



**BẢN DỊCH**

*Gia Lai, 10<sup>th</sup> May, 2024*

## **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 17/6/2020 (“**Enterprise Law 2020**”);;
- Pursuant to the Securities Law No. 54/2019/QH14 passed by the National Assembly on 26/11/2019 (“**Securities Law 2019**”);
- Pursuant to Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Securities Law (“**Decree No. 155**”);
- Pursuant to the Charter of Hoang Anh Gia Lai Joint Stock Company; (“**Charter**”);
- Pursuant to the Internal Regulations on Corporate Governance of Hoang Anh Gia Lai Joint Stock Company;
- Pursuant to the Minutes of the 2024 Annual General Meeting of Shareholders (“**GMS**”) No. 01/24/BBHĐHĐCĐ - HAGL dated 10/5/2024.

#### **RESOLUTION:**

##### **Article 1: Approving the report on the results of the production, and investments in 2023**

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

1. Net revenue: VND 6,442 billion.
2. Profit after tax: VND 1,782 billion, exceeding 157.7% of the plan
3. Position of investment and projects up to 31/12/2023:
  - Fruit: nurturing and harvesting 7,000 ha of banana; newly planting 500 ha of durian, increasing the total durian area to 1,500 ha;
  - Pig farming: no expansion of barn system

##### **Article 2: Approving plans for production and business for 2024**

The GMS passed the plans for production and business in 2024 with the major contents as follows:

1. Net revenue: **VND 7,750 billion**, of which:
  - Fruits: VND 5,540 billion;
  - Banana fed pigs: VND 1,550 billion;
  - Goods and commodity: VND 660 billion,

2. Profit after tax: **VND 1,320 billion**;
3. Project investment plan: The Company focuses on investing and expanding the fruit crop area, specifically as follows:
  - Developing banana area: planting an additional 2,000 hectares, increasing the area from 7,000 hectares to 9,000 hectares;
  - Developing durian area: planting an additional 500 hectares, increasing the area from 1,500 hectares to 2,000 hectares

**Article 3: Approving plans for profit distribution and remuneration 2024**

1. Dividend: no payment
2. Remuneration for the BOD, the BOS and the Secretarial board in 2024: authorizing the BOD to decide and perform the remuneration for the BOD, the BOS and the Secretarial Board in 2024 which shall be reported to the GMS2025.

**Article 4: Approving BOD report**

The GMS passed 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%
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%

No.	Resolution No.	Date	Issue	Approving rate
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 VND 300 billion 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.	

No.	Resolution No.	Date	Issue	Approving rate
				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. Activities of the subcommittee under the Board of Directors:** Internal audit subcommittee

Based on the Internal Audit Regulations and the internal audit plan approved by the Company's BOD, in 2023, the Internal Audit Subcommittee performed the following tasks:

- Reviewing and evaluating the adequacy and effectiveness of governance, risk management and internal inspection to help the Company achieve its strategic, operational, compliance and financial objectives;
- Developing, revising, supplementing and improving internal audit methods and scope of internal audit activities to keep up with the Company's development;

- Carrying out consulting activities related to governance processes, risk management, financial structure and internal inspection suitable for the Company;
- Periodically reporting on the results of audit work;
- Carrying out other tasks assigned by the BOD.

### **3. 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:

**3.1 Production and business activities:** Focusing all resources on two core industries: cultivation and livestock farming with bananas, durians, and pigs as flagship products.

**3.2 Organizational structure and financial operation:** In 2023, 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 the 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 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 the shares owned by the Company at University of Medicine and Pharmacy- Hoang Anh Gia Lai Hospital Joint Stock Company
- In addition, pursuant to the GMS Resolution No. 02/23/NQDHĐCĐ-HAGL dated 26/9/2023, ("**GMS Resolution No. 02**"), the BOD has directed the BOM to implement the private offering of shares to supplement working capital for the subsidiary and repay the loans of the Company and its subsidiaries. Accordingly, the BOM has proactively implemented and completed the private placement.

### **3.3 Corporate operation**

- In 2023, the BOD directed the BOM to hold investor meetings to exchange and share updated information on the position of the Company's production and business activities for shareholders and investors.
- Regularly inspecting the operation and administration of the BOM to comply with the best governance practices to ensure the rights and interests of shareholders, customers and employees of 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 by law and in the Company Charter.

#### 4. Report 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:

*Unit: VND thousand*

Name	Position	Income
Mr. Doan Nguyen Duc	BOD chairman	2,418,600
Mr. Vo Truong Son	BOD member & CEO	1,919,007
Ms. Vo Thi My Hanh	BOD member & Deputy CEO	1,376,438
Ms. Vo Thi Huyen Lan	Independent BOD member	67,500
Mr. Tran Van Dai	Independent BOD member	162,000
Mr. Nguyen Chi Thang	BOD member	94,500
Ms. Ho Thi Kim Chi	Deputy CEO	1,086,592
<b>TOTAL</b>		<b>7,124,637</b>

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

The GMS passed the BOD report on the contracts, transactions between the Company and related persons in 2023 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, HAGL Deputy CEO	5901147416	15 Truong Chinh, Phu Dong Ward, Pleiku City, Gia Lai Province	26/10/2023	19/23/NQHĐQ T-HAGL	Registration to buy shares offered to existing shareholders of Lo Pang Cattle JSC.
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In addition to the above transactions, The GMS passed the BOD report on transactions conducted between the Company and related persons in 2023 presented in Note 28 of the audited Separate Financial Statement 2023 and Note 33 of the audited Consolidated Financial Statement 2023.

