



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

Gia Lai, 01st April, 2022

No.: 06/22/CBTT-HAGL

EXTRAORDINARY 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:

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) discloses the following information:

1. Ms. Nguyen Thi Huyen’s letter of resignation from BOD member
2. Amended, supplemented documents of GMS 2022 with the following contents:
 - Notification of nomination as additional BOD member
 - GMS 2022 agenda
 - Proposal 01 for GMS passing
 - Draft resolution of GMS 2022

These documents were published on the website of the Company on 01/04/2022 at:

<http://www.hagl.com.vn> at *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.

Recipients:

- *As above*
- *Archives*

HOANG ANH GIA LAI JOINT STOCK COMPANY

INFORMATION DISCLOSING PERSON

VO TRUONG SON

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RESIGNATION FROM BOD MEMBER

**To: - the General meeting of Shareholders of
Hoang Anh Gia Lai Joint Stock Company (“Company”);
- The Board of Directors.**

Full name: Nguyen Thi Huyen
ID card No.: Place of issue: Date of issue:

Current position: Member of the Board of Directors

I am writing this letter to notify you that I am resigning from my position as member of the Board of Directors for personal interest.

I appreciate the opportunities I have been given at the Company and your professional guidance and support. I wish you and the Company success in the future.

Yours faithfully,

Ho Chí Minh city, 31st March, 2022

Nguyen Thi Huyen

NOTIFICATION

Re: nomination of additional member to the Board of Directors for term 2020 - 2025

To: Shareholders of Hoang Anh Gia Lai Joint Stock Company

Hoang Anh Gia Lai Joint Stock Company (“**Company**”) is going to conduct the Annual General meeting of shareholders 2022 (“**GMS**”) at 08:30 on 8th April 2022.

According to the current Charter of the Company, the provisions of the Enterprise Law No. 59/2020/QH14 dated June 17, 2020, and the Securities Law No. 54/2019/QH14 dated November 26, 2019: *“the number of members of the Board of Directors of a public company must be at least 03 and not exceeding 11”*; accordingly, the number of members of the Board of Directors (“**BOD**”) of the Company is currently 05 (five) people. However, on March 31, 2022, the Company was in receipt of the resignation from BOD member of Ms. Nguyen Thi Huyen. Therefore, in order to ensure compliance with the provisions of law and the Company's Charter, the BOD would like to propose that the General Meeting of Shareholders elect 01 additional member who will serve the rest of the BOD term 2020 - 2025..

I. Criteria for BOD Members

According to the current laws and the Company charter , BOD candidate must meet the following criteria:

1. General criteria:

A BOD member must meet the following criteria:

- Not being any subject specified in Article 17.2 of Enterprise Law;
- Having professional qualifications in business administration or any business line of the company and not necessary being a shareholder of the company;
- Members of the Board of Directors can concurrently be member of BOD at only other 05 companies;
- Chairman of the Board of Directors cannot be concurrently General Director of the Company.
- Meeting other requirements as per relevant laws

2. Criteria for independent members of the Board of Directors

Besides the criteria mentioned in clause 1 above, independent members of the Board of Directors must meet the following specific requirement:

- Not being the company’s employee, the company’s subsidiary; not being the company’s employee, the company’s subsidiary for 03 consecutive years previously;
- Not receiving remuneration, salary from the company, except the allowances paid to Members of the Board of Directors as per laws;
- Not being a spouse, birth parent, adoptive parent, birth child, adopted child, or sibling of any major shareholder; manager of the company or the company’s subsidiary;
- Not being a person who directly or indirectly owns at least 01% of the total voting shares;

- Not being a person who used to be Member of the Board of Directors, Board of Supervision or for at least 05 consecutive years right before that

II. Right to nominate BOD members

According to clause 5, Article 115 of the Enterprise law and clause 4, Article 11 of the Company's Charter: "*Shareholders or groups of shareholders owning 10% or more of the total number of ordinary shares have the right to nominate candidates for the Board of Directors*".

III. Nomination information

1.1. Submission of File of nominations and candidates

If shareholders or groups of shareholders matching the conditions above wish to nominate candidates to BOD and BOS, please send file of nomination (*attached form*) at this address:

HOANG ANH GIA LAI JOINT STOCK COMPANY

Address: 15 Truong Chinh St, Phu Dong Ward, Pleiku City, Gia Lai

Tel: (+84) 269 2225 888 Fax: (+84) 269 2222 335

Email: daihoicodong@hagl.com.vn

Deadline: by 17:00 on 07 April, 2022

1.2. File of File of nominations and candidates

File of nominations and candidates comprises:

- (1) *Nomination and candidate letter (the attached form for the Meeting documents);*
- (2) *Curriculum vitae made by candidate (the attached form for the Meeting documents);*
- (3) *Valid copy of Identity Card / Citizenship Card / Passport;*
- (4) *Valid copies of the academic / professional qualification certificates of the candidates;*
- (5) *A certificate of continuous ownership of shares up to the date of the final list of shareholders, or equivalent documents of the securities company where the nominees and candidates' securities depository account is opened.*

If the deadline above is not met, the Company is not in receipt of your nomination in writing, then BOD shall nominate qualified people for the GMS to additionally elect as BOD members for term 2020 - 2025.

