

## INFORMATION DISCLOSURE

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

Company : Hoang Anh Gia Lai Joint Stock Company  
Stock Code : HAG  
Head office : 15 Truong Chinh - Phu Dong Ward - Pleiku City - Gia Lai  
Province  
Telephone : 0269 2225888 Fax: 0269 2222335  
Information disclosed by: Mr. Vo Truong Son Title: General Director

### **Information disclosed:**

- The minutes of Resolution of the Annual GMS No. 01/22/NQĐHĐCĐ-HAGL dated 08/04/2022.
- Resolution of the Annual GMS No. 01/22/NQĐHĐCĐ-HAGL dated 08/04/2022.

This information was published on the website of the Company on 25/08/2021 at:  
<http://www.hagl.com.vn> (Investor relation)

We would like to give formal assurances of the whole truth about the information disclosed above and shall take full legal responsibility for the information disclosed.

### **Documents attached:**

- *BOD resolution*

### **Recipients:**

- *As above*
- *Archives*

**HOANG ANH GIA LAI JOINT STOCK  
COMPANY  
INFORMATION DISCLOSING PERSON**

**VO TRUONG SON**

No: 01/22/BBHĐHĐCĐ-HAGL

**SOCIALIST REPUBLIC OF VIETNAM**

**Independence - Freedom - Happiness**

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*Ho Chi Minh city, 08<sup>th</sup> April, 2022*

**MINUTES OF THE 2022 ANNUAL GENERAL MEETING OF  
SHAREHOLDERS**

**HOANG ANH GIA LAI JOINT STOCK COMPANY**

Hoang Anh Gia Lai Joint Stock Company ("**Company**") (*Certificate of Business Registration No: 5900377720 issued by the Department of Planning and Investment of Gia Lai Province on June 1, 2006, registered for the 30th amendment on 30 March 2018*) conducted the 2021 Annual General Meeting of Shareholders ("**GMS**")

**Meeting time:** From 9:05 phút to 12:35, Friday 08<sup>th</sup> April 2022.

**Meeting venue:** Sân Lotus (Lầu 1), Khách sạn Rex, số 141 Nguyễn Huệ, Phường Bến Nghé, Quận 1, TP. Hồ Chí Minh.

**Attendance:** Shareholders of the Company (*according to the list of shareholders at the last registration date 15/3/2022*), members of the BOD ("**BOD**"), Board of Supervision ("**BOS**") ), Board of Management , representatives of Ernst & Young Vietnam Co., Ltd., representatives of Ho Chi Minh City Stock Exchange and guests. Depository Center \_ HCMC branch, banks, Stocks companies, partners and other guests

**SUMMARY OF THE MEETING**

**OPENING OF THE MEETING**

**I. Announcement of shareholder eligibility check results**

Mr. Nguyen Tan Anh, head of the shareholder eligibility inspection committee, announced the minutes of shareholder eligibility check at 9:17 on 08th April 2021, as follows::

- The total number of shareholders with voting rights of the Company is **54,113**, representing **927,399,283** shares, accounting for **100%** of the total number of voting shares of the Company.

- The total number of shareholders with voting rights attending the meeting is **376** (in which: **275** shareholders attending the meeting directly; 101 shareholders authorized to attend the meeting), owning and representing 496,499,889 shares, accounting for **50.66%** of the total voting shares.

According to Clause 1, Article 18 of the Company's Charter: "**The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents over 50% of the total voting shares**". Thus, with the number of attending shareholders representing 50.66% of the total voting shares, the General Meeting of Shareholders of the Company is eligible to proceed.

## **II. Announcement of reason, introduction of guests and attendance**

The M.C announced the reason for convening the General Meeting of Shareholders, introducing guests and attendees to the Meeting.

## **III. Voting to pass the agenda and the Regulation on organizing the Meeting**

1. The M.C introduced the Meeting agenda. A shareholder suggested more time allowed for discussion. The BOD chairman gave a nod of agreement in case of questions still raised.

*The GMS voted passing the Meeting agenda: approved by 100% of the total number of voting shares of all the shareholders present at the Meeting.*

2. The M.C introduced Regulation on organizing the Meeting enclosed in the Meeting documents distributed to the shareholders at the meeting

*The GMS voted passing Regulation on organizing the Meeting: approved by 100% of the total number of voting shares of all the shareholders present at the Meeting.*

## **IV. Introduction of the presiding board and secretary**

1. The M.C introduced composition of the presiding board recommended by the BOD including:

- Mr. Doan Nguyen Duc – BOD Chairman - Chairperson of the meeting;
- Mr. Vo Truong Son – BOD Member and General Director;
- Ms. Vo Thi My Hanh – BOD Member and Deputy General Director.
- Ms. Ho Thi Kim Chi – Deputy General Director.

2. The M.C introduced the Board of secretaries appointed by the Chairperson, including:

- Ms. Doan Thi Mai Phuong;
- Ms. Phan Thi Thao Phuong.

## **V. Voting to pass the composition of the Vote counting board**

The M.C introduced the Vote counting board recommended by the Chairperson for the Meeting to pass, including: Ông Nguyễn Tấn Anh – Giám đốc truyền thông của Công ty - Trưởng ban;

- Ms. Do Tran Thuy Trang – BOS Head - Member;
- Mr. Le Hong Phong – BOS Head - Member;
- Ms. Doan Nguyen Minh Hoa – Assistant manager of legal department – Member.

*The GMS voted passing the list of the Vote counting board recommended: approved by 100% of the total number of voting shares of all the shareholders present at the Meeting.*

# **MEETING AGENDA**

## **I. PART I – THE REPORT OF THE BOARD OF MANAGEMENT ON THE RESULTS OF THE PRODUCTION, BUSINESS OPERATIONS AND INVESTMENTS IN 2021**

Mr. Vo Truong Son, BOD member and General Director reported the results of the production, business operations and investments in the year 2020 with the following items

1. **Net revenue:** VND 2.097 billion.
2. **Profit after tax:** VND 128 billion.

**Profit after tax of the parent company:** VND 203 billion.

### **3. Position of investment and implementation of the projects up to 31/12/2021:**

- Fruit business: Total fruit plantation area reached about 10,000 ha in Vietnam, Laos and Cambodia, of which the banana area about 5,000 hectares, mostly exported to China, Japan, Korea, Singapore. The Group always focuses on manufacturing high quality products, meeting Global GAP standards or equivalent standards, eligible for export to demanding markets such as Japan, Korea, Singapore and Europe
- Pig farming: 7 clusters of barns had been built with a capacity of raising about 400,000 hogs per year (each cluster houses 2,400 sows, each yielding 25 hogs per year).
- Restructuring: In 2021, the company has performed restructuring and divestment of the interest in Hoang Anh Gia Lai Agricultural Joint Stock Company; focusing on restructuring production and business in the direction of leanness and efficiency.

## **II. PART 2 – THE BOD PROPOSES TO THE GMS FOR CONSIDERATION AND PASSING THE ISSUES IN PROPOSAL 01**

Mr. Vo Truong Son, BOD member and General Director, presented Proposal 01 including the following issues:

### **Issue 1: THE REPORT OF THE BOARD OF MANAGEMENT ON THE RESULTS OF THE PRODUCTION, BUSINESS OPERATIONS AND INVESTMENTS IN 2021**

The BOD proposes to the GMS for consideration and passing the Report of the Board of Management on the Results of the production, business operations and investments in the year 2021 with the following contents:

### **Issue 2: PLANS FOR PRODUCTION AND BUSINESS 2022**

HDQT The BOD proposes to the GMS for consideration and passing kế hoạch sản xuất kinh doanh năm 2022, with the major contents set as follows:

1. Net revenue: 4.820 VND billion.
2. Profit after tax: 1.120 VND billion.

### **Issue 3: INVESTMENT PLAN FOR 2022**

The BOD proposes to the GMS for consideration and passing the plans for production and business for 2022, with the major contents set as follows:

3. Fruit segment: Investment in planting 2,000 more ha of banana, raising the total of banana area to 7,000 ha.
4. Pig farming: Building 09 more clusters of barn for sows and hogs, (including 02 in Laos and 02 in Cambodia), totaling 16 clusters with a capacity of more than 1,000,000 pigs per year (each cluster for 2,400 sows and 60,000 hogs).

### **Issue 4: PLANS FOR PROFIT DISTRIBUTION AND REMUNERATION 2022**

The BOD proposes to the GMS for consideration and passing the profit distribution and remuneration plans 2022, with the major contents set as follows:

1. Dividend: no payment
2. The total remuneration of the BOD, the BOS and the Secretarial board expected to be paid in 2022 is VND 1,116,000,000. Remuneration for the BOD, the BOS and the Secretarial board will be calculated and paid according to the actual number of members and will be reported in detail at the Annual General Meeting of Shareholders 2023.

