



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No.: 07/23/CBTT-HAGL

Gia Lai, 07 April, 2023

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 : Ms. Vo Thi My Hanh Title: Deputy General Director

Information disclosed: Documentation of 2023 Annual General Meeting of Shareholders
This information was published on the website of the Company on 07/4/2023 at:
<http://www.hagl.com.vn/> (section *Investor relation/General meeting of Shareholders*)

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

Documents attached:

1. *Notification of invitation to Annual General Meeting of Shareholders 2022 (“GMS 2022”)*;
2. *Power of Attorney to attend GMS 2023;*
3. *Agenda of GMS 2023;*
4. *Draft Regulations of holding GMS 2023;*
5. *BOD Proposal No.1;*
6. *BOS Proposal No.2;*
7. *Voting sheet at GMS 2023;*
8. *Draft GMS Resolution 2023.*

Recipients:

- *As above;*
- *Archived.*

HOANG ANH GIA LAI JOINT STOCK COMPANY
INFORMATION DISCLOSING PERSON

VO THI MY HANH

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 16/22/TB-HAGL

Gia Lai, 18th March 2022

ANNOUNCEMENT

Ref: convening the 2022 Annual General Meeting of Shareholders

- To:**
- **State Security Commission of Vietnam**
 - **Ho Chi Minh Stock Exchange**
 - **The shareholders of Hoang Anh Gia Lai Joint Stock Company**

The Board of Directors of Hoang Anh Gia Lai Joint Stock Company (“Company”) would like to announce and invite the distinguished shareholders to the 2023 Annual General Meeting of Shareholders (“**Meeting**”) with the following information:

- Time and date: 08:30, Friday, 28th April, 2023
- Venue: Lotus Ballroom (1st floor), 141 Nguyen Hue Blvd, District 1 - Ho Chi Minh city
- Participants: Shareholders of Hoang Anh Gia Lai Joint Stock Company (*stock code: HAG*) as in the list finalized on 24/3/2023 provided by Vietnam Securities Depository Center (“**VSD**”).
- Meeting agenda:
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. 2021 audited Financial Statements;
 7. Selecting audit firm for 2022 Financial Statements
 8. Transactions between Company and related persons
 9. Amending, updating the company business lines;
 10. Passing the number of BOD members
 11. Additional election of BOD members
 12. Plan for private placement
 13. Report of the Board of Supervision;
 14. Authorization to the BOD to implement the issues passed at the Meeting.

In case of being unable to attend the Meeting, Shareholders can authorize a member of the Board of Directors or another organization or individual to attend the meeting according to the Company's Power of Attorney form (attached to the Notification of Invitation).

When attending, please Shareholders/Authorized representatives of shareholders bring a Letter of invitation, ID Card/Passport, Power of Attorney (if any) for registration procedures to attend the Meeting.

Documents related to the Meeting :

- Notification of invitation and power of attorney: delivered to each shareholder at the address provided by VSD, www.hagl.com.vn (section Investor relation/ General Meeting of Shareholders) from 07/4/2023;
- Meeting agenda, voting ballots, handouts and draft GMS resolution, etc. will be published on the Company website www.hagl.com.vn (section Investor relation/General Meeting of Shareholders)

For the convenience of the Meeting arrangement, confirmation of your attendance is requested **by 17h00 on 24/11/2021** by one of these means: phone call, hoặc texting, email, to the following contacts: **Doan Thi Mai Phuong: Tel: 0914 527 499, email: daihoicodong@hagl.com.vn**; or

This announcement is issued as a replacement of Invitation letter in case it, for any reason, fails to reach you due to unclear address registered at VSD or going astray.

Best regards.

**FOR THE BOARD OF DIRECTORS
CHAIRMAN**

DOAN NGUYEN DUC



HAGL Group

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

Tel: (+84) 269 2225888 Fax: (+84) 269.2222 335

Website: www.hagl.com.vn

POWER OF ATTORNEY

To attend the 2023 Annual General Meeting of Shareholders

Hoang Anh Gia Lai Joint Stock Company (“Company”)

1. Authorizing party:

Full name of person/organization:

ID/Passport No./Certificate of business registration:.....

Issuance date: Place of issuance:.....

Permanent address/Head office:

The number of shares owned (*as at the time of final registration 24/3/2023*):.....

In words:.....

2. The authorized party:

2.1. Authorizing individual/organization:

ID/Passport No./Certificate of business registration :.....

Issuance date: Place of issuance:.....

The number of authorized shares:

In words:

.....

And/or

2.2. Authorizing 01 (one) of the following executive members of the Board of Directors (tick X in the box):

- Mr. Doan Nguyen Duc - Chairman of the Board of Directors
- Mr. Vo Truong Son - Member of the Board of Directors
- Ms. Vo Thi My Hanh - Member of Board of Directors
- Ms. Vo Thi Huyen Lan - Independent member of the Board of Directors
- Mr. Tran Van Dai - Independent member of the Board of Directors

The number of authorized shares:

In words:.....

3. Contents of authorization:

Attending the Annual General Meeting of Shareholders (“**the Meeting**”) of Hoang Anh Gia Lai Joint Stock Company to be held on 28/4/2023.

Within the scope of authorization, the authorized represent the authorizing party to vote on all the issues presented at the Meeting and their votes are equivalent to all the shares with voting

rights owned by the authorizing party on the date of closing the list of shareholders in accordance with the regulations..

The authorized party can only perform tasks within the scope of authorization and re-authorization is not permitted.

The authorizing party is fully responsible to the law for the content of this authorization and fully agrees with the whole content. The authorized Party has performed within the scope of this Power of Attorney, and the Authorizing Party commits not to make any complaints consequently after the Company uses this Power of Attorney to count the votes and pass the issues under the authority of the General Meeting of Shareholders at the Meeting.

This power of Attorney only valid for attending and voting at the annual General Meeting of Shareholders 2021 to be held on 28/4/2023 expires at the closing of the Meeting.

....., (date) 2021

Authorized Party
(Signature and full name)

Authorizing Party (*)
(Signature and full name)

Notes:

- The authorization letter must be sent to the organizer 01 day at the latest before the Meeting opens by email: daihoicodong@hagl.com.vn
 - Representative authorized to attend the Meeting please bring the invitation letter, the Power of Attorney, and ID card/passport.
- (*) Where shareholder is organization, the legal representative shall sign and seal (*not authorized or signed on behalf*).

AGENDA
OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
(“MEETING”)

Time: 08:30, Friday, 28th April, 2023

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

No.	Item	Duration	Content	Performed by
I	Receiving and checking shareholder status	08:30 -09:30	- 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	Mr. Nguyen Tan Anh, Head of 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 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.	Management

No.	Item	Duration	Content	Performed by
		09:25 – 09:50	<p>The Board of Directors (“BOD”) presents Proposal No.1 for the Meeting approval</p> <ol style="list-style-type: none"> 1.Report on the results of production, business operations and investments in 2021; 2.Production and business plan for 2023 3.Investment plan for 2023 4.Plan for profit distribution and appropriation to remuneration 2021; 5.Report of the Board of Directors (“BOD”); 6. Audited Financial Statements 2022; 7.Selecting audit firm for 2023 Financial Statements 8.Transactions between Company and related persons 9.Amending, updating the company business lines; 10. Results of the private placement 11. Report of the Board of supervisors 12. Authorization to the BOD to implement the issues passed at the Meeting. 	The Board of Directors
		09:50 - 10:00	Head of the Board of Supervisors (“ BOS ”) present proposal No.03 BOS report 2020 for the meeting to pass:	Board of Superviors
		10:00- 10:45	- Discussion;	Presiding board
		10:45 -11:15	- Voting, vote counting. - break	Vote counting board
		11:15 -11:25	Announcing result of vote counting	Vote counting board
		11:25 -11:30	Announcing the Minutes and Resolution of the meeting.	BOD
IV	Closing of the Meeting	11:30	Speech to close the Meeting.	MC