Gia Lai, 18 March, 2022
BOARD OF DIRECTORS
CHAIRMAN
(Signed)
DOAN NGUYEN DUC

AGENDA

OF THE 2022 ANNUAL GENERAL MEETING OF SHAREHOLDERS (“MEETING”)

Time: 08:30, Friday, 08th April, 2022

Venue: Lotus Ballroom (1st floor), 141 Nguyen Hue Blvd, District 1 - Ho Chi Minh city

No.	Item	Duration	Content	Performed by
I	Receiving and checking shareholder status	08:30 -09:00	- Receiving and checking shareholder status and shareholder registration	Shareholder Status Checking Board
II	Opening the meeting	09:00 -09:15	- Announcing the result of the check on shareholders’ status and the adequacy of conditions for conducting the Meeting	Shareholder Status Checking Board
			- Announcing the reasons for the Meeting, introducing Meeting attendees; - Introducing the agenda, and the Regulations on organization and Voting rules; - Introducing the Board of Directors (“ BOD ”) nominate Chairperson, Secretarial Board, - Introducing the Vote counting Board for GMS to pass	MC
III	Agenda and major issues	09:15 -09:25	Board of management report results of production and business activities and investment in 2021.	Board of management

No.	Item	Duration	Content	Performed by
		09:25 - 09:45	1. Report on the results of production, business operations and investments in 2021; 2. Production and business plan for 2022 3. Investment plan for 2022 4. Plan for profit distribution and appropriation to remuneration 2021; 5. Report of the Board of Directors (“BOD”); 6. audited Financial Statements 2021; 7. Selecting audit firm for 2022 Financial Statements 8. Amending the Company charter 9. Transactions between Company and related persons 10. Amending, updating the company business lines; 11. Approving BOD member’s resignation 12. Additional election of BOD members 13. Plan for private placement 14. Authorization to the BOD to implement the issues passed at the Meeting.	Mr. Vo Truong Son, BOD member and General Director
		09:45 – 09:55	BOD presented Regulations on electing the Company’s BOD member	
		9:55-10:05	Chief of the Board of Supervision (“BOS”) present proposal No.03 BOS 2020 report for the meeting to pass:	Board of Supervision
		10:05 - 10:45	- Discussion;	Chairperson
		10:45 -11:15	- Voting, vote counting. - break	Vote counting board
		11:15 -11:20	Announcing result of vote counting	Vote counting board

No.	Item	Duration	Content	Performed by
		11:20 -11:30	Announcing the Minutes and Resolution of the meeting.	BOD
IV	Closing of the Meeting	11:30	Speech to close the Meeting.	MC

***Note:** This document may be reasonably amended and presented to the General Meeting of Shareholders for review at the Meeting.*

PROPOSAL 01

To: **the 2022 Annual General Meeting of Shareholders**

The Board of Directors (“**BOD**”) Hoang Anh Gia Lai Joint Stock Company (“**Company**”) would like to propose to the Annual General Meeting of Shareholders (“**Meeting, GMS**”) for consideration and voting to pass 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 2020 with the following contents:

1. **Net revenue:** VND 2,097 bilion.
2. **Profit after tax:** bilion 127 VND.
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).

Issue 2: PLANS FOR PRODUCTION AND BUSINESS 2022

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: VND 4,820 bilion.
2. Profit after tax: VND 1,120 bilion.

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:

1. Fruit segment: Investment in planting another 2,000 ha of banana, raising the total of banana area to 7,000 ha.
2. 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:

No.	Resolution No.	Date	Issue
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 9	Passing another postponement of the 2021 GMS and the selection of an audit company to review the 2021 interim financial statements.

No.	Resolution No.	Date	Issue
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.
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 Board of Directors; 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: TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS in 2022

1. Through the signing of Contracts, transactions with a value equal to or greater than 35% or transactions leading to the total value of transactions arising within 12 months from the date of making the first transaction with value equal to or greater than 35% of the total value of assets of the Company recorded in the most recent disclosed financial statements, specifically as follows:

Contracting parties: Contracts and transactions between the Company and individuals and organizations that have relations with the Company 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 .

- Main provisions of transactions: sales and service, equipment and machinery provision Contracts,; business cooperation Contract; Construction contract; Transactions in providing loans, loans and guarantees to companies operating in groups of companies, including parent companies - subsidiaries.

- The specific value of each transaction is performed from time to time and on the basis of ensuring the interests of the Company.

2. Authorizing the BID to decide on a case-by-case basis and implement in accordance with the actual position of the Company, in compliance with the Company's Charter and relevant laws.

Issue 9: 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

Issue 10: PASSING DISMISSAL OF BOD MEMBER

On 31/3/2022, the Company was I receipt of Ms. Nguyen Thi Huyen, BOD member for personal reason. The BOD would like to present to the Meeting for consideration and passing dismissal of BOD member base on her resignation letter as follows:

- Dismissal the title of BOD member held by Ms. chức danh thành viên Hội đồng quản trị của bà Nguyen Thi Huyen;
- Time: From 08th April 2022.

Issue 11: ADDITIONAL ELECTION OF BOD MEMBER

According to the Resolution of the Annual General Meeting of Shareholders 2021 No. 2611/21/NQDHDHCD-HAGL dated 26 November, 2021; the number of the Company's BOD members is 05 (five), which does not meet the number as required after dismissal of Ms. Nguyen Thi Huyen. Therefore, in order to ensure compliance with the law and the Company's Charter, the BOD proposes that the General Meeting elect 01 additional member, for the remaining time of the 2020 – 2025 BOD term.

The list of candidates according to the Notice of nomination and candidacy for BOD members until April 8, 2022 includes:

01. Mr./Ms. :..... nominated by shareholder/ shareholder group
02. Mr./Ms. :..... nominated by shareholder/ shareholder group

ISSUE 12: AUTHORIZATION FOR THE BOD TO IMPLEMENT THE ISSUES PASSED BY VOTING

The BOD proposes to the GMS for consideration and the authorization for the BOD to proactively implement specific issues and policies passed by the GMS in this Resolution.

Note: *These documents are subject to amendment as appropriate and for the GMS comments*

**FOR THE GMS
CHAIRPERSON
DOAN NGUYEN DUC**