

No. 01/24/NQĐHĐCĐ-HAGL

Gia Lai, 10th May, 2024**DRAFT RESOLUTION**
THE 2024 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. /24/BBHĐHĐCĐ - HAGL dated 10/5/2024.

RESOLUTION:**Article 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 (being updated)

Article 2: Passing plans for production and business

The BOD proposes to the GMS for review and passing plans for production and business 2024 with the major contents set as follows: (being updated)

Article 3: Passing 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.

Article 4: Passing 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
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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%
4.	04/NOHĐQT-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%

No.	Resolution No.	Date	Issue	Approving rate
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%
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%

No.	Resolution No.	Date	Issue	Approving rate
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. (the offering results will be updated according to the schedule prescribed).

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: (being updated)

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/NQDHĐCD-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	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	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		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. (being updated).

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 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, 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/NQDHD CD-HAGL dated 28/4/2023 (“GMS Resolution No. 01”) and General Meeting of Shareholders Resolution No. 02/ 23/NQDHD CD-HAGL dated 26/9/2023 in the form of collecting written opinions from shareholders (“GMS Resolution No. 02”), specifically as follows: (being updated)

Article 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.

Article 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).

Article 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. (being updated)
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

Article 8: Passing 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 at this Resolution.

Article 9: Passing the report of the Board of Supervisors

The GMS passed the 2023 Report of the Board of Supervision.

Article 10: 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.*