DRAFT

DRAFT REGULATION ON HOLDING THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

HOANG ANH GIA LAI JOINT STOCK COMPANY

Pursuant to:

- *Enterprise law No. 59/2020/QH14 passed by the National Assembly on 17/06/2020*
- *Securities law No. 54/2019/QH14 passed by the National Assembly on 26/11/2019*
- *Decree No. 155/2020/NĐ-CP dated 31/12/2020 on detailing and guiding the implementation of a number of articles of the Securities law approved by the Government on 31/12/2020*
- *Current Charter of Hoang Anh Gia Lai Joint Stock Company*

PART I: GENERAL REGULATIONS

Article 1: Scope of application

These regulations are applicable to the organization of the 2023 Annual General Meeting of Shareholders (“**the Meeting**”) of Hoang Anh Gia Lai Joint Stock Company (“**the company**”).

Article 2: These regulations specifically state the rights and obligations of the shareholders, the authorized representatives of shareholders, the attendees to the Meeting, conditions, procedures of conducting the Meeting and voting on issues under the authority of the Meeting.

Article 3: The shareholders, authorized representatives of shareholders and attendees to the Meeting are expected to comply with these regulations.

PART II: RIGHTS AND OBLIGATIONS OF ATTENDEES TO THE MEETING

Article 4: The shareholders’ rights and obligations

1. Conditions on attendance:
Shareholders whose names are on the list on the date of finalizing the list of shareholders (24/3/2023), provided by the Securities Depository Center, qualified for attending the Meeting or authorizing any individual, organization in writing/Power of Attorney, of which the form is attached here, to attend the meeting according to this Regulation, the Company Charter and current laws.
2. The rights of the shareholders when attending the Meeting
 - 2.1 Attending, discussing, and voting on every issue within the authority of at the General Meeting of Shareholders according to the Company charter, the Enterprise law and other relevant legal documents.
 - 2.2 Shareholders can choose to attend the Meeting in any of the following ways:

- a. Attending the Meeting in person;
 - b. Authorizing a representative in writing to attend the Meeting. A shareholder being an individual is entitled to authorize any other person in writing to attend the Meeting. An authorized representative of an organization must not further authorize another person to attend the Meeting and must not stand for the election in his/her own capacity. If a shareholder being an organization does not have an authorized representative, another person shall be authorized to attend the Meeting (*with the form of Power of Attorney as attached to the Meeting documents*)
- 2.3 The organizers of the Meeting shall publicly disclose the whole agenda of the Meeting. All the shareholders qualified for the Meeting are entitled to voice their opinions either in person or through their authorized representative. All the opinions are subject to open discussion at the Meeting within the time allowed for discussion.
- 2.4 Identification of any shareholder or his/her representative attending the Meeting is required (*ID card, passport or any other legal identity document*), and invitation letter or power of attorney (*in case of shareholder's representative*) should be presented to the Board of Shareholder Status to certify their status qualified for attending the meeting as required by laws. After shareholder status has been checked, shareholders or authorized representatives of Shareholders are entitled to receive 01 (*one*) Voting Card (*for the general voting on the procedure for conducting the General Meeting*) and Voting sheet (*for the issues proposed to the General Meeting of Shareholders for approval*). The voting sheet represents the number of voting that the Shareholders own according to the list of shareholders finalized as at 24/3/2023 provided by the Vietnam Securities Depository Center.
- 2.5 Any shareholder or authorized person arriving at the Meeting late can make registration and is entitled to voting, but the Chairperson of the Meeting will not cease the Meeting for their registration and the validity of the previous voting shall not be affected.
3. Obligations of shareholders attending the Meeting
- a. Attending in person or authorizing another to attend the Meeting as required by the company charter
 - b. Complying with these regulations
 - c. Any shareholder or his/her representative attending the Meeting must conduct registration procedures with the Organizers of the Meeting.
 - d. Participating in serious discussions in the spirit of respect, cooperation and efficiency. Do not speak up until the Chairperson invites.
 - e. Strictly abiding by the Meeting's Regulations, respecting the results of the Meeting.
 - f. In case of any questions or complaints, Shareholders or their authorized representatives should contact the Organizers for answers and/or instructions.

Article 5: Rights and obligations of the Board of Shareholder Status

1. The Board of Shareholder Status attending the Meeting was nominated by the Board of Directors and introduced to the Meeting. The Board of Shareholder Status has the following functions and duties:
 - 1.1: Check the attendance status of shareholders, authorized representatives of shareholders based on the documents they present: ID card / Passport or other legal personal certifications;

business registration certificate or equivalent legal documents; Meeting invitation; Written authorization for attending the Meeting and other documents (if any);

1.2: Release the meeting documents, voting cards and voting sheets after shareholders/authorized representatives have completed registration procedures for attending the Meeting;

1.3: Collect the results and report to the Meeting on the results of checking the status of the shareholders attending the Meeting.

2. The Board of Shareholder Status has the right to set up an assisting section to complete the task.
3. In case any attendee fails to be fully qualified to attend the Meeting, the Board is entitled to suggest the Board of Directors refuse their attendance.

Article 6: Rights and obligations of the Presiding board

1. The Board of Directors nominates Presiding Board which nominates the Secretary Board and the Vote Counting Committee for the Meeting's approval.
2. The Presiding Board comprise 01 (one) chairperson and members to chair the meeting. The Chairman of the Board of Directors shall act as chairperson
3. The decisions made by the Chairperson on the sequence, procedures and events arising outside the agenda of the Meeting are final.
4. The Chairperson performs necessary tasks to conduct the Meeting in a fair and lawful fashion by the regulations and in order according to the agenda approved and ensures that the majority of the shareholders at the Meeting voice their opinions.
5. The chairperson of the meeting has the right to postpone the meeting which adequate number of people registered to attend not exceeding 03 (three) from the tentative opening date of the meeting and may only postpone the meeting or change the venue in the following cases:
 - a. There is not enough convenient seating for all of the attendees;
 - b. Communication media, equipment fail to facilitate attending shareholders' discussion and voting;
 - c. A certain attendee disrupts the order threatening to prevent the meeting from being conducted in a fair and lawful fashion.
6. The Chairperson of the Meeting has the right to:
 - a. Request all attendees to undergo check or other reasonable legal security measures;
 - b. Request competent authorities to maintain the order of the meeting; expel those who do not obey the chairmanship of the Chairperson, intentionally disrupt the order, obstruct the normal progress of the meeting, or fail to comply with the requirements of the security check.

Article 7: Rights and obligations of the Vote Counting Committee

1. The Vote Counting Committee consist of 3 (three) members including one (01) Head and two (02) members) recommended by the Chairperson and approved by the Meeting. These members may not be shareholders, but they must not be any of the candidates for membership of the BOD or the BOS .
2. The Vote Counting Committee shall:

2.1: Undertake the vote counting while conducting shareholders' opinion and general supervision during the Meeting, ensuring the voting takes place decently, transparently and accurately

2.2: Take minutes of vote counting and announce them to the Meeting and handover the minutes and all the votes to the Chairperson of the Meeting;

2.3: The Voting Counting Committee must be honest, accurate and be responsible for the results of all the vote counting.

