF BONUS SHARES FOR EXISTING SHAREHOLDERS TO INCREASE SHARE-CAPITAL WITH OWNERS' EQUITY ON THE 40TH ANNIVERSARY OF VINAMILK

The AGM approves the issuing to and listing of additional shares for its existing shareholders to increase share-capital with owners' equity (bonus shares) with details as follows:

- a) Ratio of **1:5**, which means that for five (05) ordinary shares held at record date, one (01) bonus share is given; the number of bonus shares to be issued depends on the number of total outstanding shares at the record date, and is not more than 241,915,440 shares;
- b) Number of bonus shares is rounded down to the unit. Fractional shares (if any) will be cancelled;
- c) Capital source for the issuing comes from Investment & Development fund, and, if that fund is not enough, from undistributed earnings;
- d) Bonus shares can be transferable;
- e) The right of receiving bonus shares is non-transferable;
- f) Bonus shares will be listed on Ho Chi Minh Stock Exchange (HOSE);
- g) Authorizing the Board to choose a record date for the issuing of bonus shares and to complete the necessary procedures of issuing and listing bonus shares on HOSE after receiving approvals from the State Securities Committee, Vietnam Depository Centre (VSD) and HOSE
- h) Record date is expected in the third quarter of 2016;
- i) Increasing the share capital of the Company by total par value of actual bonus shares, which is shown in an issuing result report to be filed to the State Securities Committee after the issuing completes; the maximum increase in the charter capital is 2,419,154,400,000 dong;
- j) Authorizing the legal representative of the Company to conduct a share-capital adjustment to Certificate of Business Registration with Department of Planning and Investment of Ho Chi Minh City after the issuing completes. The execution is no later than December 31, 2017.

5. EMPLOYEE SHARE OWNERSHIP PLAN (ESOP)

The AGM approves the ESOP for the Company's employees as follows:

- Total shares under the ESOP are 9,437,795 shares, including:
 - a. Selling 522,795 treasury shares to the employees, equivalent to 0,04% of total shares of Vinamilk.
 - b. Issuing 8,9150,000 new shares, equivalent to 0.74% of total shares of Vinamilk
- Purpose: issuing shares and selling treasury shares under the ESOP for employees of Vinamilk group;

- Participants: employees of Vinamilk group in the list approved by the Board.
- Way of issuing: directly to employees
- Plan to use money from the issue and from selling treasury shares: for business operation and working capital;
- Type of shares: common shares;
- Par value: 10,000 dong/share;
- Selling price of the newly-issued shares and the treasury shares: two (02) times of book value per share of the Company, as in the latest financial reports at the time of issuing which are reviewed by the auditor;
- Expected timing: in 2016;
- The shares will be listed on HOSE;
- Increasing the share capital of the Company by total par value of actual bonus shares, which is shown in an issuing result report to be filed to the State Securities Committee after the issuing completes; the maximum increase in the charter capital is 89,150,000,000 dong;
- Authorizing the Board:
 - a. To promulgate a statute for the ESOP
 - b. To approve a list of participants in ESOP and number of shares each participant can buy
 - c. To decide what to do with the shares that are not issued;
 - d. To carry out necessary procedures to sell the treasury shares, to issue new shares and to list those shares on HOSE after receiving approval from SSC, VSD and HOSE
 - e. To complete or amend the issue plan according to requirements from SSC and /or for the purpose of complying with relevant laws, and to make decisions and perform the tasks the Board considers as necessary and relevant to implement ESOP.
- Authorizing the legal representative of the Company to conduct a share-capital adjustment to Certificate of Business Registration with Department of Planning and Investment of Ho Chi Minh City after the issuing completes. The execution is no later than December 31, 2017

6. SELECTION OF INDEPENDENT AUDITOR IN 2016

The AGM approves KPMG (Vietnam) Ltd. Co. as the independent auditor for Vinamilk in 2016.

7. REMUNERATION FOR THE BOARD OF MANAGEMENT AND INSPECTION COMMITTEE IN 2016

The AGM approves the remuneration of 15 billion dong for the Board of Management and Inspection Committee in 2016

8. RATIO OF FOREIGN OWNERSHIP

To be updated according to the presentation/discussion and decision at the AGM.

9. TURNING LAMSONMILK INTO A BRANCH

The AGM approves to turn Lamsonmilk into a subordinate unit (branch) of Vietnam Dairy Joint Stock Co. under the form of corporation merger. Madam Mai Kieu Lien, legal representative of the Company, has the responsibility to perform related procedures required by law to complete this merger.

**FOR AND ON BEHALF OF THE AGM 2016
CHAIRWOMAN**

LÊ THỊ BĂNG TÂM