### **Issue 5: THE BOD REPORT**

The BOD proposes to the GMS for consideration and passing the BOD report with the major contents set as follows:

#### **1. BOD meetings in 2021**

In 2021, the BOD held meetings to approve issues within the authority of the BOD, with details as follows:

| <b>No.</b> | <b>Resolution No.</b> | <b>Date</b> | <b>Issue</b>  |
|------------|-----------------------|-------------|---|
| 1          | 2101/21/NQHĐQT-HAGL   | 21/01/2021  | Passing the appointment of Deputy General Director of the Company.  |
| 2          | 1103/21/NQHĐQT-HAGL   | 11/3/2021   | Passing the finalization of the last registration date to prepare the list of shareholders attending the 2021 GMS.                  |
| 3          | 2403/21/NQHĐQT-HAGL   | 24/3/2021   | Passing the cancellation of the last registration date and extending the time to convene the 2021 GMS.                              |
| 4          | 2903/21/QĐHĐQT-HAGL   | 29/3/2021   | Passing the re-appointment of the General Director.   |
| 5          | 0705/21/NQHĐQT-HAGL   | 07/5/2021   | Passing the closing of the last registration date to make a list of shareholders exercising the right to attend the 2021 GMS.       |
| 6          | 1005/21/NQHĐQT-HAGL   | 10/5/2021   | Passing the redemption of bonds before maturity issued by the Company.  |
| 7          | 0406/21/NQHĐQT-HAGL   | 04/6/2021   | Passing the postponement of the 2021 GMS.   |
| 8          | 1706/21/NQHĐQT-HAGL   | 17/6/2021   | Passing the dismissal and appointment of the secretary-cum-person in charge of corporate governance.                                |
| 9          | 2906/21/NQHĐQT-HAGL   | 29/6/2021   | Passing another postponement of the 2021 GMS and the selection of an audit company to review the 2021 interim financial statements. |
| 10         | 0607/21/NQHĐQT-HAGL   | 06/7/2021   | Passing the capital contribution to establish a subsidiary in Kon Tum province.   |
| 11         | 2207/21/NQHĐQT-HAGL   | 22/7/2021   | Passing the date to hold the GMS in 2021.   |

| No. | Resolution No.       | Date       | Issue  |
|-----|----------------------|------------|--|
| 12  | 0208/21/NQHĐQT- HAGL | 02/8/2021  | Passing the finalization of the last registration date for consultation with shareholders in writing.  |
| 13  | 1509/21/NQHĐQT- HAGL | 15/9/2021  | Passing the finalization of the last registration date to hold the 2021 GMS.   |
| 14  | 2409/21/NQHĐQT- HAGL | 24/9/2021  | Passing resignation letter from of Mr. Nguyen Van Minh, BOD member.  |
| 15  | 2710/21/NQHĐQT- HAGL | 27/10/2021 | Passing selection of an audit company to prepare the financial statements in 2021.   |
| 16  | 0212/21/NQHĐQT- HAGL | 02/12/2021 | Passing the promulgation of amendments and supplements to the Internal Regulations on corporate governance, the Regulation on operation of the BOD; and passing remuneration of members of the BOD, the BOS and the Secretarial board in 2021. |

## 2. BOD supervision of BOM activities

Pursuant to the current Charter and the Internal Regulations on governance, the BOD directed and supervised the BOM on the following activities:

- Directing the implementation of reduction for high-interest loans, structure of production and business activities, ensuring effective management and financial self-balancing in each project;
- Supervising the divestment from a Hoang Anh Gia Lai Agricultural Joint Stock Company;
- Continuing to develop the distribution system in Chinese market, initially expanding to the Japanese, Korean and Singaporean markets;
- Inspecting the management and administration of the Board of Management to comply with the best governance practices ensuring the rights and interests of shareholders, customers and employees in the Company;
- Supervising and directing the disclosure of information with the aim of ensuring explicitness, adequacy and promptness in accordance with the law;

In addition, the complicated development of the Covid-19 outbreak in 2021 has affected many industries, including production and business activities of the Company. In that circumstance, the BOD supervised and directed the BOD to promptly adjust production and business strategies to suit the situation of the Covid-19 pandemic to ensure stable operation of the Company and compliance with disease prevention and control..

The BOD assessed that the Board of Management had closely observed and complied with the direction given by the Board of Directors; meanwhile the BOM fully complied with the functions and duties as specified in the Company Charter.

## 3. Report to the GMS on the BOD's and BOM's total remuneration in 2021

The BOD reports to the General Meeting of Shareholders on the total income (including remuneration and salaries) of the BOD and the BOM in 2021, which is stated in Note 29 of

the audited separate financial statements 2021 and Note 34 to the Audited Consolidated Financial Statements 2021

#### **4. Report to the GMS on the movement of capital and loans between related parties in 2021.**

Pursuant to Clause 2, Article 4 of the Resolution of the GMS approved by consultation with shareholders in writing No. 1609/21/NQDHDCD-HAGL dated 16/9/2021 on the movement of capital and loans among the related parties in 2021, the BOD reports to the GMS on the movement of capital and loans between related parties that have been carried out in 2021, which is stated in Note 29 to the audited separate Financial Statements. the 2021 consolidated financial statements and Note 34 to the Company's audited consolidated financial statements 2021.

#### **Issue 6: AUDITED CONSOLIDATED FINANCIAL STATEMENTS 2021**

The BOD proposes to the GMS for consideration and passing financial statements 2021 (including separate Financial Statements and audited consolidated financial statements 2021) audited by Ernst & Young Viet Nam Co. Ltd. (E&Y).

#### **Issue 7: SELECTION OF AUDIT FIRM FOR 2022**

The BOD proposes to the GMS for consideration and passing authorization to the BOD to select one of the following audit firms to prepare the Company's financial statements for 2022:

- PwC Ltd., Co. (Vietnam);
- Deloitte Vietnam Ltd., Co. (Deloitte);
- Ernst & Young Vietnam Ltd., Co. (E&Y);
- KPMG Ltd., Co. (KPMG).

#### **Issue 8: AMENDMENT TO THE COMPANY CHARTER**

The BOD proposes to the GMS for consideration and passing the content of point a clause 4 Article 14 of the company charter as follows:

#### **Current content:**

*“4. The Company's transactions must be approved by the General Meeting of Shareholders:*

*a. Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervision, the General Director, other managers who are not shareholders and related individuals and organizations of these subjects;*

*In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervision, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders or the BOD approved in accordance with of the company's charter;”*

#### **Content to be amended:**

*In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervision, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, then **the General Meeting of Shareholders approves transaction of 35% or more of the total value of assets recorded in the most recent financial statement of the***

*Company; the BOD approves transaction of less than 35% of the total value of the recorded assets. on the most recent financial statements of the Company;”*

**Issue 9: TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS IN 2022**

The BOD proposes to the GMS for consideration and passing transactions between the Company and related persons in 2022, with details as follows:

1. Approving transactions between the company and related persons as per clause 46 Article 4 of the Securities laws No. 54/2019/QH14 passed by the National Assembly on 26 November 2019 under the authority of the BOD according to laws and the Company Charter.
2. The BOD information about these transactions on schedule and in compliance with the laws. It is the BOD’s responsibility to report the transactions mentioned in section 1 above (if any) at the nearest annual GMS.

**Issue 10: AMENDMENT, SUPPLEMENT TO THE COMPANY’S BUSINESS LINES**

1. The BOD proposes to the GMS for consideration and passing the amendment, supplements to the Company’s business lines appropriate to the Company’s actual production and business position. (*List of the Company’s amended, supplemented and updated business lines specified in the Appendix attached with Proposal 01*)
2. Assigning the BOD to amend and update business lines in the Company Charter according to the amended and updated contents passed by the GMS.
3. Authorizing the BOD Chairman and the legal representative of the Company with full authority to decide on the issues related to the implementation of procedures for updating and amending the Company's business lines as required by competent State agencies

**Issue 11: DISMISSAL OF BOD MEMBER**

On 31/3/2022, the Company was in receipt of Ms. Nguyen Thi Huyen resignation letter for personal reason. The BOD would like to submit it to the for consideration and passing the title Member of the BOD according to her resignation letter:

- Dismissing the title Member of the BOD receipt of Ms. Nguyen Thi Huyen;
- Effective: From 08 April 2022.