Article 8: Rights and obligations of the Secretarial Board

1. The Secretarial Board consists of 2 members appointed by the Chairperson and approved by the Meeting.
2. The Secretariat performs the supporting tasks as assigned by the Chairman, takes notes on the progress of the General Meeting, faithfully reflecting the agenda of the Meeting in the Minutes and prepares draft of the General Meeting's Resolution showing all the contents approved by the General Meeting.

PART III: CONDUCTING THE MEETING

Article 9: Conditions for conducting the Meeting.

The General Meeting of Shareholders can proceed when the shareholders attending own more than 50% of the total voting shares according to the list of the company's shareholders finalized on 24/3/2023 provided by the Vietnam Securities Depository.

Article 10: Method of conducting the Meeting

1. The Meeting shall discuss and vote by raising hands to approve the meeting agenda, the Vote Counting Committee and the contents of the Meeting right after all the procedures are completed so that the Meeting can be validly legitimate held.
2. The Meeting shall be respectively conducted on each issue in the Meeting agenda, which shall be discussed prior to voting to approve these issues. The voting to approve each issue in the Meeting shall be conducted in accordance with the Article 12 of this Regulation.

Article 11: Rules of speech at the General Meeting

1. A shareholder should follow the following rules if he/she wants bring forward a proposal at the Meeting
 - a. Giving comments only within the time allowed for discussion section of the Meeting.
 - b. Raising hand for the Chairperson's permission and speak only after being permitted by the Chairperson. Only one shareholder can speak at a specific time.
 - c. The content of the proposal must be consistent with the contents being discussed at the Meeting
 - d. If more than one shareholder would like to speak at the same time, the Chairperson will invite them to speak in turn.
 - e. The Chairperson has the right to interrupt the shareholder's speech if necessary.
2. Shareholders' suggestions should ensure the following conditions:
 - a. Be concise and clear. In case of complicated a suggestion that needs time to present, the shareholder may send them to the Company in writing 03 working days prior to the Meeting date.
 - b. Do not re-state issues already mentioned before.

- c. No personal criticism; words must be culturally appropriate, standard and polite.
- d. Suggestions must not violate the law, not related to personal matters or go beyond the Meeting's authority.

Article 12: Passing Resolutions of the Meeting

1. Shareholders can vote to pass the issues by these methods:
 - a. Directly voting in the meeting with Voting ballots.
 - b. Appointing authorized representatives to attend the Meeting, then the authorized representatives shall vote on the shareholders' behalf.
2. All issues in the agenda approved by the General Meeting of Shareholders must be voted on at the Meeting by secret ballot.
3. Passing Resolutions of the Meeting
 - 3.1 Except for the contents specified at Point 3.2 of this Clause, other issues shall be approved by the General Meeting when at least 50% of the total voting shares of the attending shareholders are approved.
 - 3.2 The following issues shall only be approved by the General Meeting when at least 65% of the total voting shares of the attending shareholders are approved:
 - a. Type of shares and number of shares offered for sale;
 - b. Changing business lines;
 - c. Changing the organizational structure of the Company administration;
 - d. Investment or disposal of assets valued equal to or greater than 35% of the total asset value recorded in the latest audited financial statements;
 - e. Reorganization and dissolution of the Company.
4. Voting method:
 - a. Voting to approve the issues at the Meeting must be implemented by ballot casting
 - b. Shareholders vote on each issue by marking ("X") in the box "Agree", "Do not agree", or "abstention" corresponding to each issue on the Voting ballot.

Article 13: Resolution and Minutes of the Meeting.

1. All of the agenda items and events at the Meeting must be recorded in the Meeting Minutes by the Secretarial board. The Minutes and the Draft of Resolution of the Meeting must be openly read to the Meeting to be approved by voting prior to the closing of the Meeting.
2. The Minutes and the Resolution of the Meeting and relevant documents attached with the notification of invitation shall be filed at the company head office as required. The Minutes and the Resolution of the Meeting shall be published on the company's website which are disclosed as per law.

PART IV: IMPLEMENTATION PROVISION.

Article 14: In case the General Meeting of Shareholders fails to take place

1. If the first General Meeting of Shareholders fails to meet the conditions stipulated in Article 9 of this Regulation, notification of the second Meeting must be served within 30 days from the date the first Meeting is scheduled to open. A second meeting of the General Meeting of

Shareholders shall be held if the number of shareholders attending the meeting represents at least 33% of the voting shares.

2. If the second Meeting fails to take place in accordance with the Clause 1 of this Article, , notification of the third Meeting must be served within 20 days from the date the second Meeting is scheduled to open. In this case, the General Meeting of Shareholders shall be held regardless of the total number of voting shares of the shareholders attending the Meeting.

Article 15: Enforcement provision

1. This regulation consists of 4 (*four*) parts and 15 (*fifteen*) articles passed by the Meeting on 28 April 2023 and come into effect immediately so that the Annual General Meeting can be conducted.
2. The Chairperson is responsible for presiding over the Meeting under this regulation.
3. Shareholders or their authorized representatives and other attendees are obliged to comply with this regulation.

Ho Chi Minh city, 28th April, 2023

**FOR AND ON BEHALF OF
GENERAL MEETING OF SHAREHOLDERS
CHAIRPERSON**

DOAN NGUYEN DUC

No.:01/TTr/HĐQT - HAGL

Ho Chi Minh city, 28th April, 2023

PROPOSAL 01

To: **the 2023 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: PASSING THE REPORT OF THE BOARD OF MANAGEMENT ON THE RESULTS OF THE PRODUCTION, BUSINESS OPERATIONS AND INVESTMENTS IN 2022

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 5,111billion.
2. **Profit after tax:** VND 1,125 billion.
3. **Position of investment and projects up to 31/12/2022:**
 - Fruit business segment: The total area of fruit plantation is about 7,000 ha
 - Pig farming: 10 clusters of pig farms have been built with a capacity of raising about 600,000 hogs per year (each cluster of barns house 2,400 sows each of which can farrow 25 pigs per year).

Issue 2: PASSING PLANS FOR PRODUCTION AND BUSINESS 2023

The BOD proposes to the GMS for consideration and passing kế hoạch sản xuất kinh doanh năm 2023, with the major contents set as follows:

1. Net revenue: VND 5.120 billion.
2. Profit after tax: VND 1,130 billion.

Issue 3: INVESTMENT PLAN FOR 2023

The BOD proposes to the GMS for consideration and passing the plans for production and business for 2023, with the major contents set as follows:

1. Fruit segment: Maintaining 7,000 ha of banana.
2. Pig farming: Maintaining a scale of 10 cluster of barns with a capacity of raising about 600,000 hogs per year.

Issue 4: PLANS FOR PROFIT DISTRIBUTION AND REMUNERATION 2023

The BOD proposes to the GMS for consideration and passing the profit distribution and remuneration plans 2023, with the major contents set as follows:

1. Dividend: no payment
2. Remuneration for the BOD, the BOS and the Secretarial board in 2023: authorizing the Board of Directors to decide and perform the remuneration the BOD, the BOS and the Secretarial board 2023 which shall be reported to the GMS 2024.

