

No. /20/BC-HAGL

Gia Lai, 24 July, 2020

*Report on the corporate governance
for the first six months of 2020*

**REPORT ON THE CORPORATE GOVERNANCE OF LISTED COMPANY
THE FIRST SIX MONTHS OF 2019**

To : - The State Securities Commission
- Ho Chi Minh Stock Exchange

- Public company's name: Hoang Anh Gia Lai Joint Stock Company
- Head office: 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province
- Tel. 0269.222 58 88 Fax: 0269.222 23 35
- Charter capital: VND 9,274,679,470,000
- Securities code: HAG

I. Operation of the General Meeting of Shareholders:

Information about the meetings and resolutions of the General Meeting of Shareholders (including resolutions passed through consultation in writing):

No.	Resolution No.	Date	Contents
1	2606/20/NQĐHĐCĐ-HAGL	26/06/2020	<p>The company convened the General Meeting of Shareholders passing consultation with shareholders in writing on the following issues:</p> <ul style="list-style-type: none">- Passing the Report of the Board of Management (“the BOM”) on the Results of the production, business operations and investments in 2019;- Passing the plan of production, business and investment for the year 2020;- Passing the Report of the BOD for the year 2019;- Passing the audited financial statements for the year 2019;- Passing the authorization in which the BOD would select an audit firm for the year 2020;- Passing the transactions with related parties;

			<ul style="list-style-type: none"> - Passing the conversion of the loan balance and receivables from Gia Lai Livestock Joint Stock Company into equity share capital; - Passing the profit plan, appropriation of profit, and appropriation of budget and remuneration to the BOD, Board of Supervision (BOS) and the Secretarial Board for 2020; - Passing the amendment to the Company Charter; - Passing the report of the BOS for 2019; - Authorizing the BOD to implement the issue above.
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II. The Board of Directors (6 month report):

1. Information on the BOD members (BOD):

No.	Members	Position	Date of becoming / no longer being BOD member	Number of meeting attendance	Rate	Reason for absence
1	Mr. Doan Nguyen Duc	Chairman	15/04/2015	4	100%	
2	Mr. Doan Nguyen Thu	Member	15/04/2015 – 26/06/2020	3	100%	Term terminated from 26/06/2020
3	Mr. Vo Truong Son	Member	15/04/2015	4	100%	
4	Mr. Nguyen Van Minh	Member	15/04/2015	4	100%	
5	Mr. Phan Thanh Thu	Member	15/04/2015 – 26/06/2020	3	100%	Term terminated from 26/06/2020
6	Ms. Vo Thi Huyen Lan	Member	15/04/2015	4	100%	
7	Ms. Vo Thi My Hanh	Member	30/06/2017	4	100%	
8	Ms. Nguyen Thi Huyen	Member	26/06/2020	1	100%	

2. The BOD's supervision of the Board of Management ("BOM"):

For the first six months in 2020, in compliance with the Company Charter, the BOD directed and supervised the operations of the Board of Management as follows:

- Directing the dissolution of subsidiaries;
- The BOD regularly monitors, inspects and assesses the activities of the Board of management in production and business activities, focusing on tending, developing and tending fruit and rubber plantations.
- Assessing the management, administration and measures to improve the management activities of the Board of Management according to the best management practices to ensure the rightest interests of shareholders and employees of the Company.

- Directing, organizing and presiding successfully the 2020 Annual General Meeting of Shareholders;
- Directing the preparation of the Annual Report, and other Financial Statements;
- Directing, supervising information disclosure to ensure explicitness and punctuality in full compliance with the laws.