**Issue 12: AUTHORIZATION FOR THE BOD TO IMPLEMENT THE ISSUES PASSED BY VOTING AT THE MEETING**

The BOD proposes to the GMS for the authorization for the BOD to proactively implement specific issues and policies passed by the GMS

**III. PART 3 – THE BOD PROPOSES TO THE GMS FOR CONSIDERATION AND PASSING THE PLAN FOR PRIVATE PLACEMENT IN PROPOSAL 02**

Mr. Vo Truong Son, BOD member and General presented Proposal 02 including the following content:

**I. PLAN FOR PRIVATE PLACEMENT**

1. **Share name:** Hoang Anh Gia Lai Joint Stock Company share.
2. **Share type:** ordinary
3. **Par value:** VND 10,000 (ten thousand)/ 01 (one) stock.
4. **Purpose:** supplementing working capital to subsidiaries and making partial payment of bond principal, detailed:



- Supplementing capital and working capital to subsidiaries:
    - o Supplementing working capital to Hung Thang Loi Gia Lai Co., Ltd for business activities, including, but not limited to, trading of agricultural materials, fruits, animal feed; and
    - o Additional capital for Gia Lai Livestock Joint Stock Company, Le Pang Livestock Joint Stock Company to invest in fruit-growing projects in Mang Yang district, Chu Se district, Dak Po district, Dak Doa district, district Chu Prong, Gia Lai province, Vietnam.
  - Partial payment of bond principal issued by the Company on December 30, 2016, bond code HAGLBOND16.26.
- 5. Total amount expected to receive from the offering:** VND 1,700,000,000,000,000 (One thousand seven hundred VND billion).
- 6. Principles of determining the offering price:** The offering price of shares is determined as the 20% discount compared to the average closing price of HAG shares in the last 15 trading sessions before the time of holding the General Meeting of Shareholders. Annual General Meeting of 2022 and rounded up to hundreds but not less than 10,000 VND/share. Accordingly, the stock offering price is determined as: 10,500 VND/share
- 7. Principles for determining the number of shares to be offered:** The specific number of shares to be offered for sale is determined by the total amount expected to be received from the offering (1,700 billion VND) divided by the specified offering price. according to the principles stated in Section 7 of Statement No. 02 and rounded down to tens of thousands. Accordingly, the number of shares offered for sale is: 161,904,760.
- 8. Method of offering:** Offering private shares to professional securities investors.
- 9. Criteria for Investor selection:** To participate in the private placement of shares of the Company, investors who are domestic or foreign organizations and individuals must be professional securities investors. Specifically in the following cases:
- Commercial banks, foreign bank branches, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds securities, international financial institutions, off-budget state financial funds and state financial institutions may purchase securities in accordance with relevant laws;
  - The company has a contributed charter capital of over 100 VND billion or a listed organization or a transaction registration organization; Holders of securities practice certificates;
  - An individual holding a list of listed or registered securities with a value of at least VND 2 billion as certified by a securities company at the time that individual is identified as a specialized securities investor. Karma;
  - An individual with a taxable income of at least VND 1 billion in the latest year by the time that individual is determined to be a professional securities investor according to the tax declaration dossiers submitted to the tax authorities or documents withholding tax of paying organizations and individuals.
- 10. Number of investors:** Offered to less than 100 investors.
- 11. Time of offering:** In 2022, after the State Securities Commission (“SSC”) has approved the Company's application for a private placement of shares.

**12. The plan for dealing with shares that have not been fully distributed:** Authorize the BOD to make full decisions on the conditions and subjects of offering the undistributed shares (if any) with the selling price not lower than the expected offering price and ensure that the total number of investors offered for this entire offering is less than 100 investors.

**13. Authorize** the BOD to make decisions on the following matters:

- Determining the offering price and specific number of shares to be offered according to the principles of determining the offering price and the principle of determining the number of shares to be offered, approved by the General Meeting of Shareholders;
- Identify the subject of the offering as professional securities investors;
- Searching, selecting, through a list of professional securities investors participating in the purchase of shares offered for private placement;
- Negotiate other conditions (if any) to ensure a successful issuance and bring the highest benefits to shareholders and the Company.

## II. PLAN FOR USING THE PROCEEDS FROM THE OFFERING

1. All the proceeds from the offering serves the following purposes:

| No.          | Purpose  | Amount expected (VND)    | Estimated reimbursement time |
|--------------|--|--------------------------|------------------------------|
| 1            | Supplementing working capital asloans to its subsidiary, Hung Thang Loi Gia Lai Co., Ltd. to business operations, including, but not limited to, trading agricultural materials, fruits, food animal feed...   | 500,000,000,000          | 2022                         |
| 2            | Supplementing capital through loans to two subsidiaries, Gia Lai Livestock Joint Stock Company and Le Pang Cattle Joint Stock Company, to invest in fruit-growing projects in Mang Yang, Chu Se . , Dak Po , Dak Doa, Chu Prong districts, Gia Lai province, Vietnam | 700,000,000,000          | 2022                         |
| 3            | Principal repayment of bonds issued by the Company on December 30, 2016, bond code HAGLBOND16.26 ...   | 500,000,000,000          | 2022                         |
| <b>Total</b> |  | <b>1,700,000,000,000</b> |                              |

2. In case the stock offering does not raise enough money for the above purposes, the GMS agrees to authorize the BOD to implement plans to make up for the shortfall in capital to accomplish the above purposes as follows: the Company will mobilize other lawful capital sources (using working capital, money from the revenue of operating projects, bank loans, etc.) to ensure the implementation of the plan according to the plan

3. The BOD is authorized, based on the specific operation situation of the Company. to

decide on the detailed capital use plan and modify the capital use plan, ensuring that it is appropriate to the practical needs of the Company and brings investment results for the Company. The BOD will report the adjustment of the purpose of using the proceeds from the offering (if any) at the nearest GMS.

### **III. CHARTER AMENDMENT**

Amending clause 1 Article 5 of the Company charter according to the number of shares and charter capital after completion of the offering.

### **IV. AUTHORIZATION OF IMPLEMENTATION**

In addition to the above-mentioned separate authorization contents, the GMS assigns and authorizes the BOD to have full authority to consider and implement the following tasks:

- Select an issuer consulting organization (if necessary);
- Decide on the modification and supplementation of the issuance plan to ensure it is consistent with the actual situation, including but not limited to: Decide to change the offering price, change the number of shares to be offered for sale ... so that the company's capital mobilization is guaranteed to be successful and in accordance with the provisions of law;
- Develop in detail the plan for private placement of shares and the plan to use the proceeds from the offering including but not limited to: Deciding on the number of shares to be offered, the offering price, the number of houses. investment, the number of shares sold to each investor;
- Passing the plan to ensure the issuance of shares to meet the foreign ownership ratio;
- Select the time to launch the stock offering, the method and issues related to the stock offering after obtaining the approval of the State Securities Commission, ensuring compliance with the provisions of law;
- Carry out necessary procedures as prescribed by law and at the request of authorities to carry out the capital increase as mentioned above, including but not limited to:
  - o Give notification and obtain necessary approvals from competent state agencies for the increase of charter capital as mentioned above;
  - o increase charter capital, amending the Certificate of Business Registration with the Department of Planning and Investment after completing the share offering;
  - o Carry out necessary procedures to register for additional depository of newly issued shares at the Vietnam Securities Depository Center and register for additional trading/listing at Ho Chi Minh City Stock Exchange Ho Chi Minh City in accordance with the law;
  - o Update, amend and officially issue the revised Charter of the Company according to the corresponding changes when approved by the State Securities Commission and the competent authority to increase charter capital;
  - o Disclose information and report to competent authorities on time and in accordance with the law for the entire process of private placement;
  - o To have the right to amend, adjust, sign and issue documents and dossiers to complete the plan for private placement of shares at the request of the State Securities Commission and the State management agency so that the offering can be carried out. legally, in accordance with the law, ensuring the interests of shareholders and the Company.

- Decide on the addition, modification, change, amendment of all issues and contents related to the increase of charter capital as stated in this Resolution (including decisions not yet presented in this Resolution). in this Resolution);
- Having the right to assign and re-authorize the legal representative, member of the Executive Board of the Company to sign, implement and perform the above contents to complete the private placement of shares;
- The BOD has full authority to decide and handle other arising issues related to the private placement of shares to investors decide and handle other arising issues related to the private placement of shares to investors.

#### **IV. PART 4 – THE BOARD OF DIRECTORS SUBMITS TO THE MEETING FOR CONSIDERATION AND VOTING FOR APPROVAL OF PROPOSAL NO. 03 ON THE ELECTION OF AN ADDITIONAL EMPLOYEES OF THE BOM FOR 2020-2025 AND DISCLOSURE OF THE REGULATIONS FOR AN ADDITIONAL EMPLOYMENT OF BOM MEMBERS**

Ms. Vo Thi My Hanh, member of the Board of Directors and Deputy General Director of the Company, presented Report No. 03 on the election of additional BOD members for the 2020-2025 term. The list of candidates that are finalized to participate in the additional election for the position of member of the Board of Directors of the Company for the term 2020 - 2025 is Mr. Tran Van Dai, nominated by Mr. Doan Nguyen Duc (*Information about the candidate is provided in GMS Documents*).

Ms. Vo Thi My Hanh presented the Regulation on electing additional members of the Board of Directors for the term 2020-2025.

