



No.:01/TTr/HĐQT - HAGL

Ho Chi Minh city, 10th May, 2024

PROPOSAL 02To: **the Annual General Meeting of Shareholders 2024**

The Board of Supervisors of 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**”) 2023 with the following major issues:

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

No.	Member	Position	Ownership of voting shares (31/12/2023)
1	Ms. Do Tran Thuy Trang	Head	0.00%
2	Mr. Le Hong Phong	Member	0.00%
3	Mr. Pham Ngoc Chau	Member	0.00%

2. BOS meetings

No.	Minutes No. and date	Attendance	Agenda	Rate of passing
1	01/2023/BB-BKS dated 29/03/2023	3/3	Supervising the implementation of the Resolution of the GMS 2023; reviewing the Consolidated Financial Statements 2023.	100%
2	02/2023/BB-BKS dated 27/04/2023	3/3	Reviewing the Consolidated Financial Statements Quarter1/ 2023.	100%
3	03/2023/BB-BKS dated 29/08/2023	3/3	Supervising the implementation of the Resolution of the 2023 Annual General Meeting of Shareholders; reviewing the Interim Consolidated Financial Statements of the first 6 months of 2023.	100%
4	04/2023/BB-BKS dated	3/3	Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2023.	100%

	30/10/2023		Reviewing the consolidated financial statements of the first 9 months of 2023.	
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3. The total remuneration, bonus and other benefits of BOS members in 2023

Unit: VND '000

No.	Member	Title	Income (*)
1	Ms. Do Tran Thuy Trang	Head	656,613
2	Mr. Le Hong Phong	Member	108,000
3	Mr. Pham Ngoc Chau	Member	108,000

()including remuneration and/or other benefits*

II. BOS OPERATION

Performing the tasks as prescribed in the Company's Charter and Operational Regulations of the Board of Supervisors, in 2023, the Board of Supervisors supervised the Board of Directors (“BOD”) and the Board of Management (“BOM”) through:

- Attending, 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.
- Supervising and regulating the internal audit

III. RESULTS OF THE BOS OPERATION

1. Supervising the implementation of the Resolution of the Annual General Meeting of Shareholders 2023

During the year, the Group implemented the Resolution approved by GMS 2023 specifically:

- Business results in 2023: In the context of unfavorable economic movements in the world and in the country in 2023, 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 2023. Specifically, net revenue reached VND 6,442 billion, exceeding 25.8% of the plan. Profit after tax reached 1,782 billion VND, exceeding 25.8% of the set plan.
- Profit distribution plan for 2023: Since in the financial statements 2023 there are still accumulated losses, priority is given, from the profit in 2023, to

offsetting against with the losses of previous years, thus no profits distributed.

2. Examination of financial position in 2023

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 2023, the Group had an accumulated loss of VND'000 1,669,170,708, and as at this date, the Group's current liabilities exceeded current assets by VND'000 941,878,694. The Group was also in violation of certain loan and bond covenants, leaving the principal and interest of some due loans and bonds unpaid. 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 private placement to shareholders, loans from commercial banks and from ongoing projects. The Group is also negotiating with the lenders to adjust some breached terms and conditions in related loan contracts. Accordingly, the Group is able to settle on due payables and continue to operate in the next accounting 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 2023, 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 with the internal audit planning, reviewing and assess the adequacy and effectiveness of governance, risk management and internal control to help the Group achieve its targets of strategy, operation, compliance and finance. 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, thus facilitating the BOS tasks.

There are no requests for review 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 2024 in the nearest General Meeting of Shareholders.

IV. BOD operation plan for 2024

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 2024 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. Reviewing and assessing the quarterly, interim and yearly financial statements;
4. Examining and supervising the Group's implementation of business plan in 2024;
5. Supervising and running the operation of the internal audit.

**FOR THE BOARD OF SUPERVISORS
HEAD**

(signed)

ĐỖ TRẦN THÙY TRANG