Issue 5: BOD REPORT

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

1. BOD meetings in 2022

In 2022, the BOD held meetings to approve issues within the authority of the BOD , with details as follows:

No.	Resolution No.	Date	Issue	Approving rate
1.	0701/22/NQHĐQT- HAGL	07/01/2022	Approving the Company's Internal Audit Regulations.	100%
2.	1101/22/NQHĐQT- HAGL	11/01/2022	Approving the results of production, business and investment activities in 2021; Approving the orientation of key tasks in 2022, the target of the 2022 production, business and investment plan for proposal and consultation at the 2022 Annual General Meeting of Shareholders.	100%
3.	01/22/NQHĐQT- HAGL	21/01/2022	Approving the additional appointment of Ms. Ho Thi My Loan to the position of Company Secretary from 21/01/2022.	100%
4.	02/22/NQHĐQT- HAGL	23/02/2022	Approving the last registration date to prepare a list of shareholders exercising the right to attend the 2022 Annual General Meeting of Shareholders.	100%
5.	03/22/NQHĐQT- HAGL	14/3/2022	Approving the guarantee for Hung Thang Loi Gia Lai Co., Ltd to take out loan at Vietnam Prosperity Commercial Joint Stock Bank.	100%
6.	04/22/NQHĐQT- HAGL	29/3/2022	Approving the receipt of shares transferred from Lo Pang Cattle Joint Stock Company.	100%
7.	0904/22/NQHĐQT-HAGL	09/4/2022	Approving the policy on the Company's signing and realizing contracts/transactions with related persons on pursuant to the Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQDHDCD-HAGL dated 08/4/2022.	100%
8.	05/22/NQ.HĐQT/HAGL	14/4/2022	Approving the detailed implementation of the plan for offering private placement of shares according to the Resolution of the 2022 Annual General Meeting of Shareholders dated 08/4/2022.	100%
9.	06/22/NQ.HĐQT/HAGL	14/4/2022	Approving the content to ensure the private placement of shares not exceeding the foreign ownership ratio.	100%
10.	07/22/NQHĐQT- HAGL	22/4/2022	Approving the list of professional securities investors expected to be offered.	100%

No.	Resolution No.	Date	Issue	Approving rate
11	08/22/NQHĐQT- HAGL	25/4/2022	Approving the selection of Ernst & Young Vietnam Co., Ltd. as the audit unit to audit/review the Company's 2022 financial statements and approve the remuneration of the members of the BOD, the BOS and the Secretariat in 2022.	100%
12	0505/22/NQ-HĐQT	05/5/2022	Approving the plan for financing Gia Lai Livestock Joint Stock Company in 2022.	100%
13	09/22/NQHĐQT- HAGL	25/5/2022	Approving capital contribution to establish BAPI Hoang Anh Gia Lai Joint Stock Company	100%
14	1066_/22/NQ.HĐQT/HAGL	10/6/2022	Approving the adjustment and supplementation of the registration file for the private placement of shares in 2022.	100%
15.	1006_2/22/NQ.HĐQT/HAGL	10/6/2022	Approving the implementation of the plan to increase the charter capital, the plan to the proceeds earned from the offering, the plan to ensure the issued shares complying with the regulations on foreign ownership ratio and a number of related issues;	100%
16.	11/22/NQHĐQT- HAGL	18/7/2022	Approving the supplement of registration file for private placement of shares in 2022.	100%
17.	12/22/NQHĐQT- HAGL	22/7/2022	Approving the guarantee for all debt repayment obligations of Hung Thang Loi Gia Lai Co., Ltd at Saigon Thuong Tin Commercial Joint Stock Bank - Gia Lai Branch.	100%
18.	13/22/NQHĐQT- HAGL	24/8/2022	Approving the content and approving the signing of the Agreement of Commitment between the Company and Hoang Anh Gia Lai Agricultural Joint Stock Company and the Joint Stock Commercial Bank for Investment and Development of Vietnam.	100%
19.	14/22/NQHĐQT- HAGL	05/9/2022	Approving the guarantee for all debt obligations of Hung Thang Loi Gia Lai Co., Ltd at Vietnam Prosperity Commercial Joint Stock Bank.	100%
20.	15/22/NQHĐQT- HAGL	22/9/2022	Approving the suspension of registration file for private placement of the Company shares submitted to the SSC.	100%
21.	16/22/NQHĐQT- HAGL	22/9/2022	Repayment of a portion of bond principal issued on 30/12/2016.	100%
22.			Approving the continued implementation of the plan of private placement of shares	

No.	Resolution No.	Date	Issue	Approving rate
	17/22/NQ.HĐQT/HAGL	26/9/2022	to increase charter capital, adjusting the use plan for proceeds earned from the offering, the list of professional securities investors expected to be offered for sale, the plan to ensure the issuance of shares meeting the regulations on foreign ownership ratio and a number of related issues;	100%
23.	18/22/NQ.HĐQT/HAGL	26/9/2022	Approving the application file for private placement of shares in 2022.	100%
24.	19/22/NQ.HĐQT/HAGL	14/10/2022	Approving the application file for private placement of shares in 2022.	100%
25.	20/22/NQHĐQT- HAGL	14/10/2022	Approving the loan guarantee of individuals at Tien Phong Commercial Joint Stock Bank.	100%
26.	21/22/NQHĐQT- HAGL	15/10/2022	Approving the guarantee for all credit obligations of Lo Pang Livestock Joint Stock Company at Tien Phong Commercial Joint Stock Bank.	100%

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:

- Implementing flexible business and production plans to adapt to changes in the macro situation in the country and the world, in order to alleviate the pressure of inflation and tight credit conditions;
- Concentrating all resources on two core segments of livestock and farming;
- Implementing procedures related to the transfer of shares of Le Pang Cattle JSC and capital contribution to establish BAPI Hoang Anh Gia Lai JSC;
- Completing the divestment from Hoang Anh Gia Lai Agricultural JSC, considerably reducing bank loan balance and interest expenses;
- Implementing the private placement of shares approved by the 2022 Annual General Meeting of Shareholders;
- Examining 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;

Therefore, 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 on the BOD's and BOM's total remuneration in 2022

The GMS pass the BOD reports on the total income (including remuneration and other benefits) of the BOD and the BOM in 2022 as follows.

VND'000

No.	Name	Position	Income
1	Mr. Doan Nguyen Duc	BOD chairman	2,574,084
2	Mr. Vo Truong Son	BOD member & CEO	2,129,349
3	Ms. Vo Thi My Hanh	BOD member & Deputy CEO	1,547,330
4	Ms. Vo Thi Huyen Lan	Independent BOD member	256,500
5	Mr. Tran Van Dai	Independent BOD member	108,000
6	Ms. Ho Thi Kim Chi	Deputy CEO	1,271,810
	Total		7,887,073

4. Report to the GMS on the contracts, transactions between the Company and related persons

In 2022 thr BOD passed the transactions between the company and its related persons are as follows:

No.	Organization/individual	Relation with the company	Owner's Certificate number, date and place of issue	Head office/ Contact address	Time of transaction	Resolution/ Decision No. of GMS/ BOD passed (if any)	Quantity, total value of transaction	Note
1	Gia Lai Livestock JSC	Subsidiary and related organizations of Ms. Ms. Ho Thi Kim Chi	5900988952, date of issue: 03/06/2014, place of issue: Gia Lai Department of planning and investment	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	28/3/2022		- Lending + Value: VND'000 20,000,000	
2	Lo Pang Livestock JSC	Subsidiary since 31/3/2022	5901147416, date of issue: 19/06/2020, place of issue: Gia Lai Department of planning and investment		27/01/2022	GMS Resolution No. 01/22/NQĐHĐCĐ – HAGL and BOD Resolution No. 0904/22/NQHĐQT - HAGL	- Lending + Value: VND 20,300,000 thousand	<i>Not being a subsidiary at the time of loan making</i>
3	Hung Thang Loi Gia Lai Ltd., Co.	Subsidiary and related organizations of Ms. Vo Thi My Hanh	5901046432, date of issue: 12/10/2016, place of issue: Gia Lai Department of planning and investment		15/10/2022	BOD Resolution No. 21/22/NQHĐQT-HAGL dated 15/10/2022	- Loan Guarantee: + Value: VND'000 300,000,000	
					16/2/2022	GMS Resolution No. 01/22/NQĐHĐCĐ - HAGL and BOD Resolution No. 0904/22/NQHĐQT - HAGL	- Lending: + Value: VND'000 859,450,770	
					14/3/2022	BOD Resolution No 03/22/NQHĐQT-HAGL	- Loan Guarantee: + Value: VND'000 400,000,000	
				22/7/2022	BOD Resolution No 12/22/NQHĐQT-HAGL	- Loan Guarantee: + Value: VND'000 500,000,000		
4	Hoang Anh Gia Lai Agriculture JSC	Related organization of Mr. Doan Nguyen Duc	5900712753, date of issue: 26/05/2010, Place of issue: Gia Lai Department of Planning and Investment	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	24/8/2022	BOD Resolution No 13/22/NQHĐQT-HAGL	Agreement between the Company and Hoang Anh Gia Lai Agriculture JSC and BIDV	

5. Assessment of Independent BOD members.

5.1 Operation of Independent BOD members

The company currently has 02/05 members who are independent members of the Board of Directors, ensuring the number in compliance with the Enterprise Law and Decree 155/2020/ND-CP. In 2022, the BOD independent members fully attended the BOD meetings together reviewing, discussing and deciding the issues raised at each meeting. As independent members they gave their opinions and contributed expertise in investment, production and business activities and improved the quality of corporate governance. In the context of economic difficulties and challenges in 2022, the independent BOD members actively coordinated with other members of the Board of Directors to direct the Board of Management to accomplish the revenue and profit targets set by the Board of Directors approved by the 2022 Annual General Meeting of Shareholders, making an important contribution to the development of the Company, bringing great benefits to shareholders and stakeholders.

5.2 Results of the independent members' assessment on the activities of the Board of Directors

- BOD Meetings were convened and held in accordance with the sequence and procedures specified in the Company's Charter, Internal Regulations on Corporate Governance and Operation Regulations of the Board of Directors. Invitation letters and documents of the meeting shall be sent to members of the BOD and members of the Board of Supervisors at least 03 working days before the meeting. Based on the actual situation, the Chairman of the BOD conducts the meeting in an appropriate fashion to ensure that the BOD the attending the meeting meet the rate prescribed by law and the Company's Charter. The meeting issues was thoroughly and carefully discussed, counter-argued and evaluated by the BOD members. Voting and approving resolutions of the BOD are carried out in accordance with regulations, under the supervision of the Board of Supervisors. In general, the meetings of the BOD achieved high efficiency, promptly decided on urgent issues in the operation of the Company.

- In 2022, the BOD members actively coordinated with the independent members of the BOD to direct the BOM to accomplish the revenue and profit plan targets approved by the 2022 Annual General Meeting of Shareholders, making important contributions. to the development of the Company, bringing great benefits to shareholders and related parties, for the best interests of the Company.

- The BOD has closely observed the BOD, regularly and timely supervised and directed. In addition, the Board of Management has grasped and follow the BOD steering, fully performing its functions and duties in accordance with the law and the Company's Charter.

Issue 6: AUDITED CONSOLIDATED FINANCIAL STATEMENTS 2022

The BOD proposes to the GMS for consideration and passing Financial Statements 2022 (including separate Financial Statements and audited consolidated financial statements 2022) audited by Ernst & Young Viet Nam Co. Ltd. (E&Y).

Issue 7: SELECTION OF AUDIT FIRM FOR 2023

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 2023:

- 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 2023

The BOD proposes to the GMS for consideration and passing transactions between the Company and related persons in 2023, with details as follows:

1. Approving transactions between the Company and related persons in accordance with the Clause 46, Article 4 of the Securities Law No. 54/2019/QH14 approved by the National Assembly on 2/11/2019 under the authority of the Board of Directors in accordance with the law and Company charter.
2. The Board of Directors makes timely information disclosure about these transactions and in accordance with the law. It is the duty of the Board of Directors to report the transactions mentioned in this Section 1 (if any) at the nearest Annual General Meeting of Shareholders.

Issue 9: Amendment, supplement to the company's business lines

	After amendment
(3512) Truyền tải và phân phối điện	(3512) Electric power transmission and distribution (Except for transmitting and regulating of the national power system; construction and operation of multi-purpose hydroelectricity and nuclear power is of particularly important socio-economic significance)
(6810) Trading in real estate, land use rights belonging to owners, user or lessee. Details: Real estate business; warehouse lease	(6810) Trading in real estate, land use rights belonging to owners, user or lessee. Details: Real estate business; warehouse lease (Except for investment in building infrastructure of cemeteries and graveyards to transfer land use rights attached with land)

FOR THE BOARD OF DIRECTORS

CHAIRMAN

DOAN NGUYEN DUC



No.:01/TTr/HĐQT - HAGL

Ho Chi Minh city, 28th April, 2023

PROPOSAL 01To: **the 2023 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 Report of the Board of Supervisors (“**BOS**”) 2022 with the following major issues:

I. MEMBERS AND BOS MEETINGS:**1. Information about BOS members:**

No.	Member	Position	Ownership of voting shares (31/12/2022)
1	Ms. Do Tran Thuy Trang	Head	0.00% (Elected as BOS member on 26/06/2020 and BOS Head on 02/07/2020)
2	Mr. Le Hong Phong	Member	0.00% (Elected as BOS member on 26/06/2020)
3	Mr. Pham Ngoc Chau	Member	0.00% (Elected as BOS member on 26/06/2020)

2. BOS meetings

No.	Minutes No.	Date of minutes	Attendance	Agenda	Rate of passing
1	01/2022/ BB-BKS	22/03/2022	3/3	Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2021. Reviewing the Consolidated Financial Statements 2021.	100%
2	02/2022/ BB-BKS	25/04/2022	3/3	Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2022. Reviewing the Consolidated Financial Statements for the first quarter of 2022.	100%
3	03/2022/ BB-	29/07/2022	3/3	Supervising the	100%

	BKS			implementation of the Resolution of the 2022 Annual General Meeting of Shareholders. Reviewing the Interim Consolidated Financial Statements of the first 6 months of 2022.	
4	04/2022/ BB-BKS	26/10/2022	3/3	Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2022. Reviewing the consolidated financial statements of the first 9 months of 2022.	100%

3. The total income of BOS members in 2022

The total income ((including remuneration and other benefits)) of BOS members in 2022 presented in detail in Note 28 of the audited separate financial statements and Note 33 of the Company's audited consolidated financial statements 2022.

II. BOS OPERATION

Performing the tasks as prescribed in the Company's Charter and Operational Regulations of the Board of Supervisors, in 2022, the Board of Supervisors supervised the Board of Directors ("BOD") and the Board of Management ("BOM"). through:

- Attending quarterly and, as requested, BOD meetings, thereby catching up with the actual business position, participating in questioning and giving opinions to the BOD in making decisions and achieving the targets approved by the General Meeting of Shareholders;
- Monitoring the implementation progress of the plans set out in the Resolution of the Annual General Meeting of Shareholders;
- Assessing the information in the Group's quarterly, 6-monthly and annual financial statements presented truthfully, reasonably in accordance with current regulations;
- Supervising the Group's information disclosure in accordance with the provisions of the Securities Law and relevant legal documents.