***The GMS voted to approve the Regulation on election of additional BOD members: 100% of the total votes cast by all the shareholders attending the meeting approved.***

**V. PART 5 – THE BOARD OF SUPERVISIO** presented proposal 04 about the issues reported by the BOS for the GMS consideration and approval.

#### **VI. PART 6 – DISCUSSION BETWEEN SHAREHOLDERS AND THE CHAIRPERSON**

Phần thảo luận giữa cổ đông và Chủ tọa đoàn có một số nội dung chính như sau:

1. **Shareholders:** For the private placement plan, it is recommended to prioritize the issuance to strategic partners to support production and business activities, and if the issuance is to a securities company or a financial institution, there should be a time limit for the transfer to ensure fairness for existing shareholders.

**Mr. Doan Nguyen Duc:** Currently HAGL needs money to expand production and business investment, but for the supporting ecosystem, it is not really necessary. HAGL has just experienced a setback and is recovering, so any partner's support is appreciated because HAGL is on its way to renewing investors' confidence. HAGL needs money to invest to expand and accelerate production to reach the target of 1,000,000 pigs and 7,000 hectares of bananas. In addition, it is required by laws that privately issued shares will be restricted from being transferred within 1 year, so shareholders can rest assured, so a 20% discount is really reasonable at this time considering profitability achieved. The amount of VND 1,700 billion is a considerable amount of money and HAGL highly appreciates the investors' trust in me and HAGL. The purpose for using this money has been clearly stated in the report to shareholders, so I am hoping for shareholders' support for HAGL's successful issuance, which, by 2023, will benefit shareholders from this issuance.

For the restructuring process, HAGL is not a financial investment company, so HAGL Agrico's shares will also be sold by HAGL to pay down debt and focus on production. I will try for another 1-2 years to develop HAGL to be strong again because recently HAGL has lagged too far behind other companies, but

HAGL is determined to pursue the agribusiness only, not any other industry. No other industry. That's why today the BOD proposes to elect an additional BOD member who has 30 years expertise in the animal nutrition industry. HAGL does not want to run a 5-7 year story but will count each year and be sure of it.

Actually, when I had HAGL Agrico transferred, I felt dejected. For rebuilding HAGL, this release is aimed at investing in 7,000 hectares of bananas and 16 clusters of pig barns by 2023. Generally if you want to achieve a herd of 1,000,000 pigs by 2023, you must invest and build from now. Having gone through the hardest times, now HAGL's profit plan is built very carefully on the basis of low selling price; for example, bananas are currently sold at VND 13,500 /kg and for some time VND 17,000-18,000/kg, but the profit plan is for only 10,500 VND/kg. As for the livestock, currently animal feed (“feed”) is increasing by 30% and the domestic economic situation is gradually normal again, so I boldly predict that the price of pork will increase in 1 month, and specifically I will provide detailed pig cost structure at next year's General Meeting when the herd reaches 1,000,000 pigs.

For shareholder matters, the Company assigns Ms. Vo Thi My Hanh (Deputy General Director) as the representative of the BOD to contact investors and arrange their visit to HAGL's plantations, and in the coming time will disclose quarterly business figures (sales of each type) for their monitoring.

**2. Shareholders:** With the advantage of available land fund and waste bananas and the researched formula, does HAGL plan to do more in the feed segment? As logistics has been affected recently, will HAGL be affected? Do you have profit figures for Quarter 1?

**Mr. Doan Nguyen Duc:**

- Currently HAGL has 3 companies generating revenue, of which Hung Thang Loi is a trading company, so the revenue is insignificant. The profit in the first quarter of this year is officially 248 billion dong, excluding Lo Pang Livestock Company (because LP was just acquired on 31 March, 2021, so it has not been consolidated). From quarter 2 of this year onwards, there will be 4 profit-generating companies (currently Lo Pang has 2,000 hectares of bananas, 3 clusters of pig barns).

- As for feed: at this meeting, the BOD proposed Mr. Tran Van Dai as an expert with 30 years of experience in the animal feed nutrition industry. HAGL's feed formula is a business secret, so it's impossible to share it, but it certainly ensures the following criteria: no antibiotics, no weight gain, no animal protein with bananas being the key ingredient that makes the difference in quality of HAGL pork, which is better than the other pork in the market. Selling that feed to the market will eliminate the competitiveness of HAGL pork, so HAGL has no intention to trade feed. And recently HAGL confidently made giveaway of 4kgs of pork to each of 1,000 shareholders to evaluate. At this meeting we continue to give HAGL pork for shareholders to try, evaluate and send comments to the Company so that the company may make adjustments if necessary.

- We make a plan for raising 1 million pigs, so we have to build a slaughterhouse with a capacity of 3,000 heads/day. Previously, the Company planned to sell live pigs to slaughterhouses, but after researching the market, we find that the current number of slaughterhouses is 2 million – while HAGL has the resources, so we decided to start BAPI HAGL Joint Stock Company involving an experienced partner, and organize a distribution system through this Company with 5,000 points of sale, thus more profit would be generated from this company. Besides, it will move to build a sausage, ham, and half-dried pork factory for diversification of pig products.

Logistics: currently under impact due to the increase in shipping costs because of China zero covid policy, but the Company considers this temporary because China also has to change its policy according to the situation.

**3. Shareholders:** *Raising pigs involves risk of disease, how does the company prevent pigs from disease?*

**Mr. Doan Nguyen Duc:** We set strict internal regulations on absolute disinfection when entering the barn and commitment to stay in the pig farm for 4 months; after 4 months the pigs are released from the barn, then they can go out and take a leave; ON their return, they must be isolated for 5 days before being allowed to return to the barn. The current herd of sows comes to 20,000 heads and is carefully prevented from disease and now they are in normal condition. Vaccines for most of the swine disease are available. Currently, the only disease in pigs that has no vaccine is African swine fever.

As for bananas: raising 1 million pigs requires an additional 2,000 hectares of bananas. The biggest competitor today in terms of land and bananas can be , for example, Thagrico while others are extremely difficult to compete because they cannot have bananas. Because of the land fund that grows bananas on a large scale, in Vietnam, only HAGL can raise bananas on a large scale, so that is an advantage, Vietnam currently consumes 35 million pigs a year, so 1 million pigs of HAGL is nothing to it. And increasing the herd of pigs must go along with an increase in the banana area.

**4. Shareholders:** *Could you please tell us your estimate of revenue in Quarter 2? Regarding the reversal of Le Me Company due to selling GSLP to HAGL: HAGL's acquisition of LP from Le Me Company can reduce the payable to HAGL by more than 2,000 billion and can reverse the provision for HAGL itself by about 1,000 billion. Is this profit expected to be allocated for Quarter 1 or Quarter 2? And please tell us about the plan for the other tree, that is, durian?*

**Mr. Doan Nguyen Duc:** The revenue plan is built by year, so the quarterly estimate is also inaccurate. The reversal for Le Me will be in quarter 2 but the Company does not focus on this because the Company's profit is expected to be based on pure business activities, not taking into account the reversal data.

HAGL is determined to follow the path of 1 tree - 1 animal. Although, in fact, HAGL grow durian, mango, and macadamia, but because it has not been harvested, they are not included in the plan. Currently grown mainly in Laos, durian has great value and potential because it is planted in the Bolaven plateau in Parksong. At the end of this year, the harvest will be about 100 hectares, the revenue will be put in from 2023. Durian has a high value – especially in the Chinese market where the price is double that in Vietnam, and HAGL's advantage is official export because Laos has an export quota to China.

**5. Shareholders:** *Knowing that HAGL has zero corporate income tax on revenue from the agricultural sector, can you provide more details about the incentives that HAGL is enjoying?*

**Mr. Doan Nguyen Duc:** The State always gives preferential treatment to the agricultural sector to encourage development, so the agricultural sector is currently exempt from value-added tax and land tax, profit after as well as before taxes.

**6. Shareholders:** *Regarding afforestation, how many hectares have you planted? Does the company plan to rebuild the wood factory?*

**Mr. Doan Nguyen Duc:** For areas where fruit trees cannot be grown, the afforestation company - which is a large tree planting, has currently planted about 3,000 hectares, only about 1 year. Afforestation does not cost much, so it is not too expensive to worry about. As for the wood factory, we have not discussed it because it has to be planted for a few years, then definitely made known to shareholders.

**7. Shareholders:** *Regarding the IPO of 3 subsidiaries (livestock, farming, sports) submitted by the shareholders before the meeting, the Chairman, please give your opinion?*

**Mr. Doan Nguyen Duc:** This is a very good idea. The Company make a note of that and will work on it from 2023 because 202we have to focuses on handling backlogs and expanding investment.

