



SOCIALIST REPUBLIC OF VIETNAM

Independence - Freedom – Happiness

No.: 09/24/CBTT-HAGL

Gia Lai, 25th March, 2024

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: Hoang Anh Gia Lai Joint Stock Company discloses the following information :

1. Resolution of the Board of Directors (“**BOD**”) No. 07/24/NQthe BOD-HAGL dated 25/3/2024 approving the time to hold the 2024 Annual General Meeting of Shareholders (“**2024 GMS**”) and a number of related issues of the 2024 GMS;
2. Announcement of invitation to the 2024 Annual General Meeting of Shareholders of the Company;
3. Link to documents posted used in the 2024 GMS: <http://www.hagl.com.vn> at the Shareholders/General Meeting of Shareholders section.

This amended and supplemented documents was published on the website of the Company on 25/3/2024 at: <http://www.hagl.com.vn> at Shareholders

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 No. 07;*
- *Invitation to Annual GMS 2024.*

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. 09/24/NQthe BOD- HAGL

Gia Lai, 25th March, 2024

RESOLUTION

BOARD OF DIRECTORS

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 Resolution of the Board of Directors (“BOD”) of the Company No. 06/24/NQthe BOD- HAGL dated 21/02/2024, approving the final registration date to prepare a list of shareholders attending the 2024 General Meeting of Shareholders (“**BOD Resolution No. 06**”);
- Pursuant to Notice No. 288/TB-CNVSDC dated 23/02/2024 of Vietnam Securities Depository and Clearing Corporation on the final registration date and confirmation of the list of securities owners (“**Notice No. 288**”);
- Pursuant to the BOD meeting minutes No. 07/24/BBHthe BOD-HAGL dated 25/3/2024.

DECIDES:

Article 1: Approving the extension and determining the time to hold the 2024 Annual General Meeting of Shareholders (“2024 GMS”)

The BOD approved the extension and determination of the time to hold the Annual GMS 2024 meeting, specifically as follows:

- Estimated time of organization announced: in April 2024;
- Extended date: 10 May, 2024;
- Reason for extension: the BOD needs more time to strategize according to the new movement and prepare an appropriate plans for 2024 to propose and consult at the Annual GMS 2024 meeting.

Article 2: Approving the list of shareholders entitled to attend the Annual GMS 2024 meeting

The BOD approved the continued use of the list of shareholders entitled to attend the Annual GMS 2024 at the last registration date of 13/3/2024 as approved in the BOD Resolution No. 06 and Notice No. 288 to convene a meeting and send invitation to the Annual GMS 2024.

Article 3: Approving the venue for the Annual GMS 2024

The venue approved for the Annual GMS 2024 is Lotus Ballroom (1st floor), 141 Nguyen Hue Blvd, District 1 - Ho Chi Minh city

Article 4: Approving the issues the BOD would propose and consult with General Meeting of Shareholders (“GMS”) 2024:

The BOD approved the issues the BOD would propose and consult with General Meeting of Shareholders:

- Report of BOM on the results of production, business operations and investments in 2023;
- Production and business plan for 2024
- Plan for profit distribution and appropriation to remuneration 2024;
- Report of the Board of Directors (“BOD”);
- Audited Financial Statements 2022;
- Selecting audit firm for 2023 Financial Statements
- Transactions between Company and related persons
- Authorization to the BOD to implement the issues passed at the Meeting.

(Details of the issues to be proposed to and consulted with GMS at the Annual GMS 2024 meeting are stated in draft Proposal No. 01 attached to this Resolution.)

Article 5: Approving the documentation for the Annual GMS 2024

The BOD approved the documentation for the the Annual GMS 2024, including:

1. Notification of convening the 2024 Annual GMS meeting;
2. Authorization form to attend the Company's 2024 Annual GMS meeting;
3. Draft Agenda for the 2024 Annual GMS meeting;
4. Regulations on holding the 2024 Annual GMS meeting;
5. Proposal No. 01 on issues approved at the 2024 Annual GMS meeting;
6. Voting ballot form at the 2024 Annual GMS meeting;
7. Draft Resolution of the Annual GMS 2024.