III. RESULTS OF THE BOS OPERATION

1. Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2022

During the year, the Group implemented the Resolution approved by General Meeting of Shareholders 2022 specifically:

- Regarding the results of private placement of shares (*results will be kept updated by the time limit prescribed by law*);
- Completing the amendment and supplementation of the Company's Charter;
- Business results in 2022: In the context of unfavorable economic movements in the world and in the country in 2022, the BOD and the BOM made great efforts to accomplish the approved revenue and profit plan passed in the Resolution of the General Meeting of Shareholders in 2022. Specifically, net revenue reached VND 5,111 billion, exceeding 14% of the plan. Profit after tax reached 1,125 billion VND, reaching the set plan.
- Profit distribution plan for 2022: Since in the financial statements 2022 there are still accumulated losses, priority is given, from the profit in 2022, to offsetting against with the losses of previous years, thus no profits distributed.

2. Examination of financial position in 2022

The BOS coordinated with the Group's Accounting Department in discussing the nature and scope of the audit with the Group's accounting department, setting up working processes with the independent audit and other important issues within the Group's internal control. Accordingly, the BOS actively participated in the quarterly, interim and year-end financial statements issuance process. The BOS reviewed and analyzed the movements of material items in the financial statements and informed the results of the review to the BOD of which emphasis of matter is as follows:

As at 31 December 2022, the Group had an accumulated loss of VND'000 3,341,007,157 . In addition, as of this date, the Group's current liabilities exceeded current assets by VND'000 1,179,502,574. In addition, as of that date, the Group was also in violation of certain loan and bond covenants. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern

As explained by the BOM, the Group has prepared projected cash flows for the next 12 months which is expected to be generated from the disposal of its financial investments, collection of debts from borrowers and cash inflows from ongoing projects. The Group is also negotiating with lenders to amend some breached terms and conditions in loan contracts. Accordingly, the Group is able to settle on due payables and continue to operate in the next reporting period. Based on this, the management prepared the consolidated financial statements on a going concern basis.

In addition to the above-mentioned issues, the BOS assessed that the quarterly, 6-monthly financial statements and annual financial statements give a true and fair view and in accordance with the statutory requirements

3. Supervision of the BOD and the BOM operations

In 2022, the BOS attended BOD quarterly and as-requested meetings, whereby the Supervisory Board catch up with the actual business position and the implementation of the targets approved by the General Meeting of Shareholders. .

The BOS also supervised the BOM operation through close and regular coordination in the Group's planning, business and investment activities. From the results of the audits, the BOS put forward many suggestions for the BOM to improve the management system, accounting system and internal control.

4. Assessment of BOS coordination with BOD and BOM

During the supervision of the Company's activities, the BOS was provided information in time by the BOD and the BOM and other managers as required, facilitating the BOS tasks.

There are no requests for examination or complaints from Shareholders

5. Selecting independent audit unit

The BOS informed the BOD of the procedures to submit to the General Meeting of Shareholders for approving selection of an independent auditing company for the fiscal year 2023 in the nearest General Meeting of Shareholders.

IV. BOD operation plan for 2023

In order to carry out the tasks of the BOS in accordance with the provisions of the Enterprise Law, the Company's Charter and the BOS Operation Regulations, the BOS tentative operation plan in 2023 is as follows:

1. Supervising the observance of the Charter and Resolutions of the General Meeting of Shareholders;
2. Supervising the BOD and the BOM management and operation of the Group;
3. Examining and assessing the quarterly, interim and yearly financial statements;
4. Examining and supervising the Group's implementation of business plan in 2023;
5. Other issues.

**FOR THE BOARD OF SUPERVISORS
HEAD**

(signed)

ĐỖ TRẦN THÙY TRANG



HAGL Group

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

Tel: (+84) 269 2225888 Fax: (+84) 269.2222 335

Website: www.hagl.com.vn Abstention

VOTING SHEET

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023 (GMS)

HOANG ANH GIA LAI JOINT STOCK COMPANY

Shareholder's full name:

Shareholder code:.....

Number of shares owned and/or authorized:.....S

After having a clear understanding of the BOD's ("**BOD**") and the BOS ("**BOS**")'s proposals presented at the Meeting I would like to give my votes on the related issues as follows:

Issue 1: Passing the report of the Board of Management on business and investment results in 2023

Agree Disagree Abstention

Issue 2: Passing the plan for production and business for 2023

Agree Disagree Abstention

Issue 3: Passing investment plans for 2023

Agree Disagree Abstention

Issue 4: Passing plans for profit distribution and remuneration 2023

Agree Disagree Abstention

Issue 5: Passing the BOD report

Agree Disagree Abstention

Issue 6 Passing the audited financial statements 2022

Agree Disagree Abstention

Issue 7: Passing selection of audit firm for 2023 Financial Statements

Agree Disagree Abstention

Issue 8: Passing transactions between Company and related persons in 2023

Tán thành Disagree Abstention

Issue 9: Passing the amendments, and updating of the Company's business lines

Agree Disagree Abstention

Issue 10: Passing plan for private placement

Agree Disagree Abstention

Issue 11: Passing the authorization to the BOD to implement the issues passed by the Meeting

Agree Disagree Abstention

Issue 12: Passing the 2022 report of the Board of Supervisors

Agree Disagree Abstention

Issue 13:

Agree Disagree Abstention

Gia Lai, 28 April 2023
Shareholder/Authorized person
(Signature and full name)

.....

Note:

- Shareholders mark "X" in one of the boxes "Agree" or "Disagree" or "Abstention" in respective issue to be voted;
- Thos voting sheet is valid only at the General Meeting of Shareholders 2022 of Hoang Anh Gia Lai JSC held on 28/4/2023.

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

- Pursuant to the Enterprise Law No. 59/2022/QH14 passed by the National Assembly on 17/6/2022;
- 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 2023 Annual General Meeting of Shareholders (“**GMS**”) No. 01/23/BBHĐHĐCĐ - HAGL dated 28/4/2023.

RESOLUTION:**Article 1: Passing the Report of the Board of Directors (“the BOD”) on the Results of the production, business operations and investments in 2022**

The GMS passed the Report on the Results of the production, business operations and investments in the year 2022 with the following contents:

4. **Net revenue:** VND 5,111 billion.
5. **Profit after tax:** VND 1,125 billion.
6. **Position of investment and projects up to 31/12/2022:**
 - Fruit business segment: The total area of fruit plantation is about 7,000 ha
 - Pig farming: 10 clusters of pig farms have been built with a capacity of raising about 600,000 hogs per year (each cluster of barns house 2,400 sows each of which can farrow 25 pigs per year).

Article 2: Passing the plans for production and business, profit distribution and remuneration 2023

The GMS passed the production and trading, profit distribution and remuneration plans for the 2023 with the major contents set as follows:

1. Business plan:

3. Net revenue: VND 5,120 billion
4. Profit after tax: VND 1,130 billion

2. Investment plan:

- Fruit segment: Maintaining 7,000 ha of banana.
- Pig farming: Maintaining a scale of 10 cluster of barns with a capacity of raising about 600,000 hogs per year.

3. The plans for profit distribution and remuneration 2023:

- Dividend: no payment
- Remuneration for the BOD, the BOS and the Secretarial Board 2023: authorizing the BOD to decide and implement the appropriation the remuneration for the BOD, the BOS and the Secretarial Board in 2023 which will be reported to the 2024 Annual General Meeting of Shareholders.