**8. Shareholders:** *Included in the issuance plan, is 500 billion used to repay BIDV's debt, so is it possible to help solve the story of HAGL Agrico paying HAGL debt so that HAGL can repay BIDV's loan?*

**Mr. Doan Nguyen Duc:** HAGL and HAGL Agrico's secured assets are overlapping. As HAGL Agrico has been disposed, the company also wants to separate them. Currently the difference between the two parties' collateral is about 700 billion, so the company wants issue more to pay BIDV 500 billion and mortgage more assets to balance it, then HAGL Agrico will pay the debt to HAGL along with the fact that HAGL will sell the remaining 100 million HNG shares, it will repay about 4,000 billion, This is repayment before maturity because this bond will not mature until 2026.

**9. Shareholders:** *In order to encourage and motivate employees, is it possible to consider proposal that if this year's profit reaches over 1,500 billion VND from main business activities, a 20% bonus for employees should be given with this overshoot?*

**Mr. Doan Nguyen Duc:** Don't talk about this, , focus on investing instead because shareholders have not yet received dividends, maybe next year they can issue ESOPs for employees.

**10. Shareholders:** *Regarding the monthly data disclosure, it is suggested that the Company arrange to do so*

**Mr. Doan Nguyen Duc:** Will consider and plan the implementation, firstly quarterly.

**11. Shareholders:** *Why not include BAPI HAGL in HAGL's direct business plan?*

**Mr. Doan Nguyen Duc:** Since this idea was recently proposed by the partner, there is no specific plan, mainly the partner will develop a detailed plan and then the BOD will consider it.

**12. Shareholders:** *If the private placement is successful, will HAGL ensure a profit of over 3,000 billion for 2023?*

**Mr. Doan Nguyen Duc:** If it achieves 1,000,000 pigs thanks to the revenue from this issuance, a slaughter factory will be built, so the plan to sell pigs and bananas can achieve a profit of 3,000 billion VND is possible. exam.

**13. Shareholders:** *About two months ago there was a rumor of Anova cooperation – is it true? Can you, as meeting chairperson, share something about the partner acquiring this private issue?*

**Mr. Doan Nguyen Duc:** Yes, they went to Gia Lai twice to survey and meet me directly, after further discussion, we found HAGL disadvantageous, so we refused. There is now a new partner, VPBS Securities Company and Viet Cat Investment Fund (Hanoi) as buyers.

**14. Shareholders:** *I am a shareholder from the first day of HAGL, at the current stock price, I have not broken even so far. HAGL is in need of money, why not looking for an alternative to attract money such as issuing to existing shareholders, why not taking advantage of 55,000 existing shareholders? Recently, I received 4kg as giveaway to shareholders, I admit that the meat is of pork very delicious compared to others. I want to know whether the BOD is 100% confident of the plan target achieved? Why not posing a challenge for the BOD to pay dividends? In the proposal when no dividend payment is really frustrating a dividend of 5% for 2022, is quite supportive of shareholders.*

**Mr. Vo Truong Son:** Thank you very much for your opinion; however, because of accumulated losses, it is not eligible to issue to existing shareholders. At the same time, accumulated losses and commitments to BIDV in the 2016 bond conditions, make it impossible to pay dividends. The Company will try to handle it as soon as possible.

**Mr. Doan Nguyen Duc:** Actually, it is a good idea to issue shares to existing shareholders, but as required by laws, it can't be done. After eliminating accumulated losses, we'll consider paying dividends.

**15. Shareholders:** *I need an official statement that HAGL will be delisted or not? And does HAGL have a plan to protect shareholders in this case?*

**Mr. Doan Nguyen Duc:** Currently, there is no document confirming that HAGL is delisted or not, but it depends on state agencies such as the Securities Commission, the Ho Chi Minh City Stock Exchange.

**16. Shareholders:** *I remember Mr. Duc said "revenue from selling cow dung is enough to pay for employees' salary", what is the reality?*

**Mr. Doan Nguyen Duc:** That's right, 1 cow produces 8kg of wastes a day, and the whole cost is calculated precisely. But HAGL failed although cow farming earns high profit because rubber made them liquid, and if they sold any cow, the bank would collect all the debt so they couldn't re-herd, so HAGL went down until many years later.

**17. Shareholders:** *In the light of recent failures, will the Chairman's policy of 1 tree 1 animal ensure no other failure, and maintain shareholders confidence in the Company?*

**Mr. Doan Nguyen Duc:** HAGL has gone through an extremely difficult period, for 5-6 years the banks turned away from us. No one could experienced more than us, so we must be as cautious as possible in our investment. Personally, I affirm that HAGL will not fall again.

**18. Shareholders:** *Regarding the BOD members, now that you are devoting resources to crop and livestock husbandry, it needs to add more people with expertise. As for feed, is there a production plant or is it just a simple mix? As for pork, bananas are delicious, but when sold to the market, experts will evaluate the quality of meat (rate of back fat, lean, sagging) so has the company noticed this? So, does the company need to review and add a agro specialist to the BOD?*

**Mr. Doan Nguyen Duc:** The company wants to explore into the market directly with consumers' feelings, so recently it presented pork as giveaway to 1,000 shareholders to taste it directly, and in my opinion, it is the consumers themselves will be the most accurate judge.

In terms of expertise, the Company offers Mr. Dai a place in the BOD to provide professional support because of his long-year experience in the livestock feed industry. Regarding distribution, we cooperate with a 3rd party who is operating an distribution chain.

Regarding bananas, with many years of experience, HAGL is quite confident in this.

**19. Shareholders:** Does the company plan to merge Le Me company as a subsidiary, please give more details at the GMS

**Mr. Doan Nguyen Duc:** As presented at the AGM 2021, the Company had a plan to merge LP and Le Me companies, currently merged LP company. By quarter 3, after waiting for the land procedures to be completed, Le Me company will be merged.

**20. Shareholders:** Is there any restriction on private placement, and what is the limit to the transfer time?

**Mr. Doan Nguyen Duc:** The principle of issuance is to limit transfers and for partners being professional financial institutions, it is at least 1 year.

**21. Shareholders:** Can you tell me when exactly will Le Me become a subsidiary? Is the fruit tree area 10,000 hectares? More information about the crops to be planted and the harvest time, please.

**Mr. Doan Nguyen Duc:** Le Me owns land and barns in Cambodia planting fruit trees including bananas. Harvest is expected in quarter III or IV, when the legal procedures have been completed in Cambodia and then brought back to HAGL. A wide variety of fruit trees, in general, is grown, but after being gradually destroyed to grow bananas, it is possible to complete 7,000 hectares of bananas in 1-2 months, 1,000 hectares of durian, mango, and jackfruit, but the main orientation is only banana and durian. and macadamia. So later if other plants are not effective, they will not be planted.

**22. Shareholders:** Could you please tell me the orientation towards pig farming in Laos?

**Mr. Doan Nguyen Duc:** Raising pigs in Laos is easier than in Vietnam due to the small population thanks to large land bank and simpler procedures,\. According to the plan, 2 clusters are in Laos, 2 in Cambodia, the others in Vietnam.

**23. Shareholders:** Could you please tell us more about the partner who co-founded BAPI HAGL Company?

**Mr. Doan Nguyen Duc:** The partner is Dong A company in Hanoi, which has a pharmaceutical distribution chain; they will organize the distribution and consumption of HAGL products, HAGL works as a supplier. This unit will only distribute HAGL's products and not any other products.

**24. Shareholders:** Pigs and bananas are important agricultural products, then why not choosing them from the beginning?

**Mr. Doan Nguyen Duc:** Initially, when entering the agricultural field, based on the world economic situation at that time, HAGL chose rubber. As for bananas, the company has planted since 2017, We want to plant 10,000 hectares of bananas. This year it is expected to complete planting 7,000 hectares and next year another 3,000 hectares.

**25. Shareholders:** Does HAGL have any other subsidiaries? What if after Le Me merger, there are still many others?

**Mr. Doan Nguyen Duc:** HAGL Furniture Company has been separated, and hydro power no longer operated. Unlike the past, HAGL's ecosystem now has been restructured to almost only agriculture.

**26. Shareholders:** When does the company plan to sell pigs to the market. Why not selling bananas in Vietnam but export?

**Mr. Doan Nguyen Duc:** Around July, the brand will be announced when HAGL completes its registration, Currently, only selling live pigs is considered as selling normally without announcing the brand. After building the slaughterhouse, it will be sold to the market.

Bolaven bananas are currently sold in supermarkets and are sold at the highest price of VND 35,000/kg. Today, the company gives shareholders for a try, if it is delicious, it will be sold nationwide. Bananas are grown at an altitude of 1,100m above sea level, so the quality is different.

**27. Shareholders:** How does HAGL sell pigs now? Estimated specific roadmap for the consumption of 1 million pigs?

**Mr. Doan Nguyen Duc:** Currently selling only live pigs and not yet tagged HAGL. After building HAGL's slaughterhouse, our pork products will be available on the market.