## 6. BOD report on assessment of Independent BOD members

The GMS approved the report on performance assessment of the independent BOD members with the following main contents:

### 6.1 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 2020 and Decree 155. In 2023, the BOD independent members fully attended the BOD meetings, together reviewing, discussing and deciding the issues raised at each meeting. As independent members, they give their opinions and contributed expertise in investment, production and business activities and improved the quality of corporate governance.

### 6.2 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 BOD. Based on 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 BOS.

In 2023, the BOD closely followed and implemented the planned targets as well as the contents approved by the GMS in Resolution No. 01. In addition, on the basis of GMS Resolution No. 02, the BOD members also held many meetings to discuss and direct the BOM to promptly implement the private placement.

In general, all the BOD members have a high sense of responsibility, carefully performing their duties to maximize interest of the Company.

## 7. Report on the implementation of the contents approved GMS Resolution No. 01 and GMS Resolution No. 02, specifically as follows:

**7.1 Results of implementing GMS Resolution No. 01:** The BOD has completed the contents approved in GMS Resolution No. 01

### 7.2 Results of implementing GMS Resolution No. 02,:

- **Private placement offering:** The BOD has completed offering 130,000,000 shares at VND 10,000 /share and received VND 1,300,000,000,000 (*one thousand three hundred billion VND*). The Board of Directors has directed the BOM to carry out necessary procedures to register additional securities, listing and other procedures as required by law.

- **The plan for using the proceeds:** Based on the authorization given by the GMS as in Clause 4, Article 1 of the GMS Resolution No. 02 and the practical needs of the Company at the time of using capital, BOD reports to the GMS on adjusting the plan for using the proceeds from the private placement as follows:

No.	Purpose	Amount to be used (VND)	Expected time to implement/ disbursement
1	Redemption before maturity of all the of bond principal and interest issued by the Company on 18/6/2012, bond code HAG2012.300	355,443,666,667	25/4/2024
2	Loan restructuring for the Company's subsidiary, Lo Pang Cattle Joint Stock Company, as loans for repayment of Lo Pang Cattle JSC at Tien Phong CJS Bank	244,556,333,333	26/4/2024
3	Supplementing working capital and loan structuring for subsidiary Hung Thang Loi Gia Lai Co., Ltd as loan for business operation (including, but not limited to, trading of agricultural materials, fruits, animal feed, etc.) and loan repayment	700,000,000,000	25/4/2024
<b>Total</b>		<b>1,300,000,000,000</b>	

**Reason for adjustment:** The Company's Bond issued on 18/6/2012 (code HAG2012.300) accrues interest up to the actual date of redemption before maturity of this Bond.

- **Amendment to the Charter:** Based on the number of shares and new charter capital after completing the private placement, based on the authorization given by the GMS, the BOD has amended the Company's Charter as follows:

Amended provisions	The current Charter before amendment	The Charter after amendment
Clause 1 Article 5	<p>The Company's charter capital is <b>VND 9,274,679,470,000</b> (<i>Nine thousand two hundred seventy four billion, six hundred seventy nine million, four hundred seventy thousand dong</i>).</p> <p>The Company's total charter capital is divided into <b>927,467,947 shares</b> (<i>Nine hundred twenty seven million, four hundred sixty seven thousand, nine hundred forty seven</i>) shares with a par value of 10,000 VND/share.</p>	<p>The Company's charter capital is <b>VND 10,574,679,470,000</b> (<i>Ten thousand five hundred seventy four billion, six hundred seventy nine million, four hundred seventy thousand dong</i>).</p> <p>The Company's total charter capital is divided into <b>1,057,467,947 shares</b> (<i>One billion and fifty-seven million, four hundred and sixty-three thousand, nine hundred and forty-seven</i>) with a par value of 10,000 VND/share.</p>



**Article 5: Approving the audited financial statements 2023**

The GMS passed 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 GMS passed 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).