Article 3: Passing BOD report

The GMS passed the investment plan for 2023, with the major contents as follows:

3. Livestock: The Company plans by the end of 2023 to complete the entire barn system for raising 15,000 breeding sows in 2022 and 300,000 hogs per year.
4. Fruits: The Company will make further investment to maintain about 10,000 hectares of trees, including bananas and other fruit trees. Particularly for banana trees, so far the Company has basically invested in planting 5,000 hectares in Vietnam, Laos and Cambodia. Average harvest of banana is expected to reach 50 tons/hectare from 2022.

Orientation of the Company: towards the two key sectors mentioned above; in the meantime a number of other auxiliary sectors are remained to take advantage of production materials.

Article 4: Passing the BOD report

The GMS passed the BOD report covering the following issues:

1. BOD meetings in 2022

In 2022, the BOD held meetings to approve issues within the authority of the BOD , with details as follows:

No.	Resolution No.	Date	Issue	Approving rate
1.	0701/22/NQHĐQT- HAGL	07/01/2022	Approving the Company's Internal Audit Regulations.	100%
2.	1101/22/NQHĐQT- HAGL	11/01/2022	Approving the results of production, business and investment activities in 2021; Approving the orientation of key tasks in 2022, the target of the 2022 production, business and investment plan for proposal and consultation at the 2022 Annual General Meeting of Shareholders.	100%
3.	01/22/NQHĐQT- HAGL	21/01/2022	Approving the additional appointment of Ms. Ho Thi My Loan to the position of Company Secretary from 21/01/2022.	100%
4.	02/22/NQHĐQT- HAGL	23/02/2022	Approving the last registration date to prepare a list of shareholders exercising the right to attend the 2022 Annual General Meeting of Shareholders.	100%

No.	Resolution No.	Date	Issue	Approving rate
5.	03/22/NQHĐQT- HAGL	14/3/2022	Approving the guarantee for Hung Thang Loi Gia Lai Co., Ltd to take out loan at Vietnam Prosperity Commercial Joint Stock Bank.	100%
6.	04/22/NQHĐQT- HAGL	29/3/2022	Approving the receipt of shares transferred from Lo Pang Cattle Joint Stock Company.	100%
7.	0904/22/NQHĐQT-HAGL	09/4/2022	Approving the policy on the Company's signing and realizing contracts/transactions with related persons on pursuant to the Resolution of the 2022 Annual General Meeting of Shareholders No. 01/22/NQDHDCD-HAGL dated 08/4/2022.	100%
8.	05/22/NQ.HĐQT/HAGL	14/4/2022	Approving the detailed implementation of the plan for offering private placement of shares according to the Resolution of the 2022 Annual General Meeting of Shareholders dated 08/4/2022.	100%
9.	06/22/NQ.HĐQT/HAGL	14/4/2022	Approving the content to ensure the private placement of shares not exceeding the foreign ownership ratio.	100%
10.	07/22/NQHĐQT- HAGL	22/4/2022	Approving the list of professional securities investors expected to be offered.	100%
11	08/22/NQHĐQT- HAGL	25/4/2022	Approving the selection of Ernst & Young Vietnam Co., Ltd. as the audit unit to audit/review the Company's 2022 financial statements and approve the remuneration of the members of the BOD, the BOS and the Secretariat in 2022.	100%
12	0505/22/NQ-HĐQT	05/5/2022	Approving the plan for financing Gia Lai Livestock Joint Stock Company in 2022.	100%
13	09/22/NQHĐQT- HAGL	25/5/2022	Approving capital contribution to establish BAPI Hoang Anh Gia Lai Joint Stock Company	100%
14	1066_/22/NQ.HĐQT/HAGL	10/6/2022	Approving the adjustment and supplementation of the registration file for the private placement of shares in 2022.	100%
15.	1006_2/22/NQ.HĐQT/HAGL	10/6/2022	Approving the implementation of the plan to increase the charter capital, the plan to the proceeds earned from the offering, the plan to ensure the issued shares complying with the regulations on foreign ownership ratio and a number of related issues;	100%
16.	11/22/NQHĐQT- HAGL	18/7/2022	Approving the supplement of registration file for private placement of shares in 2022.	100%
17.	12/22/NQHĐQT- HAGL	22/7/2022	Approving the guarantee for all debt repayment obligations of Hung Thang Loi Gia Lai Co., Ltd at Saigon Thuong Tin	100%

No.	Resolution No.	Date	Issue	Approving rate
			Commercial Joint Stock Bank - Gia Lai Branch.	
18.	13/22/NQHĐQT- HAGL	24/8/2022	Approving the content and approving the signing of the Agreement of Commitment between the Company and Hoang Anh Gia Lai Agricultural Joint Stock Company and the Joint Stock Commercial Bank for Investment and Development of Vietnam.	100%
19.	14/22/NQHĐQT- HAGL	05/9/2022	Approving the guarantee for all debt obligations of Hung Thang Loi Gia Lai Co., Ltd at Vietnam Prosperity Commercial Joint Stock Bank.	100%
20.	15/22/NQHĐQT- HAGL	22/9/2022	Approving the suspension of registration file for private placement of the Company shares submitted to the SSC.	100%
21.	16/22/NQHĐQT- HAGL	22/9/2022	Repayment of a portion of bond principal issued on 30/12/2016.	100%
22.	17/22/NQ.HĐQT/HAGL	26/9/2022	Approving the continued implementation of the plan of private placement of shares to increase charter capital, adjusting the use plan for proceeds earned from the offering, the list of professional securities investors expected to be offered for sale, the plan to ensure the issuance of shares meeting the regulations on foreign ownership ratio and a number of related issues;	100%
23.	18/22/NQ.HĐQT/HAGL	26/9/2022	Approving the application file for private placement of shares in 2022.	100%
24.	19/22/NQ.HĐQT/HAGL	14/10/2022	Approving the application file for private placement of shares in 2022.	100%
25.	20/22/NQHĐQT- HAGL	14/10/2022	Approving the loan guarantee of individuals at Tien Phong Commercial Joint Stock Bank.	100%
26.	21/22/NQHĐQT- HAGL	15/10/2022	Approving the guarantee for all credit obligations of Lo Pang Livestock Joint Stock Company at Tien Phong Commercial Joint Stock Bank.	100%

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:

- Implementing flexible business and production plans to adapt to changes in the macro situation in the country and the world, in order to alleviate the pressure of inflation and tight credit conditions;

- Concentrating all resources on two core segments of livestock and farming;
- Implementing procedures related to the transfer of shares of Le Pang Cattle JSC and capital contribution to establish BAPI Hoang Anh Gia Lai JSC;
- Completing the divestment from Hoang Anh Gia Lai Agricultural JSC, considerably reducing bank loan balance and interest expenses;
- Implementing the private placement of shares approved by the 2022 Annual General Meeting of Shareholders;
- Examining 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;

Therefore, 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.

6. Report on the BOD's and BOM's total remuneration in 2022

The GMS passed the report of the BOD on appropriation for remuneration for members of the BOD, the BOS and the Secretarial Board in 2022 of VND 1,176,000,000, based on Article 8 of the 2022 annual GMS resolution No. 2606/20/NQĐHĐCĐ-HAGL dated 26/6/2022 regarding authorization given to the BOD to appropriate remuneration for the BOD, the BOS and the Secretarial Board in 2022.

3. Report to the GMS on appointment of General Director

The GMS pass the BOD reports on the total income (including remuneration and other benefits) of the BOD and the BOM in 2022 as follows.