Expected sales roadmap through franchising HAGL is under construction, of which some are independent and some are franchised. From July, many stores will sell pork branded HAGL brand, so slaughterhouses, whose capacity is expected to be 3,000 heads/day, have to be built in July and sell products branded BAPI.



**28. Shareholders:** The fatal disaster of banana tree is Panama disease. How does the company manage disease risks?

**Mr. Doan Nguyen Duc:** There is no cure for this disease, currently only in South America, but not found in Southeast Asia, which spread over small areas. The solution is just need to dig up and cover it, then plant a new one. solve the epidemic, so this is not a cause for concern.

**29. Shareholders:** Are bananas enough to feed pigs? And how is it exported to the Chinese market?

**Mr. Doan Nguyen Duc:** The company has sold bananas to China for 5 years on a weekly basis\_ Every Thursday bidding on the exchange, finalizing on Fridays and shipping on Sundays. The Chinese places an order and notifies the quantity. HAGL do the packing by standards and then shipping. 3 days before the goods arrive at the port, a set of documents will be sent to the buyer for them to complete the procedures and make payment. Actually HAGL has no bananas for sale, no inventory. For the Chinese market, the only problem is price, not an inventory. The company already has a good reputation in the market, so it can still sell bananas during the Covid pandemic.

In the Korean and Japanese markets, the price is contracted by year, signed once a year, with extremely high standards required, accounting for about 25% of export volume.

**30. Shareholders:** With the strategy of increasing pigs to 1 million and 2 million, will HAGL pigs be distributed nationwide or only in the South?

**Mr. Doan Nguyen Duc:** HAGL aims to distribute nationwide, to all provinces and districts. Because up to 90% of pork in Vietnam is sold in traditional markets. There are now plans to develop 5,000 stores, operated under franchising (including independent and franchised stores), which will start with the construction of a slaughterhouse of 3,000 pigs a day. .

**31. Shareholders:** I would like to ask about the pork distribution channel. Although the domestic market for pork segment is very large, does HAGL has the intention to expand the export market, because this is an important segment to expand HAGL brand name, and if it is, will slaughterhouse be built complying with the standards?

**Mr. Doan Nguyen Duc:** Slaughterhouse Will be built on a large scale, but the export market of Vietnamese pigs is not much, in particular, the Vietnamese market consumes 35 million heads a year, the consumption of 1 million HAGL pigs is no problem while HAGL pork quality is delicious. In the immediate future, pigs will focus on the domestic market, then export will be studied later. Currently, bananas are exported and pigs are sold domestically.

**32. Shareholders:** Philippines export turnover is hundreds of millions of dollars a year, can HAGL's selling price be competitive?

**Mr. Doan Nguyen Duc:** 2 years ago, the selling price of HAGL bananas was 0.5-1 USD/crate, lower than that of the Philippines, now the price is equal or even higher. The advantage is closer transportation, not to mention exporting bananas from Laos has more advantages.

**33. Shareholders:** How does the company handle banana price fluctuations?

**Mr. Doan Nguyen Duc:** Price fluctuations are everywhere, currently being avoided by managing in such a way that the price is as low as possible to cost VND 5,000 /kg, if the Chinese market is bad or the Philippines is competitive, it will be fine. not affected too much. Similarly, the cost of pigs is also managed to be the lowest so that it is not affected by market factors.

## VOTING AND VOTE COUNTING

The shareholders cast their votes on the issues in Proposals 01, 02, 03 and 04 presented at the Meeting and cast in the boxes. Voting finished, the vote counting board sealed the boxes openly, followed by counting.

### ■ TEA BREAK

The Meeting took a break.

## ANNOUNCING THE RESULTS OF VOTING ON THE ISSUES PASSED AT THE MEETING

Mr. Nguyen Tan Anh, on behalf of the Vote Counting Board announced the vote counting minutes with the following results:

### 1. Voting result

| No. | issue  | In favour (%) | Against (%) | Abstention (%) |
|-----|--|---------------|-------------|----------------|
| 1.  | Approving the Report of the BOM on the results of production, business and investment activities in 2021.          | 99.18         | 0           | 0.11           |
| 2.  | Approving the 2022 production and business plan.   | 99.16         | 0           | 0.14           |
| 3.  | Approving the investment plan for 2022.  | 99.15         | 0           | 0.14           |
| 4.  | Approving the 2022 profit distribution and remuneration plan.  | 99.00         | 0.07        | 0.23           |
| 5.  | Approval of the report of the Board of Directors.  | 98.56         | 0           | 0.73           |
| 6.  | Approved the audited financial statements for the year 2021.   | 99.06         | 0           | 0.23           |
| 7.  | Approving the selection of an auditing company for the financial statements of 2022.                               | 99.12         | 0           | 0.17           |
| 8.  | Approving the amendment of the Company's Charter.  | 96.94         | 0.06        | 2.29           |
| 9.  | Approving the transaction between the Company and related persons in 2022.   | 98.25         | 0.06        | 0.99           |
| 10. | Approving the amendment and update of the Company's business lines.  | 99.11         | 0.06        | 0.12           |
| 11. | Approving the dismissal of members of the BOD of the Company.  | 97.04         | 0           | 2.26           |
| 12. | Approving the Private Placement Plan.  | 98.53         | 0.13        | 0.63           |
| 13. | Approving the authorization for the BOD to implement the contents approved by the General Meeting of Shareholders. | 98.64         | 0.03        | 0.63           |
| 14. | Approving the Report of the BOS in 2021.   | 98.62         | 0           | 0.67           |

### 2. Kết quả biểu quyết bầu bổ sung thành viên HĐQT

| STT | Họ và tên ứng cử viên | Tổng số cổ phần bầu |
|-----|-----------------------|---------------------|
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|   |              |             |
|---|--------------|-------------|
| 1 | TRẦN VĂN DAI | 456.822.391 |
|---|--------------|-------------|

## **PASSING THE MEETING MINUTES**

- Mr. Vo Truong Son, BOD member and CEO of the Company, disclosed the full text of the meeting minutes and the resolution of the meeting.
- The GMS did not comment on amendments and supplements to the content of the minutes and the resolution of the meeting. The GMS passed the Minutes of the Meeting and the Draft Resolution of the General Meeting by 100% of the total votes of all shareholders attending the Meeting.
- The meeting ended at 12:35 on the same day.

**SECRETARY**

**CHAIRPERSON**

**DOAN THI MAI PHUONG**

**DOAN NGUYEN DUC**

**RESOLUTION**  
**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022**  
**GENERAL MEETING OF SHAREHOLDERS**  
**HOANG ANH GIA LAI JOINT STOCK COMPANY**

- Pursuant to the Enterprise Law No. 59/2020/QH14 passed by the National Assembly on 17/6/2020;
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company; (“**Company**”);
- Pursuant to the Internal Regulations on Corporate Governance;
- Pursuant to the Minutes of the 2022 Annual General Meeting of Shareholders (“**GMS**”) No. 01/22/BBHĐHĐCĐ - HAGL dated 8/4/2022

**RESOLUTION:**

**Issue 1: Passing the report of the Board Of Management on the results of the production, business operations and investments in 2021**

The GMS passed the Report of the Board of Management on the Results of the production, business operations and investments in the year 2021 with the following contents:

- 1. Net revenue:** VND 2,097 billion.
- 2. Profit after tax:** VND 128 billion
- 3. Position of investment and projects up to 31/12/2021:**
  - Fruit business segment: The total area of fruit plantation is about 10,000 ha covering 5,000 hectares of banana and other crops such as jackfruit, avocado, durian, and mango, etc.
  - Pig farming: 07 clusters of pig farms have been built with a capacity of raising about 400,000 hogs per year (each cluster of barns house 2,400 sows each of which can farrow 25 pigs per year).

**Article 2: Passing plans for business, production, investment, profit distribution and remuneration for 2022**

The GMS passed plans for business, production, investment, profit distribution and remuneration for 2022:

**1. Business plan:**

- Net revenue: 4.820 VND billion.
- Profit after tax: 1.120 VND billion.

**2. Investment plan:**

- Fruit segment: Investment in planting another 2,000 ha of banana, raising the
- Pig farming: Building 09 more clusters of barn for sows and hogs, (including 02 in Laos and 02 in Cambodia), totaling 16 clusters with a capacity of more than 1,000,000 pigs per year (each cluster for 2,400 sows and 60,000 hogs).

**3. Plans for profit distribution and remuneration:**

- Dividend: no payment

- Remuneration for the BOD, the BOS and the Secretarial board for 2022: the BOD authorized to decide and implement the remuneration for the BOD, the BOS and the Secretarial board, which will be reported at the Annual General Meeting of Shareholders 2023.