Article 6: Approving the authorization

The BOD approved the authorization and assigned the Chairman of the BOD to direct the Board of Management and departments in the Company to complete reports, proposals and related documents, information disclosure, and other tasks and procedures as required by law and the Company Charter to conduct the Annual GMS 2024 meeting according to the contents approved in this Resolution.

Article 7: This Resolution takes effect from the date of signing. Members of the Board of Directors, Board of Management and departments under the Company undertake implementation of this Resolution.

Recipients:

- *As in Article 7*
- *BOD, BOS members;*
- *Archive*

FOR THE BOARD OF DIRECTORS

CHAIRMAN

DOAN NGUYEN DUC

PROPOSAL 01**To: the 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 2023

The BOD proposes to the GMS for review and passing the Report of the Board of Management (“the BOM”) on the Results of the production, business operations and investments in the year 2020 with the following contents(Đang cập nhật)

Issue 2: PASSING PLANS FOR PRODUCTION AND BUSINESS 2024

The BOD proposes to the GMS for review and passing plans for production and business 2024 with the major contents set as follows: (*Đang cập nhật*)

Issue 3: PLANS FOR PROFIT DISTRIBUTION AND REMUNERATION 2024

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 2025.

Issue 4: 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 2023

In 2023, 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. | 01/23/NQHĐQT-HAGL | 07/01/2022 | Approval of registration to buy 650,000 shares out of 5,000,000 shares planned to be additionally issued by BAPI Hoang Anh Gia Lai Joint Stock Company. | 100% |
| 2. | 02/23/NQHĐQT-HAGL | 11/01/2022 | Approval of the use of 14,000,000 shares of Lo Pang Cattle Joint Stock Company owned by the Company as collateral for credit obligations of individuals at Tien Phong Commercial Joint Stock Bank. | 100% |
| 3. | 03/23/NQHĐQT-HAGL | 02/3/2023 | Approval of finalizing the last registration day for preparing the list of shareholders attending General Meeting of Shareholders 2023 | 100% |

| No. | Resolution No. | Date | Issue | Approving rate |
|-----|-------------------|-----------|---|----------------|
| 4. | 04/NQHĐQT-HAGL | 02/3/2023 | Approval of the use of 3,000,000 shares of Lo Pang Cattle Joint Stock Company owned by the Company as collateral for credit obligations of individuals at Tien Phong Commercial Joint Stock Bank. | 100% |
| 5. | 05/23/NQHĐQT-HAGL | 06/3/2023 | Approval of the establishment of the internal audit department and the appointment of the person in charge. | 100% |
| 6. | 06/23/NQHĐQT-HAGL | 13/3/2023 | Approval of the use of 30,000,000 shares of Gia Lai Livestock Joint Stock Company owned by the Company as collateral for the credit obligations of Hung Thang Loi Gia Lai Co., Ltd. at Saigon Thuong Tin Commercial Joint Stock Bank Gia Lai Branch. | 100% |
| 7. | 07/23/NQHĐQT-HAGL | 18/4/2023 | Approval of approved the report on the results of the private placement. | 100% |
| 8. | 08/23/NQHĐQT-HAGL | 25/4/2023 | Approval of addition of a number of issues to the 2023 Annual General Meeting of Shareholders' agenda. | 100% |
| 9. | 10/23/NQHĐQT-HAGL | 11/5/2023 | Approval of the selection of Ernst & Young Viet Nam Ltd. to conduct auditing and review of the Company's Financial Statements 2023 and the remuneration for the members of the Board of Directors, the Board of Supervision and the Secretarial board | 100% |
| 10. | 11/23/NQHĐQT-HAGL | 16/6/2023 | Approval of the plan to convert Le Me's loan balance and interest receivable into contributed capital. of Le Me becoming a subsidiary of the Company with the ownership rate of 87.74% | 100% |
| 11 | 12/23/NQHĐQT-HAGL | 21/7/2023 | Approval of finalizing the last registration day for preparing the list of the Company shareholders for conducting Consultation in writing on passing the private placement plan | 100% |
| 12 | 13/23/NQHĐQT-HAGL | 10/8/2023 | Approval of the guarantee of whole payment obligations of Hung Thang Loi Gia Lai Co., Ltd at Saigon Thuong Tin Commercial Joint Stock Bank Gia Lai Branch. | 100% |
| 13 | 14/23/NQHĐQT-HAGL | 22/8/2023 | Approval of the consultation with shareholders in writing and the composition of documents of consultation with shareholders in writing | 100% |
| 14 | 15/23/NQHĐQT-HAGL | 28/9/2023 | Approval of the plan to convert part of Hung Thang Loi Gia Lai's loan balance and interest receivable into contributed capital | 100% |
| 15. | 16/23/NQHĐQT-HAGL | 29/9/2023 | Approval of Adjusting a number of contents related to THE Bonds issued by the Company according to the Information Disclosure dated 25/4/2012 applicable to 300 billion VND bond par value of the issuance on 18/6/2012. | 100% |
| 16. | 17/23/NQHĐQT-HAGL | 30/9/2023 | Approval of Implementing the transaction in disposal of of Hoang Anh Gia Lai Hotel. | 100% |
| 17. | 18/23/NQHĐQT-HAGL | 22/8/2023 | Approval of promulgation of the Company's Information Disclosure Regulation | 100% |

