

No.: /21/BC-HAGL

Re. Report on the corporate
governance for 2020

Gia Lai, date..... 2021

REPORT ON THE CORPORATE GOVERNANCE

2020

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
- Governance mode: General meeting of shareholders, Board of Directors Board of Supervision and General Director.
- Performing the functions of Internal Audit: not yet

I. Activities of general Meeting of shareholders:

Information about the meetings and resolutions / decisions of the General Meeting of Shareholders (including resolutions of the General Meeting of Shareholders passed in the form of collecting written opinions):

No.	RESOLUTION NO.	DATE	CONTENTS
1	2606/20/NQĐHĐCĐ-HAGL	26/06/2020	<ul style="list-style-type: none">- The company convened the General Meeting of Shareholders passing the following issues:- Passing the Report of the Board of Management on the Results of the production, business operations and investments in 2019;- Passing the plan of production, business and investment for 2020;- Passing the Report of the Board of Directors ("BOD") 2019;- Passing the audited financial statements;- authorization given to the BOD for selection of the audit firm for 2019;- Passing the transactions with related parties;- Passing the conversion of loan balance and receivables from Gia Lai Livestock Joint Stock

			<p>Company into equity capital;</p> <ul style="list-style-type: none"> - Passing the profit plan 2019, appropriation of profit and remuneration to the BOD, Board of Supervision (BOS) and the Secretarial Board for 2019; - 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 (independent BOD member, non-executive BOD member)	Date of becoming / no longer being BOD member	
			Date of appointment	Date of dismissal
1	Mr. Doan Nguyen Duc	BOD chairman	15/04/2015	
2	Mr. Doan Nguyen Thu	BOD member	15/04/2015	26/06/2020
3	Mr. Vo Truong Son	BOD member	15/04/2015	
4	Mr. Nguyen Van Minh	BOD member	15/04/2015	
5	Mr. Phan Thanh Thu	BOD member	15/04/2015	26/06/2020
6	Ms. Vo Thi Huyen Lan	Independent BOD member	15/04/2015	
7	Ms. Vo Thi My Hanh	Non-executive BOD member	30/06/2017	
8	Ms. Nguyen Thi Huyen	Independent BOD member	26/06/2020	

2. BOD meetings:

No.	BOD member	Number of attendances	Rate	Reason for absence
1	Mr. Doan Nguyen Duc	7/7	100%	
2	Mr. Doan Nguyen Thu	3/3	100%	No longer being BOD member from 26/06/2020
3	Mr. Vo Truong Son	7/7	100%	
4	Mr. Nguyen Van Minh	7/7	100%	
5	Mr. Phan Thanh Thu	3/3	100%	No longer being BOD member

				from 26/06/2020
6	Ms. Vo Thi Huyen Lan	7/7	100%	
7	Ms. Vo Thi My Hanh	7/7	100%	
8	Ms. Nguyen Thi Huyen	4/4	100%	Elected as BOD member from 26/06/2020

3. The BOD's supervision of the Board of Management:

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 best interests of shareholders and employees of the Company.
- Presiding, directing, organizing and successfully the Annual General Meeting of Shareholders 2020;
- 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.
- Approving and implementing the plan to convert loan balance and receivables from Gia Lai Livestock Joint Stock Company into equity capital..

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

5. Resolutions/ decisions of the BOD (2020 reports):

No.	Resolution No.	Date	Contents	Passing rate
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	100%
2	0805/20/NQHĐQT-HAGL	08/05/2020	Passing the final list of shareholders for the General Meeting of shareholders 2020	100%
3	0806/20/NQHĐQT-HAGL	08/06/2020	Passing the issues proposed to the General Meeting of shareholders 2020	100%
4	2906/20/NQHĐQT-HAGL	29/06/2020	Passing the election of chairman for 2020 – 2025 term	100%
5	0607/20/NQHĐQT-HAGL	06/07/2020	Passing selection of auditing company for 2020	100%

No.	Resolution No.	Date	Contents	Passing rate
6	1009/20/NQHĐQT-HAGL	10/09/2020	Passing the conversion of loan balance and receivables from Gia Lai Livestock Joint Stock Company into equity capital	100%
7	3112/20/NQHĐQT-HAGL	31/12/2020	Passing the dismissal of Mr. Nguyen Van Minh as Deputy General Director	100%

III. Board of Supervision (2020 Reports):

1. Information on the BOS members (BOS)

No.	Members of BOS	Position	Date of becoming/ no longer being member of BOS	Professional qualification
1	Ms. Do Tran Thuy Trang	BOS Head	23/06/2018	Bachelor of economics, Law, Auditor certificate
2	Mr. Nguyen Tan Anh	BOS member	15/04/2015 – 26/06/2020	Bachelor
3	Ms. Nguyen Thi Huyen	BOS member	18/04/2014 – 26/06/2020	Bachelor of English
4	Mr. Lê Hong Phong	BOS member	26/06/2020	Bachelor of economics, chief accountant certificate
5	Mr. Pham Ngoc Chau	BOS member	26/06/2020	Bachelor of economics

2. BOS meetings:

No.	BOD member	Number of attendances	Rate	Voting rate	Reason for absence
1	Ms. Do Tran Thuy Trang	4/4	100%	100%	
2	Mr. Nguyen Tan Anh	1/1	100%		Term terminated from 26/06/2020
3	Ms. Nguyen Thi Huyen	1/1	100%		Term terminated from 26/06/2020
4	Mr. Lê Hong Phong	3/3	100%		Elected from 26/06/2020
5	Mr. Pham Ngoc Chau	3/3	100%		Elected from 26/06/2020

3. 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.

4. 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.

5. 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. Executive Board

No.	EB member	Birth date	Professional qualification	Date of appointment/ dismissal as EB member
1	Vo Truong Son	13/11/1973	Master of Finance, Bachelor of Law, Member of the Association of Chartered Certified Accountants	31/03/2015
2	Ho Thi Kim Chi	05/01/1976	Master of Finance	01/10/2014
3	Nguyen Van Minh	05/08/1959	Agro engineer	Dismissed as Deputy General Director from 31/12/2020

V. Chief accountant

Full names	Birth date	Professional qualification	Date of appointment/ dismissal
Le Truong Y Tram	06/07/1990	Master of Finance, chief accountant certificate	15/07/2018

VI. 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

VII. List of related persons of the public company (Report 2020) 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:**

Transactions between the company and its related persons: *none*

3. **Transactions between internal persons of the company, related persons of internal persons and the company's subsidiaries, or the company in which the company takes controlling power:** *none*

4. Transactions between the company and other objects

- 4.1. Transactions between the company and another company where BOD, BOS members, and the General Director have been and are currently a founding member or a BOD member or CEO for the past three (03) years Here (at the time of reporting): *none*
- 4.2. Transactions between the company and another company where related persons of BOD, BOS General Director (CEO) are members of the BOM, the General Director: *none*
- 4.3. Other transactions of the company (if any) that may bring material or non-material interests to BOD, BOS, members, the General Director and other managers: *none*

VIII. Transaction of shares of internal persons and their related persons (report 2020)

1. **List of internal persons and their related persons:** *see Appendix 2 attached*
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	Doan Nguyen Duc	BOD chairman	326,730,533	35,23%	341,730,533	36.85%	Purchase and sale
2	Vo Truong Son	BOD member and CEO	803,654	0,09%	104	0.00%	Sale

IX. Other significant issues: none

BOD CHAIRMAN

Recipients:

- As above;
- Record: Archive, Secretarial board.

DOAN NGUYEN DUC