### **Article 3: Passing the BOD report**

The GMS passed the BOD report with the major contents as follows::

#### **1. BOD meetings in 2021**

In 2021, the BOD held meetings to approve issues within the authority of the BOD , with details as follows:

| <b>No.</b> | <b>Resolution No.</b> | <b>Date</b> | <b>Issue</b>  |
|------------|-----------------------|-------------|---|
| 1          | 2101/21/NQHĐQT-HAGL   | 21/01/2021  | Passing the appointment of Deputy General Director of the Company.  |
| 2          | 1103/21/NQHĐQT-HAGL   | 11/3/2021   | Passing the finalization of the last registration date to prepare the list of shareholders attending the 2021 GMS.                  |
| 3          | 2403/21/NQHĐQT-HAGL   | 24/3/2021   | Passing the cancellation of the last registration date and extending the time to convene the 2021 GMS.                              |
| 4          | 2903/21/QĐHĐQT-HAGL   | 29/3/2021   | Passing the re-appointment of the General Director.   |
| 5          | 0705/21/NQHĐQT-HAGL   | 07/5/2021   | Passing the closing of the last registration date to make a list of shareholders exercising the right to attend the 2021 GMS.       |
| 6          | 1005/21/NQHĐQT-HAGL   | 10/5/2021   | Passing the redemption of bonds before maturity issued by the Company.  |
| 7          | 0406/21/NQHĐQT-HAGL   | 04/6/2021   | Passing the postponement of the 2021 GMS.   |
| 8          | 1706/21/NQHĐQT-HAGL   | 17/6/2021   | Passing the dismissal and appointment of the secretary-cum-person in charge of corporate governance.                                |
| 9          | 2906/21/NQHĐQT-HAGL   | 29/6/2021   | Passing another postponement of the 2021 GMS and the selection of an audit company to review the 2021 interim financial statements. |
| 10         | 0607/21/NQHĐQT-HAGL   | 06/7/2021   | Passing the capital contribution to establish a subsidiary in Kon Tum province.   |
| 11         | 2207/21/NQHĐQT- HAGL  | 22/7/2021   | Passing the date to hold the GMS in 2021.   |

| No. | Resolution No.       | Date       | Issue  |
|-----|----------------------|------------|--|
| 12  | 0208/21/NQHĐQT- HAGL | 02/8/2021  | Passing the finalization of the last registration date for consultation with shareholders in writing.  |
| 13  | 1509/21/NQHĐQT- HAGL | 15/9/2021  | Passing the finalization of the last registration date to hold the 2021 GMS.   |
| 14  | 2409/21/NQHĐQT- HAGL | 24/9/2021  | Passing resignation letter from of Mr. Nguyen Van Minh, BOD member.  |
| 15  | 2710/21/NQHĐQT- HAGL | 27/10/2021 | Passing selection of an audit company to prepare the financial statements in 2021.   |
| 16  | 0212/21/NQHĐQT- HAGL | 02/12/2021 | Passing the promulgation of amendments and supplements to the Internal Regulations on corporate governance, the Regulation on operation of the BOD; and passing remuneration of members of the BOD, the BOS and the Secretarial board in 2021. |

## 2. BOD supervision of BOM activities

Pursuant to the current Charter and the Internal Regulations on governance, the BOD directed and supervised the BOM on the following activities:

- Directing the implementation of reduction for high-interest loans, structure of production and business activities, ensuring effective management and financial self-balancing in each project;
- Supervising the divestment from a Hoang Anh Gia Lai Agricultural Joint Stock Company;
- Continuing to develop the distribution system in Chinese market, initially expanding to the Japanese, Korean and Singaporean markets;
- Inspecting the management and administration of the Board of Management to comply with the best governance practices ensuring the rights and interests of shareholders, customers and employees in the Company;
- Supervising and directing the disclosure of information with the aim of ensuring explicitness, adequacy and promptness in accordance with the law;

In addition, the complicated development of the Covid-19 outbreak in 2021 has affected many industries, including production and business activities of the Company. In that circumstance, the BOD supervised and directed the BOD to promptly adjust production and business strategies to suit the situation of the Covid-19 pandemic to ensure stable operation of the Company and compliance with disease prevention and control..

On that ground, The BOD assessed that the Board of Management had closely observed and complied with the direction given by the Board of Directors; meanwhile the BOM fully complied with the functions and duties as specified in the Company Charter.

## 3. Report to the GMS on the BOD's and BOM's total remuneration in

The BOD reports to the General Meeting of Shareholders on the total income (including remuneration and salaries) of the BOD and the BOM in 2021, which is stated in Note 29 of

the audited separate financial statements 2021 and Note 34 to the Audited Consolidated Financial Statements 2021.

#### **4. Report to the GMS on the movement of capital and loans between related parties in 2021.**

The BOD reports to the GMS on the movement of capital and loans between related parties that have been carried out in 2021, which is stated in Note 29 to the audited separate Financial Statements. the 2021 consolidated financial statements and Note 34 to the Company's audited consolidated financial statements 2021.

#### **Article 4: Passing consolidated Financial Statements**

The GMS passed Financial Statements 2021 (including separate Financial Statements and audited consolidated financial statements 2021) audited by Ernst & Young Viet Nam Co. Ltd. (E&Y).

#### **Article 5: Passing selection of audit firm for 2022**

The GMS passed authorization to the BOD to select one of the following audit firms to prepare the Company's financial statements for :

- PwC Ltd., Co. (Vietnam);
- Deloitte Vietnam Ltd., Co. (Deloitte);
- Ernst & Young Vietnam Ltd., Co. (E&Y);
- KPMG Ltd., Co. (KPMG).

#### **Article 6: Amendment, supplement to the company's business lines**

The GMS passed the amendment to point a clause 4 Article 14 of the Company Charter as follows:

##### **Current content:**

*“4. The Company's transactions must be approved by the General Meeting of Shareholders:*

- b. Providing loans or guarantees to members of the Board of Directors, members of the Board of Supervision, the General Director, other managers who are not shareholders and related individuals and organizations of these subjects;*

*In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervision, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, the General Meeting of Shareholders or the BOD approved in accordance with of the company's charter;”*

##### **Content to be amended:**

*In case of providing loans or guarantees to related organizations of members of the Board of Directors, members of the Board of Supervision, General Director, other managers of which the public company and such organization are companies in the same group or companies operating under groups of companies, including parent companies - subsidiaries, economic groups, then **the General Meeting of Shareholders approves transaction of 35% or more of the total value of assets recorded in the most recent financial statement of the Company; the BOD approves transaction of less than 35% of the total value of the recorded assets. on the most recent financial statements of the Company;**”*

#### **Article 7: Transactions between the company and related persons in 2022**

The GMS passed transactions between the Company and related persons in 2022, with details as follows

1. Passing transactions between the Company and related persons according to the provisions of Clause 46, Article 4 of the Securities Law No. 54/2019/QH14 passed by the National Assembly on November 26, 2019 under the authority of the BOD in accordance with the laws and the Company Charter.
2. The BOD shall disclose information about these transactions on schedule as per laws. The BOD is responsible for reporting the transactions mentioned in this Section 1 (if any) at the nearest Annual GMS.

#### **Article 8: Passing Amendment, supplement to the company's business lines**

1. The BOD proposes to the GMS for consideration and passing the amendment, supplements to the Company's business lines appropriate to the Company's actual production and business position. (*List of the Company's amended, supplemented and updated business lines specified in the Appendix attached with this Resolution*).
2. Assigning the BOD to amend and update business lines in the Company Charter according to the amended and updated contents passed by the GMS.
3. Authorizing the BOD Chairman and the legal representative of the Company with full authority to decide on the issues related to the implementation of procedures for updating and amending the Company's business lines as required by competent State agencies

#### **Article 9: Passing dismissal of BOD member**

The GMS passed the title of BOD member with respect to Ms. Nguyen Thi Huyen's resignation letter from 08/4/2022.

#### **Article 10: Passing BOD member additionally elected**

The GMS passed BOD member additionally elected for term 2020 – 2025 composed of 01 (one) person named Tran Van Dai.

#### **Article 11: Passing Plan for private placement**

The GMS passed the Plan for private placement with details as follows:

##### **A. PLAN FOR PRIVATE PLACEMENT**

5. **Share name:** Hoang Anh Gia Lai Joint Stock Company share.
6. **Share type:** ordinary
7. **Par value:** VND 10,000 (ten thousand)/ 01 (one) stock.
8. **Purpose:** supplementing working capital to subsidiaries and making partial payment of bond principal, detailed:
  - Supplementing capital and working capital to subsidiaries:
    - o Supplementing working capital to Hung Thang Loi Gia Lai Co., Ltd for business activities, including, but not limited to, trading of agricultural materials, fruits, animal feed; and
    - o Additional capital for Gia Lai Livestock Joint Stock Company, Le Pang Livestock Joint Stock Company to invest in fruit-growing projects in Mang Yang district, Chu Se district, Dak Po district, Dak Doa district, district Chu Prong, Gia Lai province, Vietnam.
  - Partial payment of bond principal issued by the Company on December 30, 2016, bond code HAGLBOND16.26.