VND'000

No.	Name	Position	Income
1	Mr. Doan Nguyen Duc	BOD chairman	2,574,084
2	Mr. Vo Truong Son	BOD member & CEO	2,129,349
3	Ms. Vo Thi My Hanh	BOD member & Deputy CEO	1,547,330
4	Ms. Vo Thi Huyen Lan	Independent BOD member	256,500
5	Mr. Tran Van Dai	Independent BOD member	108,000
6	Ms. Ho Thi Kim Chi	Deputy CEO	1,271,810
	Total		7,887,073

4. Report on the contracts, transactions between the Company and related persons

In 2022 the BOD passed the transactions between the company and its related persons are as follows:

No.	Organization/individual	Relation with the company	Owner's Certificate number, date and place of issue	Head office/ Contact address	Time of transaction	Resolution/ Decision No. of GMS/ BOD passed (if any)	Quantity, total value of transaction
1	Gia Lai Livestock JSC	Subsidiary and related organizations of Ms. Ms. Ho Thi Kim Chi	5900988952, date of issue: 03/06/2014, place of issue: Gia Lai Department of planning and investment	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	28/3/2022	GMS Resolution No. 01/22/NQĐHĐCĐ – HAGL and BOD Resolution No. 0904/22/NQHĐQT - HAGL	- Lending + Value: VND'000 20,000,000
2	Lo Pang Livestock JSC	Subsidiary since 31/3/2022	5901147416, date of issue: 19/06/2020, place of issue: Gia Lai Department of planning and investment		27/01/2022		- Lending + Value: VND 20,300,000 thousand
3	Hung Thang Loi Gia Lai Ltd., Co.	Subsidiary and related organizations of Ms. Vo Thi My Hanh	5901046432, date of issue: 12/10/2016, place of issue: Gia Lai Department of planning and investment		15/10/2022	BOD Resolution No. 21/22/NQHĐQT-HAGL dated 15/10/2022	- Loan Guarantee: + Value: VND'000 300,000,000
					16/2/2022	GMS Resolution No. 01/22/NQĐHĐCĐ – HAGL and BOD Resolution No. 0904/22/NQHĐQT - HAGL	- Lending: + Value: VND'000 859,450,770
					14/3/2022	BOD Resolution No 03/22/NQHĐQT-HAGL	- Loan Guarantee: + Value: VND'000 400,000,000
				22/7/2022	BOD Resolution No 12/22/NQHĐQT-HAGL	- Loan Guarantee: + Value: VND'000 500,000,000	
4	Hoang Anh Gia Lai Agriculture JSC	Related organization of Mr. Doan Nguyen Duc	5900712753, date of issue: 26/05/2010, Place of issue: Gia Lai Department of Planning and Investment	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	24/8/2022	BOD Resolution No 13/22/NQHĐQT-HAGL	Agreement between the Company and Hoang Anh Gia Lai Agriculture JSC and BIDV

5. Assessment of the operation of independent BOD mebers.

5.1 Operation of Independent BOD mebers

The company currently has 02/05 members who are independent members of the Board of Directors, ensuring the number in compliance with the Enterprise Law and Decree 155/2020/ND-CP. In 2022, the BOD independent members fully attended the BOD

meetings together reviewing, discussing and deciding the issues raised at each meeting. As independent members they gave their opinions and contributed expertise in investment, production and business activities and improved the quality of corporate governance. In the context of economic difficulties and challenges in 2022, the independent BOD members actively coordinated with other members of the Board of Directors to direct the Board of Management to accomplish the revenue and profit targets set by the Board of Directors approved by the 2022 Annual General Meeting of Shareholders, making an important contribution to the development of the Company, bringing great benefits to shareholders and stakeholders.

5.2 Results of the independent members' assessment of the of the BOD operation

- BOD Meetings were convened and held in accordance with the sequence and procedures specified in the Company's Charter, Internal Regulations on Corporate Governance and Operation Regulations of the Board of Directors. Invitation letters and documents of the meeting shall be sent to members of the BOD and members of the Board of Supervisors at least 03 working days before the meeting. Based on the actual situation, the Chairman of the BOD conducts the meeting in an appropriate fashion to ensure that the BOD the attending the meeting meet the rate prescribed by law and the Company's Charter. The meeting issues was thoroughly and carefully discussed, counter-argued and evaluated by the BOD members. Voting and approving resolutions of the BOD are carried out in accordance with regulations, under the supervision of the Board of Supervisors. In general, the meetings of the BOD achieved high efficiency, promptly decided on urgent issues in the operation of the Company.

- In 2022, the BOD members actively coordinated with the independent members of the BOD to direct the BOM to accomplish the revenue and profit plan targets approved by the 2022 Annual General Meeting of Shareholders, making important contributions. to the development of the Company, bringing great benefits to shareholders and related parties, for the best interests of the Company.

- The BOD has closely observed the BOD, regularly and timely supervised and directed. In addition, the Board of Management has grasped and follow the BOD steering, fully performing its functions and duties in accordance with the law and the Company's Charter.

Article 4: Passing 2022 audited financial statements

The GMS passed the Company's 2022 Financial Statements (including separate and consolidated Financial Statements) audited by Ernst & Young Vietnam Ltd., Co. (E&Y).

Article 5: Passing selection of audit firm for 2023

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 2023:

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

Article 6: Transactions between the company and related persons

The GMS passing transactions between the Company and related persons in 2023, with details as follows:

3. Approving transactions between the Company and related persons in accordance with the Clause 46, Article 4 of the Securities Law No. 54/2019/QH14 approved by the National Assembly on 2/11/2019 under the authority of the Board of Directors in accordance with the law and Company charter.
4. The Board of Directors makes timely information disclosure about these transactions and in accordance with the law. It is the duty of the Board of Directors to report the transactions mentioned in this Section 1 (if any) at the nearest Annual General Meeting of Shareholders.

Article 7: Passing the amendment, supplements to the Company’s business lines

1. The GMS passed the amendment, supplements to the Company’s business lines as follows

Before amendment	After amendment
(3512) Truyền tải và phân phối điện	(3512) Electric power transmission and distribution <i>(Except for transmitting and regulating of the national power system; construction and operation of multi-purpose hydroelectricity and nuclear power is of particularly important socio-economic significance)</i>
(6810) Trading in real estate, land use rights belonging to owners, user or lessee. Details: Real estate business; warehouse lease	(6810) Trading in real estate, land use rights belonging to owners, user or lessee. Details: Real estate business; warehouse lease <i>(Except for investment in building infrastructure of cemeteries and graveyards to transfer land use rights attached with land)</i>

2. Assigning the Board of Directors to amend and update business lines in the Company Charter according to the amended and updated contents approved 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 8: Passing the report on the results of private placement

The GMS pass the BOD report on the results of private placement as follows:

(the results will be kept updated by the time limit prescribed by law);)

Article 9: Passing the authorization given to the Board of Directors to implement the issues passed by the GMS

The GMS pass the authorization given to the Board of Directors to implement the issues passed by the GMS in this Resolution.

Article 10: Passing the report of the Board of Supervision

The GMS passed the Report of the Board of Supervision in 2022.

Article 11: Enforcement

1. This Resolution comes into effect from the signing date.
2. Members of the BOD, the BOD, the BOM and related departments take responsibility to execute this resolution./.

FOR THE GENERAL MEETING OF SHAREHOLDERS

CHAIRPERSON

DOAN NGUYEN DUC

***Note:** This documentation is subject to amendment, supplement until it is presented to the GMS for official decision at the meeting.*