| No. | Resolution No. | Date | Issue | Approving rate |
|-----|-------------------|------------|---|----------------|
| 18. | 19/23/NQHĐQT-HAGL | 28/9/2023 | Approval of registration to buy shares offered to existing shareholders of Lo Pang Cattle Joint Stock Company. | 100% |
| 19. | 21/23/NQHĐQT-HAGL | 22/8/2023 | Approval of the implementation of the private placement, the plan to use the proceeds obtained from the offering, the commitment to share listing after the successful offering, the plan to ensure full compliance with regulations on foreign ownership ratio | 100% |
| 20. | 22/23/NQHĐQT-HAGL | 28/9/2023 | Approval of the list of investors expected to be offered. | 100% |
| 21. | 23/23/NQHĐQT-HAGL | 29/9/2023 | Approval of Registration File for Private placement. | 100% |
| 22. | 24/23/NQHĐQT-HAGL | 30/9/2023 | Approval of cancellation to update the list of investors expected to be offered private placement as stated in Article 1 of BOD Resolution No. 22/23/NQHĐQT-HAGL dated 22/11/2023 due to negligence in the course of communication | 100% |
| 23. | 25/23/NQHĐQT-HAGL | 22/8/2023 | Approval of the list of investors expected to be offered private placement according to the issuance plan stated in GMS Resolution No. 02/23/NQDHĐCD-HAGL and BOD Resolution No. 21/23/NQHĐQT-HAGL. | 100% |
| 24. | 26/23/NQHĐQT-HAGL | 04/12/2023 | Approval of the list of registration file for the Company private placement | 100% |
| 25. | 27/23/NQHĐQT-HAGL | 26/12/2023 | Approval of the transfer of shares of University of Medicine and Pharmacy - Hoang Anh Gia Lai Hospital Joint Stock Company | 100% |
| 26. | 28/23/NQHĐQT-HAGL | 29/12/2023 | Approval of the transfer of all the shares owned by the Company at BAPI Hoang Anh Gia Lai Joint Stock Company | 100% |

2. The BOD's supervision of the Board of Management

In compliance with the Company's current Charter and the Internal Regulations of Corporate Governance, the BOD directed and supervised the operations of the Board of Management as follows::

2.1 Production and business operation: Concentrating all resources on two core business lines, that is, animal and crop husbandries with pig, banana, and durian as flagships.