3. Activities of the committees under the BOD: No committee under the BOD have not been established

4. Resolutions/ decisions of the BOD:

No.	Resolution No.	Date	Contents
1	1302/20/NQHĐQT-HAGL	13/02/2020	Passing dissolution of Hoang Anh Sai Gon Hydro Power Joint Stock Company in which the Company holds 99% of the charter capital
2	0805/20/NQHĐQT-HAGL	08/05/2020	Passing the finalist of shareholders for the General Meeting of shareholders 2020
3	0806/20/NQHĐQT-HAGL	08/06/2020	Passing the issues proposed to the General Meeting of shareholders 2020
4	2906/20/NQHĐQT-HAGL	29/06/2020	Passing the election of chairman for 2020 – 2025 term

III. Board of Supervision:

1. Information on the BOS members (BOS)

No.	Members of BOS	Position	Date of becoming/ no longer being member of BOS	Number of meeting attendance	Rate	Reason for absence
1	Ms. Do Tran Thuy Trang	BOS Head	23/06/2018	2	100%	
2	Mr. Nguyen Tan Anh	BOS member	15/04/2015 – 26/06/2020	1	100%	Term terminated from 26/06/2020
3	Ms. Nguyen Thi Huyen	BOS member	18/04/2014 – 26/06/2020	1	100%	Term terminated from 26/06/2020
4	Mr. Lê Hong Phong	BOS member	26/06/2020	1	100%	
5	Mr. Pham Ngoc Chau	BOS member	26/06/2020	1	100%	

2. BOS's supervision of the BOD, Board of Management and shareholders

- The head of the BOS attended all BOD meetings, supervising and ensuring the BOD Corporate governance work in compliance with the law, the company's charter and the

corporate governance regulations; BOS also supervised the implementation of the issues passed by GMS at Annual general meetings of shareholders;

- Supervising and making comments on realization of the targets of business and production to achieve revenue as planned;
- Supervising the company's information disclosure in compliance with the regulations of the Securities Law and related legal documents to ensure that sufficient, and precise information would be timely provided to shareholders;
- Supervising the management of books and documents related to the shareholders, ensuring their legal rights, and supervising their participation in voicing opinions, questioning, demanding information disclosure as required by law.

3. Co-ordination among the BOS with the BOD, the Board of Management and other managerial departments

During the supervision of the implementation of the company's activities, the BOM and other departments have timely provided the BOS with the required information and facilitated the performance of the BOS.

4. Other activities of the BOS

- Analyzing and evaluating the business operations on which methods for improvement, correction and risk reduction would be set up.
- Coordinating with the Accounting Department to discuss the auditing of the 2019 Financial statements.

IV. Training on corporate governance

Training courses on corporate governance that members of BOD, BOS and the Board of Management, other managers and Secretary of the Company participated in accordance with the regulations on corporate governance:

- Board of Management, Head of Supervisory Board and Company's Secretariat have completed training courses on corporate governance.
- For the members of BOD and BOS who have just been elected at the Annual General Meeting of Shareholders in 2020, the Company will facilitate the members of the Board of Directors and members of the Board of Supervisors to attend training courses on corporate governance, meeting the requirements of a large listed company

V. List of related persons of the listed company as specified in Clause 34, Article 6 of the Securities Law and transactions of related persons with the Company

- 1. List of related persons of the company:** (see Appendix 1 attached)
- 2. Transactions between the company and its related persons; between the company and major shareholders, internal persons and related persons of internal persons:** none
- 3. Transactions between internal persons of the listed company, related persons of internal persons and the company's subsidiaries, or the company in which the listed company takes controlling power:** none
- 4. Transactions between the company and other objects**

- 4.1 Transactions between the company and another company that members of the BOM, members of the BOS, the General Director (CEO) have been founding members or members of the BOM, the General Director (CEO) in the past three (03) years: None
- 4.2 Transactions between the company and another company that related persons of members of the BOM, members of the BOS, the General Director (CEO) are members of the BOM, the General Director (CEO): None
- 4.3 Other transactions of the company (if any) that may bring material or non-material interests to members of the BOM, members of the BOS, the General Director (CEO): None

VI. Transaction of shares of internal persons and their related persons

1. **List of internal persons and their related persons:** *see Appendix 2*

2. **Transactions of internal persons and related persons on shares of the listed company:**

No.	Transaction by	Relation to internal person	Number of shares owned at beginning of period		Number of shares owned at end of period		Reason for increase/decrease (purchase, sale, conversion,)
			Number of shares	Rate	Number of shares	Rate	
1	Vo Truong Son	BID member and CEO	803,654	0.09%	104	0.00%	Sale

VII. Other significant issues: *none*

BOD CHAIRMAN

DOAN NGUYEN DUC