In case of force majeure, the GMS authorizes the BOD to select another auditing unit from the list of auditing companies and auditors approved to audit for public interest unit in the field of securities

**Article 7: Transactions between the Company and related persons**

The GMS passed the transactions between the Company and related persons in 2024, as detailed below:

1. Approving the policy on the Company signing and implementing contracts and transactions with related parties in accordance with Clause 46, Article 4 of the Securities Law, and Clause 23, Article 4 of the Enterprise Law and the Company Charter. The basic contents of the contracts and transactions expected to arise in 2024 are specified in Appendix 01 attached to this Resolution.
2. Approving the authorization given to the BOD to pass 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: Approving the amendment to the Company Charter and Internal Regulation on Corporate governance**

1. The GMS passed the amendment to Clause 3, Article 17 of the Company Charter as follows:

<b>Current contents</b>	<b>Amended contents</b>
3. The notification of invitation to the GMS must be sent to all shareholders by such a method that ensures successful delivery to the shareholders’ contact address provided on the website of the Company and the State Securities Commission and the Stock Exchange where the Company’s shares are listed or registered for transaction . The person who convenes the GMS must deliver the invitation letter to all shareholders entitled to attend the meeting no later than 21 working days before the opening date (since the date when the invitation is duly delivered or sent). The meeting agenda, draft resolutions on each issue and documents related to issues to be	3. Invitation to the General Meeting of Shareholders may be sent to all shareholders by post, email, texting, fax, and/or by other communications regulated by the Company at each specific time to ensure it will reach the contact addresses of shareholders on the list provided by Vietnam Securities Depository and Clearing Corporation. The method of sending such invitations above is decided by the Board of Directors as required by law and legal documents of competent agencies at the time of implementation. The invitation letter is published on the website of the Company and the State Securities Commission, the Stock Exchange where the shares are listed or

<p>voted at the meeting shall be sent to shareholders and/or posted on the company website. In the event such documents are not attached to the invitation, then the notification must clearly state the link to all the meeting documents so that the shareholders can have access to them, including:</p> <ol style="list-style-type: none"> <li>a. The meeting agenda and data to be used at the meeting;</li> <li>b. List and detailed information about each candidate if electing members to the BOD or the Board of Supervisors;</li> <li>c. Voting ballots;</li> <li>d. Draft resolutions on each matter on the agenda.</li> </ol>	<p>registered for trading at the same time as it is sent to shareholders. The invitation and meeting documents (including the meeting agenda, documents used in the meeting, draft resolutions on each issue, voting ballots, etc.) must be sent to all shareholders entitled to attend the meeting no later than twenty-one (21) days before the opening date of the General Meeting of Shareholders. Sending meeting documents together with the invitation can be replaced by posting it on the Company's website and the invitation must clearly provide the link to all meeting documents so that shareholders can approach.</p>
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2. The GMS passed amendment to Clause 1, Article 5 of the Internal Regulations on Corporate Governance and assigned the BOD to issue an updated version of the Internal Regulations on Corporate Governance after the GMS approval:

Current contents	Amended contents
<ol style="list-style-type: none"> <li>1. The notification of invitation to the GMS must be sent to all shareholders by such a method that ensures successful delivery to shareholders, and at the same time is published on the website of the Company and the State Securities Commission, the Stock Exchange where the shares are listed or registered for trading.</li> </ol>	<ol style="list-style-type: none"> <li>1. Invitation to the GMS may be sent to all shareholders by post, email, texting, fax, and/or by other communications regulated by the Company at each specific time to ensure it will reach the contact addresses of shareholders on the list provided by Vietnam Securities Depository and Clearing Corporation. The method of sending such invitations above is decided by the BOD as required by law and legal documents of competent agencies at the time of implementation. The invitation letter is published on the website of the Company and the State Securities Commission, the Stock Exchange where the shares are listed or registered for trading at the same time as it is sent to shareholders.</li> </ol>

**Article 9: Dismissal of the Company BOD members**

The GMS passed the dismissal of the BOD members on grounds of their resignation:

- Dismissal of Mr. Nguyen Chi Thang as BOD member
- Time: From 10<sup>th</sup> May 2024.

**Article 10: Dismissal of the Company BOS members**

The GMS passed the dismissal of the BOS members on grounds of their resignation:

- Dismissal of Mr. Le Hong Phong as BOS member
- Time: From 10th May 2024.

**Article 11: Approving the reversal of the Development Investment Fund into the undistributed profit after tax**

The GMS passed the content of the **reversal** of the Development Investment Fund into the Company's undistributed profit after tax valued **VND 279,895,303,000** (*In words: Two hundred seventy-nine billion eight hundred ninety-five million three hundred and three thousand dong*).

**Article 12: Approving the results of additional election of BOD member**

The GMS passed the results of additional election of 01 (one) BOD member for term 2020 – 2025 namely Mr. Bui Le Quang.

**Article 13: Approving the results of additional election of BOS member**

The GMS passed the results of additional election of 01 (one) BOS member for term 2020 – 2025 namely Mr. Nguyen Tien Hung.

**Article 14: Approving authorization to the BOD to implement the issues approved by voting at the meeting**

The GMS passed authorization to the BOD to proactively implement the specific implementation of the issues approved by the GMS in this Resolution.

**Article 15: Approving the 2023 BOS report**

The GMS passed the 2023 BOS report

**Article 16: 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  
CHAIRMAN OF THE BOARD OF DIRECTORS**

**DOAN NGUYEN DUC**