2.2 Organizational structure and Financial operation: During the year, the BOD directed the BOM to carry out the organizational structure and financial operations of the Company through the following transactions::

- Conducting the transfer of all shares owned by the Company at BAPI Hoang Anh Gia Lai Joint Stock Company ("**BAPI HAGL**") and BAPI HAGL is no longer an associate of the Company as of December 29 /2023;
- Implementing the conversion of loan balances and interest receivable of Le Me Joint Stock Company into equity capital, whereby Le Me Joint Stock Company became a subsidiary of the Company with an ownership ratio of 87.74%.
- Implementing disposal of a number of non-performing assets of the Company for the purpose of repayment of part of the HAGL Bond 2016 at the Joint Stock Commercial Bank for Investment and Development of Vietnam, specifically:
 - Disposal of Hoang Anh Gia Lai Hotel as property attached to land at 01 Phu Dong, Phu Dong Ward, Pleiku City, Gia Lai Province;
 - Transfer of all shares owned by the Company at University of Medicine and Pharmacy- Hoang Anh Gia Lai Hospital Joint Stock Company
- In addition, according to BOD Resolution No. 02/23/NQĐHĐCĐ-HAGL dated 26/9/2023, the BOD directed the BOM to implement private placement to supplement working capital for the subsidiaries, and repayment of the Company and its subsidiaries' loans. (kết quả chào bán sẽ được cập nhật theo tiến độ thời gian quy định).

2.3 Corporate operation

- In 2023, the BOD directed the BOM to hold investor meetings to exchange and share updated information on the Company's production and business activities for shareholders and investors.
- Regularly inspecting the operation and administration of the Board of Management to comply with the best governance practices to ensure the rights and interests of shareholders, customers and employees in the Company;
- Monitoring and directing the disclosure of information to ensure transparency, completeness and punctuality in accordance with the provisions of law.

Based on that, the BOD assessed that the BOM had closely observed and complied with the direction given by the BOD; 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 2023

The BOD reports to the General Meeting of Shareholders on the total income (including remuneration and other benefits) of the BOD and the BOM in 2023 as follows: (*Đang cập nhật*)

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

Pursuant to Article 6 of the 2023 Annual GMS Resolution No. 01/23/NQĐHĐCĐ-HAGL dated 28/4/2023, the BOD report to the GMS on the contracts, transactions between the Company and related persons 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 | BOD Resolution No. | Quantity, total value of transaction | Note |
|-----|-------------------------|---------------------------|---|------------------------------|---------------------|--------------------|--------------------------------------|------|
|-----|-------------------------|---------------------------|---|------------------------------|---------------------|--------------------|--------------------------------------|------|

| | | | | | | | |
|---|----------------------------------|--|------------|---|------------|--------------------|---|
| 1 | BAPI Hoang Anh Gia Lai JSC | Subsidiary and related organizations of Mr. Doan Nguyen Duc, HAGL's BOD chairman | 5901190436 | | 19/01/2023 | 01/23/NQHĐQ T-HAGL | Purchasing additionally issued shares: - Quantity: 650,000 shares; - value: VND 6,500,000,000 |
| 2 | Hung Thang Loi Gia Lai Ltd., Co. | Subsidiary and related organizations of Ms. Vo Thi My Hanh, HAGL's BOD member | 5901046432 | 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province | 13/3/2023 | 06/23/NQHĐQ T-HAGL | Guaranteeing credit obligations of Hung Thang Loi Gia Lai Co., Ltd ("HTL"). |
| | | | | | 10/8/2023 | 13/23/NQHĐQT-HAGL | - guaranteeing value: VND 500,000,000, |
| | | | | | 28/9/2023 | 15/23/NQHĐQ T-HAGL | converting part of Hung Thang Loi Gia Lai's loan balance into contributed capital |
| 3 | Lo Pang Cattle JSC | Subsidiary and related organizations of Ms. Ho Thi Kim Chi, Deputy CEO | 5901147416 | 15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province | 26/10/2023 | 19/23/NQHĐQ T-HAGL | Approval of registration to buy shares offered to existing shareholders of Lo Pang Cattle JSC. |

In addition to the above transactions, the BOD reports to the GMS on transactions conducted between the Company and related persons in 2023 according to the audited Separate Financial Statement 2023 and the audited Consolidated Financial Statement 2023. (*Đang cập nhật*).