- 14. Total amount expected to receive from the offering:** VND 1,700,000,000,000,000 (One thousand seven hundred VND billion).
- 15. Principles of determining the offering price:** The offering price of shares is determined as the 20% discount compared to the average closing price of HAG shares in the last 15 trading sessions before the time of holding the General Meeting of Shareholders. Annual General Meeting of 2022 and rounded up to hundreds but not less than 10,000 VND/share. Accordingly, the stock offering price is determined as: 10,500 VND/share
- 16. Principles for determining the number of shares to be offered:** The specific number of shares to be offered for sale is determined by the total amount expected to be received from the offering (1,700 billion VND) divided by the specified offering price. according to the principles stated in Section 7 of Statement No. 02 and rounded down to tens of thousands. Accordingly, the number of shares offered for sale is: 161,904,760.
- 17. Method of offering:** Offering private shares to professional securities investors.
- 18. Criteria for Investor selection:** To participate in the private placement of shares of the Company, investors who are domestic or foreign organizations and individuals must be professional securities investors. Specifically in the following cases:
- Commercial banks, foreign bank branches, financial companies, insurance business organizations, securities companies, securities investment fund management companies, securities investment companies, securities investment funds securities, international financial institutions, off-budget state financial funds and state financial institutions may purchase securities in accordance with relevant laws;
  - The company has a contributed charter capital of over 100 VND billion or a listed organization or a transaction registration organization; Holders of securities practice certificates;
  - An individual holding a list of listed or registered securities with a value of at least VND 2 billion as certified by a securities company at the time that individual is identified as a specialized securities investor. Karma;
  - An individual with a taxable income of at least VND 1 billion in the latest year by the time that individual is determined to be a professional securities investor according to the tax declaration dossiers submitted to the tax authorities or documents withholding tax of paying organizations and individuals.
- 19. Number of investors:** Offered to less than 100 investors.
- 20. Time of offering:** In 2022, after the State Securities Commission (“SSC”) has approved the Company's application for a private placement of shares.
- 21. The plan for dealing with shares that have not been fully distributed:** Authorize the BOD to make full decisions on the conditions and subjects of offering the undistributed shares (if any) with the selling price not lower than the expected offering price and ensure that the total number of investors offered for this entire offering is less than 100 investors.
- 22. Authorize the BOD to make decisions on the following matters:**
- Determining the offering price and specific number of shares to be offered according to the principles of determining the offering price and the principle of determining the number of shares to be offered, approved by the General Meeting of Shareholders;
  - Identify the subject of the offering as professional securities investors;

- Searching, selecting, through a list of professional securities investors participating in the purchase of shares offered for private placement;
- Negotiate other conditions (if any) to ensure a successful issuance and bring the highest benefits to shareholders and the Company.

## **B. PLAN FOR USING THE PROCEEDS FROM THE OFFERING**

1. All the proceeds from the offering serves the following purposes:

| <b>No.</b>   | <b>Purpose</b>   | <b>Amount expected (VND)</b> | <b>Estimated reimbursement time</b> |
|--------------|--|------------------------------|-------------------------------------|
| 1            | Supplementing working capital asloans to its subsidiary, Hung Thang Loi Gia Lai Co., Ltd. to business operations, including, but not limited to, trading agricultural materials, fruits, food animal feed...   | 500,000,000,000              | 2022                                |
| 2            | Supplementing capital through loans to two subsidiaries, Gia Lai Livestock Joint Stock Company and Le Pang Cattle Joint Stock Company, to invest in fruit-growing projects in Mang Yang, Chu Se . , Dak Po , Dak Doa, Chu Prong districts, Gia Lai province, Vietnam | 700,000,000,000              | 2022                                |
| 3            | Principal repayment of bonds issued by the Company on December 30, 2016, bond code HAGLBOND16.26 ...   | 500,000,000,000              | 2022                                |
| <b>Total</b> |  | <b>1,700,000,000,000</b>     |                                     |

2. In case the stock offering does not raise enough money for the above purposes, the GMS agrees to authorize the BOD to implement plans to make up for the shortfall in capital to accomplish the above purposes as follows: the Company will mobilize other lawful capital sources (using working capital, money from the revenue of operating projects, bank loans, etc.) to ensure the implementation of the plan according to the plan
3. The BOD is authorized, based on the specific operation situation of the Company. to decide on the detailed capital use plan and modify the capital use plan, ensuring that it is appropriate to the practical needs of the Company and brings investment results for the Company. The BOD will report the adjustment of the purpose of using the proceeds from the offering (if any) at the nearest GMS.

## **C. CHARTER AMENDMENT**

Amending clause 1 Article 5 of the Company charter according to the number of shares and charter capital after completion of the offering.

## **D. AUTHORIZATION OF IMPLEMENTATION**

In addition to the above-mentioned separate authorization contents, the GMS assigns and authorizes the BOD to have full authority to consider and implement the following tasks:

- Select an issuer consulting organization (if necessary);

- Decide on the modification and supplementation of the issuance plan to ensure it is consistent with the actual situation, including but not limited to: Decide to change the offering price, change the number of shares to be offered for sale ,.. so that the company's capital mobilization is guaranteed to be successful and in accordance with the provisions of law;
- Develop in detail the plan for private placement of shares and the plan to use the proceeds from the offering including but not limited to: Deciding on the number of shares to be offered, the offering price, the number of houses. investment, the number of shares sold to each investor;
- Passing the plan to ensure the issuance of shares to meet the foreign ownership ratio;
- Select the time to launch the stock offering, the method and issues related to the stock offering after obtaining the approval of the State Securities Commission, ensuring compliance with the provisions of law;
- Carry out necessary procedures as prescribed by law and at the request of authorities to carry out the capital increase as mentioned above, including but not limited to:
  - o Give notification and obtain necessary approvals from competent state agencies for the increase of charter capital as mentioned above;
  - o increase charter capital, amending the Certificate of Business Registration with the Department of Planning and Investment after completing the share offering;
  - o Carry out necessary procedures to register for additional depository of newly issued shares at the Vietnam Securities Depository Center and register for additional trading/listing at Ho Chi Minh City Stock Exchange Ho Chi Minh City in accordance with the law;
  - o Update, amend and officially issue the revised Charter of the Company according to the corresponding changes when approved by the State Securities Commission and the competent authority to increase charter capital;
  - o Disclose information and report to competent authorities on time and in accordance with the law for the entire process of private placement;
  - o To have the right to amend, adjust, sign and issue documents and dossiers to complete the plan for private placement of shares at the request of the State Securities Commission and the State management agency so that the offering can be carried out legally, in accordance with the law, ensuring the interests of shareholders and the Company.
- Decide on the addition, modification, change, amendment of all issues and contents related to the increase of charter capital as stated in this Resolution (including decisions not yet presented in this Resolution). in this Resolution);
- Having the right to assign and re-authorize the legal representative, member of the Executive Board of the Company to sign, implement and perform the above contents to complete the private placement of shares;
- The BOD has full authority to decide and handle other arising issues related to the private placement of shares to investorsdecide and handle other arising issues related to the private placement of shares to investors.

**Article 12: Passing the authorization given to the BOD to implement the issues passed by the GMS at this Resolution.**

The GMS passed the authorization given to the BOD to proactively implement the issues passed by the GMS at this Resolution.

**Article 13: Passing the 2021 report of the Board of Supervision**

The GMS passed the 2021 report of the Board of Supervision.

**Article 14: Implementation**

1. This resolution comes into effect from the signing date.
2. BOD, BOS, BOM members and related departments undertake implementation of this Resolution./.

**FOR THE GENERAL MEETING OF SHAREHOLDERS**

**CHAIRPERSON**

**DOAN NGUYEN DUC**

## APPENDIX

### LIST OF AMENDED, UPDATED BUSINESS LINES

### HOANG ANH GIA LAI JOINT STOCK COMPANY

(Attached with Proposal No...../TTr/HĐQT-HAGL dated 08/4/2022 at the Annual General Meeting of Shareholders 2022)

| No. | Registered information |  | Amended updated information |  | Reason  |
|-----|------------------------|--|-----------------------------|--|---|
|     | Industry code          | Industry   | Industry code               | Industry   |   |
| 1.  | 4634                   | Trading local-made cigarettes  | Reducing this industry      |  | No activity   |
| 2.  | 4661                   | Wholesale of solid, liquid, gas fuels and other related products                   | Reducing this industry      |  | No activity   |
| 3.  | 7912                   | Tour operation<br>Details: inbound travel service                                  | Reducing this industry      |  | No activity   |
| 4.  | 4649                   | Wholesale of other household appliances<br>(not including pharmaceutical products) | 4649                        | Wholesale of other household appliances<br>Chi tiết: Trading beds, wardrobes, tables, chairs and similar furniture | Adjusted to suit the actual operation of the Company. |