5. Report on assessment of Independent BOD members

5.1 Operation of BOD Independent members

The company currently has 01/05 members who are BOD independent members, ensuring the number in compliance with the Enterprise Law and Decree 155/2020/ND-CP passed by the Government on 31/12/2020 specifying the implementation of a number of articles of the Securities Law. In 2023, the BOD independent members fully attended the BOD meetings together reviewing, discussing and deciding the issues raised at each meeting, giving their opinions and contributed expertise in investment, production and business activities and improved the quality of corporate governance.

5.2 Results of the independent members' assessment on the BOD activities

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. Based on the actual situation, the BOD Chairman conducts the meeting in an appropriate fashion to ensure that the BOD members can attend, discuss and vote on issues at the meeting according to the law and the Company's Charter. The meeting issues were 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, all the BOD members have a high sense of responsibility, carefully performing their duties to maximize benefits for the Company.

- 6. Report on the implementation of the contents approved in the 2023 Annual GMS Resolution No. 01/23/NQĐHĐCĐ-HAGL dated 28/4/2023 (“GMS Resolution No. 01”) and General Meeting of Shareholders Resolution No. 02/ 23/NQĐHĐCĐ-HAGL dated 26/9/2023 in the form of collecting written opinions from shareholders (“GMS Resolution No. 02”), specifically as follows: (*Đang cập nhật*)**

Issue 5: AUDITED FINANCIAL STATEMENTS 2023

The BOD proposes to the GMS for reviewing and passing the Company’s financial statements 2023 (including Separate financial statements and consolidated financial statements) audited by Ernst & Young Vietnam Ltd., Co.

Issue 6: SELECTION OF AUDIT FIRM FOR THE COMPANY FINANCIAL STATEMENTS 2024

The BOD proposes to the GMS for reviewing and passing authorization to the BOD to select one of the following audit firms to prepare the Company’s financial statements for 2024

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

Issue 7: TRANSACTIONS BETWEEN THE COMPANY AND RELATED PERSONS

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 26/11/2019 and the law and Company charter. The basic content of contracts and transactions expected to conclude in 2024 is specified in Appendix 01 attached to this Proposal. (*Đang cập nhật*)
2. The BOD proposes to the GMS for reviewing and passing the authorization given to the Board of Directors to approve and implement other contracts and transactions with related persons in addition to those stated in Appendix 01 (if any) and the results will be reported at the 2025 Annual General Meeting of Shareholders

Issue 8: AUTHORIZATION TO THE BOARD OF DIRECTORS TO IMPLEMENT THE ISSUES APPROVED BY VOTING AT THE MEETING

The BOD proposes to the GMS to authorize the BOD to proactively implement the specific implementation of the issues approved by the GMS.

**FOR THE BOARD OF
DIRECTORS**

CHAIRMAN

DOAN NGUYEN DUC

Note: *These documents are subject to revision, supplement until formal publishing to propose to the GMS 2024*

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 36/24/TB-HAGL

Gia Lai, 25th March 2024

ANNOUNCEMENT

Ref: convening the 2024 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 (the **BOD**) of Hoang Anh Gia Lai Joint Stock Company (“**Company**”) would like to announce and invite the distinguished shareholders to the 2024 Annual General Meeting of Shareholders (“**Meeting**”) with the following information:

- Time and date: 08:30, Friday, 10th May, 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 13/3/2024 provided by Viet Nam Securities Depository and Clearing Corporation (“**VSDC**”).
- Meeting agenda:
1. Report on the results of production, business operations and investments in 2023;
 2. Production and business plan for 2024
 3. Plan for profit distribution and appropriation to remuneration 2023;
 4. Report of the Board of Directors (“**BOD**”);
 5. 2023 audited Financial Statements;
 6. Selecting audit firm for 2024 Financial Statements
 7. Transactions between Company and related persons
 8. Report of the Board of Supervision;
 9. 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 Letter 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 **25/3/2024**;

- Meeting agenda, regulation on holding the meeting, etc. will be published on the Company website www.hagl.com.vn (section Investor relation/General Meeting of Shareholders from 25/3/2024 and given out at the meeting)

For the convenience of the Meeting arrangement, confirmation of your attendance is requested **by 12h00 on 09/5/2024** by one of these means: phone call, or texting, email, to the following contacts: **Doan Thi Mai Phuong: Tel: 0973 779 681, 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